



## SHAREHOLDERS' AGREEMENT

Rome, 19 February 2019 – Pursuant to art. 129, paragraph 2, of CONSOB Regulation no. 11971 of 14 May 1999 (Issuer Regulation), Astaldi S.p.A. discloses to the public an extract of the shareholders' agreement related to the issuer, already published in the newspaper Milano Finanza. The information regarding the shareholders' agreement is available on the Company's institutional website [www.astaldi.com](http://www.astaldi.com), in the section «Governance/Shareholders' Agreements».

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**Extract pursuant to Article 122 of Legislative Decree no. 58/1998 ("TUF") and Article 129 of the CONSOB's regulation No. 11971/1999 (the "Issuers' Regulation") as subsequently amended and integrated.**

On February 14, 2019 Astaldi S.p.A. – with registered office in Rome, at Via Giulio Vincenzo Bona No. 65, registered in the Companies' Register of Rome with No. 152353, fiscal code No. 00398970582, VAT No. 00880281001, with a share capital equal to Euro 196.849.800,00, fully paid-in ("**Astaldi**" or the "**Company**"), has filed with the competent Court of Rome a request to be admitted to a procedure of composition with creditors' ("*proposta di concordato preventivo con continuità aziendale*") pursuant to Articles 161 and 189-bis of the Italian Bankruptcy Law (the "**Composition with Creditors' Proposal**" or the "**Proposal**"). The Proposal presented by Astaldi is based on and incorporates the contents of a previous offer presented by Salini Impregilo S.p.A., with registered office in Milan, at Via dei Missaglia No. 97, registered in the Companies' Register of Milan, fiscal code No. 00830660155, VAT No 02895590962, with a share capital equal to Euro 544,740,000.00, fully paid-in, ("**Salini Impregilo**"), relating to a potential investment transaction aimed at strengthening Astaldi, to be executed in direct continuity ("*in continuità diretta*") in the context of the Composition with Creditors' Proposal presented by Astaldi. The Proposal, based on Salini Impregilo's offer, has also been acknowledged and accepted by FIN.AST. S.r.l. – a limited liability company incorporated and existing under the Italian law, with registered office in Rome, at Via Panama 68, register in the Companies' Register of Rome with No. 641404, fiscal code No. 06746000154 and VAT No. 00861951002 – ("**FINAST**") which – in its quality as controlling shareholder of Astaldi - has notified to the Company itself its irrevocable undertaking to perform all the actions that, pursuant to the Proposal, shall be performed by FINAST itself.

Notwithstanding the effective implementation of the Proposal of Composition' with Creditors is currently uncertain, since it is subject to several conditions, including the admission by the Court, the subsequent approval by the majority of Astaldi's creditors, as well as the homologation by the Court in the context of the insolvency procedure, the Proposal itself includes certain undertakings which could immediately be significant pursuant to Article 122, paragraph 1, of TUF.

Such undertakings relate to: **(1)** all the No. 39.605.495 shares of the Company held by FINAST as of February 14, 2019, representing 40.239% of the share capital of Astaldi and entitling to 52.646% of the voting rights and **(2)** all the No. 12.327.967 shares of the Company held by FINAST through Finetupar International S.A. – a company incorporated and existing under the law of Luxembourg, with registered office in Luxembourg, at Route d'Esch 412F, 2086, registered in the competent Companies' Register with No. B40259 – as of the execution date of the Agreement, representing 12.525% of the share capital of Astaldi and entitling to 16.409% of the voting rights. Please note that at the same date Salini Impregilo does not hold any shares or other financial instruments of the Company.

For a detailed description of the above, please refer to the essential information available on the website of the Company [www.astaldi.com](http://www.astaldi.com), section “*Governance - Shareholders' Agreement*”, and on the authorized storage mechanism “1INFO” website [www.1info.it](http://www.1info.it).

An extract of the significant undertakings pursuant to Article 122 TUF has been filed with the Companies' Register of Rome, as required by law.

*Astaldi Group is a global player in the sector of large and strategic infrastructure projects. With a leading position in Italy, Astaldi is one of the world's top 50 construction firms, one of Europe's top 25 contractors, and is also a sponsor of project finance/PPP initiatives. The Group has 95 years of experience and operates in a wide range of sectors, delivering complex and integrated projects. Designing, building, and operating public infrastructures and large-scale civil engineering works, Astaldi has unrivalled experience in Transport Infrastructure, Energy Production Plants, Civil and Industrial Construction, Facility Management, Plant Engineering, and Management of Complex Systems. In 2017 revenues totalled more than €3 billion, with a total order backlog of over €24 billion. Listed on the Milan Stock Exchange since 2002, Astaldi is headquartered in Italy. With approximately 100 projects in over 20 countries, the Group's 10,500 employees are based in Italy, Europe (Poland, Romania and Russia) and Turkey, Africa (Algeria), North America (Canada and the USA), Latin America and the Far East (Indonesia, India).*

**FOR FURTHER INFORMATION:**

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