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Astaldi S.p.A. announces pricing of additional €100,000,000 Senior Notes

Rome, Italy, December 2, 2013 – Astaldi S.p.A. (the “Issuer” or “Astaldi”) announces that today it has successfully priced an offer of additional €100,000,000 Senior Notes due 2020 (the “Additional Notes”), at an issue price of 102.250%, with a fixed coupon of 7.125% per annum and a yield to maturity of 6.716%.

The Offering of the Additional Notes is expected to close on December 9, 2013, subject to customary closing conditions. Starting from such date the Additional Notes will have terms and conditions identical to those that apply to the notes approved by the Board of Directors of Astaldi on November 22, and will be fungible with them.

The Notes which are rated B1 (Moody’s), B+ (Fitch) and B+ (S&P) are being offered only to qualified investors outside the United States of America pursuant to Regulation S under the US Securities Act of 1933, as amended (the “U.S. Securities Act”), and to qualified institutional buyers, within the meaning of Rule 144A under the U.S. Securities Act. The Notes are expected to be admitted to be listed on the Official List of the Luxembourg Stock Exchange and to trading on the Luxembourg Stock Exchange’s Euro MTF market.

In line with the 2012-2017 business plan, the gross proceeds from the issue and sale of the Additional Notes will contribute to the partial repayment of the outstanding amounts of the Group’s existing debt, in order to diversify its funding sources, and to extend the maturity profile of debt.

Important Regulatory Notice

This announcement does not constitute an offer to sell or the solicitation of an offer to buy any Notes, nor will there be any sale of Notes referred to in this announcement, in any jurisdiction, including the United States, in which such offer, solicitation or sale is not permitted. The Notes have not been registered under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”), and may not be offered or sold in the United States absent registration under the U.S. Securities Act or an applicable exemption from the registration requirements of the U.S. Securities Act. The Notes are being offered only to qualified institutional buyers in accordance with Rule 144A under the U.S. Securities Act and outside the United States in accordance with Regulation S under the U.S. Securities Act.

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*This announcement has been prepared on the basis that any offer of the Notes in any Member State of the European Economic Area (“**EEA**”) which has implemented the Prospectus Directive (2003/71/EC), as amended by Directive 2010/73/EU (each, a “**Relevant Member State**”) will be made pursuant to an exemption under the Prospectus Directive, as implemented in that Relevant Member State, from the requirement to publish a prospectus for offers of Notes. Accordingly any person making or intending to make any offer in that Relevant Member State of the Notes which are the subject of the placement contemplated in this announcement may only do so in circumstances in which no obligation arises for the issuer or any of the initial purchasers of such Notes to publish a prospectus pursuant to Article 3 of the Prospectus Directive or supplement a prospectus pursuant to Article 16 of the Prospectus Directive, in each case, in relation to such offer. Neither the issuer nor the initial purchasers of such Notes have authorized, nor do they authorize, the making of any offer of Notes in circumstances in which an obligation arises for the issuer or any initial purchasers of such Notes to publish or supplement a prospectus for such offer.*

*This press release does not constitute an offer to the public in Italy of financial products, as defined under article 1, paragraph 1, letter (t) of legislative decree no. 58 of 24 February 1998, as amended (the “**Securities Act**”). The Notes will be offered in Italy only to (a) qualified investors (investitori qualificati) as defined by Article 26, first paragraph, letter d) of the CONSOB Regulation No. 16190 October 29, 2007, as amended, pursuant to Article 100 of the Securities Act and Article 34-ter, first paragraph, letter b) of CONSOB Regulation No. 11971 of May 14, 1999, as amended (“**CONSOB Regulation on Issuers**”) or (b) in other circumstances which are exempted from the rules on offerings of securities to the Italian Securities Act and/or CONSOB Regulation on Issuers. The Notes will not be listed on an Italian regulated market, therefore no documents or materials relating to the Notes have been or will be submitted to the clearance procedure of the Competent Authority.*

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This announcement contains forward-looking statements and information that is necessarily subject to risks, uncertainties, and assumptions. No assurance can be given that the transactions described herein will be consummated or as to the terms of any such transactions. Astaldi S.p.A. assumes no obligation to update or correct the information contained in this announcement.

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ASTALDI GROUP is the leading General Contractor in Italy, working in the design, construction and management of public infrastructures and large-scale civil engineering works, mainly in the transport infrastructure, energy production plant, civil and industrial construction and plant engineering sectors. It has been listed on the Italian Stock Exchange since 2002 and

currently holds 92nd position in the list of leading global Contractors. It ended 2012 with an order backlog of over EUR 10 billion, a turnover of more than EUR 2.4 billion, EBITDA of over EUR 264 million, EBIT of EUR 212 million and net profit of over EUR 74 million. At the present time ASTALDI GROUP operates in 6 macro-areas worldwide: Italy, Central Europe (Poland, Romania, and Russia) and Turkey, the Middle East (Saudi Arabia), Africa (Algeria), Latin America (Venezuela, Peru, Chile and Central America) and North America (Canada and the USA).

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