



AstalDI S.p.A. announces the offer of additional €100,000,000 Senior Notes due 2020

Rome, Italy, December 2, 2013 – Astaldi S.p.A. (the “Issuer” or “Astaldi”) announces the offer of additional €100,000,000 Senior Notes due 2020 (the “Additional Notes”). The issue and offering of the Additional Notes was approved by the Board of Directors of Astaldi on November 30, 2013. The Notes will be senior obligations of the Issuer, will not be guaranteed and will have terms and conditions identical to those that apply to the notes the issuance of which has been approved by the Board of Directors of Astaldi on November 22 (annual coupon of 7.125%, due 2020), with which they will be fungible. The price of the Additional Notes will be determined upon completion of the bookbuilding activities.

The Notes will be reserved 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 Additional Notes are also 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.

*This announcement is being distributed only to, and is directed at (i) persons who are outside the United Kingdom, (ii) persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the “Financial Promotion Order”)), (iii) persons who are within Article 43 of the Financial Promotion Order or (iv) any other persons to whom it may otherwise lawfully be made under the Financial Promotion Order (all such persons together being referred to as “**relevant persons**”). The investments to which this announcement relates are available only to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire such investments will be available only to or will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents. This announcement is directed*

only at relevant persons and must not be acted on or relied on by persons who are not relevant persons.

*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.*

Neither the content of Astaldi S.p.A.’s website nor any website accessible by hyperlinks on Astaldi S.p.A.’s website is incorporated in, or forms part of, this announcement. The distribution of this announcement into certain jurisdictions may be restricted by law. Persons into whose possession this announcement comes should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

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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