

**ATLANTIA SPA EGM Date: 2013-08-08**

**1 Approve the Merger of Gemina SpA with and into Atlantia SpA  
Background:**

**Abstain**

At the EGM of 30 April 2013, shareholder approval was sought for the share swap of the ordinary and savings shares of the Absorbed Company, Gemina S.p.A., which would be carried out by the issue of a maximum of 164,025,376 new ordinary shares. This would increase the share capital of the Surviving Company, Atlantia S.p.A., to serve the share swap, by a maximum nominal amount of Euro 164,025,376.00, by the issue of a maximum of 164,025,376 new ordinary shares with the nominal value of Euro 1.00 each.

Shareholder approval is sought of a new provision for the Merger Plan entailing the issuance of Contingent Value Rights to be granted, as of the effective date of the Merger, to the holders of Gemina SpA's ordinary and savings shares. The resulting increase in the nominal share capital of €18,455,815.00 through the issue of up to 18,455,815 ordinary Atlantia shares with a par value of €1.00 each to service the Contingent Value Rights; related and resulting resolutions, authorities and powers.

No major concerns have been identified, however as less than half of the Board is considered independent, we abstain.

**2 Revocation of Plan of Merger if not approved**

**For**

In the event of failure to approve item 1 above, the eventual revocation of the resolution approving the Plan for the Merger of Gemina SpA with and into Atlantia SpA adopted by the Extraordinary General Meeting of Atlantia's shareholders on 30 April 2013. Acceptable proposal.