

**NOT FOR DISTRIBUTION IN OR INTO THE UNITED STATES (OR TO PERSONS LOCATED OR RESIDENT IN THE UNITED STATES), CANADA, AUSTRALIA, JAPAN OR ANY OTHER JURISDICTION IN WHICH SUCH DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW.**



**PRESS RELEASE**

**Astaldi S.p.A. places Euro 140 million equity linked notes due 2024 and repurchases Euro 112.8 million in aggregate principal amount of its outstanding Euro 130 million 4.50% equity linked notes due 2019**

*Rome, 14 June, 2017* – Following the press release issued earlier today, Astaldi S.p.A. (“**Astaldi**” or the “**Company**”) announces (i) the successful offering (the “**Offering**”) of Euro 140 million senior unsecured equity linked notes with 7 year maturity and accordingly due in 2024 (the “**New Notes**”), and (ii) the results of a concurrent repurchase (the “**Repurchase**”) of the Company’s outstanding Euro 130 million 4.50% 2019 equity linked notes (ISIN XS0881814411) (the “**2019 Equity Linked Notes**”) pursuant to a reverse bookbuilding process.

The Offering of the New Notes and the Repurchase of the 2019 Equity Linked Notes have each been addressed exclusively to Italian qualified and foreign institutional investors outside the U.S., Canada, Australia and Japan, therefore excluding any form of public offering in any jurisdiction including Italy.

BNP PARIBAS S.A., HSBC Bank plc and UniCredit Bank AG, Milan Branch acted as Joint Global Coordinators and Joint Bookrunners (the “**Joint Bookrunners**”).

**Features of the New Notes**

The New Notes shall be issued at par in the principal amount of Euro 100,000 per New Note for an aggregate principal amount of Euro 140 million, and will bear interest payable quarterly in arrear at a fixed rate of 4.875% per annum payable in equal instalments on 21 March, 21 June, 21 September and 21 December each year.

The conversion price for the New Notes was set at Euro 7.8416, representing a premium of 35% to the volume weighted average price (the “**VWAP**”) of the Company’s ordinary shares (the “**Shares**”) on the Mercato Telematico Azionario of Borsa Italiana S.p.A between opening and closing of the market on 14 June 2017.

The proceeds of the New Notes will be used to finance the Repurchase and, in respect of the placement of New Notes exceeding the funds necessary for the Repurchase, for general corporate purposes of the Company.

The issue and settlement of the New Notes and the closing of the Repurchase are expected to take place on 21 June 2017 (the “**Closing Date**”). The Repurchase is subject to the condition precedent of the settlement of the New Notes.

At maturity, the New Notes will be redeemed at their principal amount unless previously redeemed, converted, or purchased and cancelled.

Holders of the New Notes will have the option to require an early redemption of their New Notes on the fifth anniversary of the Closing Date at their principal amount, together with accrued but unpaid interest.

The Board of Directors of Astaldi will convene an Extraordinary General Meeting (“**EGM**”), to be held no later than 21 December 2017, to approve a dedicated capital increase for the issue of new Shares, with exclusion of shareholders’ pre-emption rights, pursuant to Article 2441, paragraph 5, of the Italian Civil Code to serve as underlying to the New Notes (the “**Capital Increase**”).

Following the approval of the Capital Increase, the relevant holders of the New Notes will have the right at any time to convert their New Notes into Shares, starting from the date indicated in a specific notice concerning the registration of the relevant resolution with the Companies’ Register, provided that such date may not fall later than the tenth exchange business day following such notice. Any conversion may also be satisfied at the Company’s option by a payment in cash or in a combination of Shares and cash. Additionally, the Company shall be entitled to redeem all the New Notes from 6 July 2021 in accordance with the terms and conditions if over a certain period of time the VWAP of the Shares exceeds Euro 130,000.

An application for the listing of the New Notes will be made by the Company on the Third Market of the Vienna Stock Exchange.

### **Repurchase of the 2019 Equity Linked Notes**

Following the closing of the Repurchase, the aggregate principal amount of the 2019 Equity Linked Notes to be repurchased by the Company is equal to Euro 112.8 million, representing approximately 86.8% of the outstanding aggregate principal amount of the 2019 Equity Linked Notes.

Pursuant to the Repurchase, holders of the 2019 Equity Linked Notes will receive a cash consideration of 106.5% of the principal amount per 2019 Equity Linked Note, together with accrued interest from and including the immediately preceding interest payment date to but excluding the settlement date of the Repurchase.

Any 2019 Equity Linked Notes so repurchased will be cancelled by the Company in accordance with their terms and conditions.

Pursuant to the conditions of the 2019 Equity Linked Notes, given that less than 15% in principal amount of the 2019 Equity Linked Notes originally issued are expected to remain outstanding following the settlement of the Repurchase, the Company intends to exercise its right to redeem the outstanding 2019 Equity Linked Notes in whole but not in part at their principal amount, together with accrued and unpaid interest to such date.

### **Major Shareholder’s participation in the Offering and the Repurchase**

FIN.AST. S.r.l. (“**FIN.AST.**”), in its capacity as majority shareholder of Astaldi, directly and indirectly through its subsidiary Finetupar International S.A. (“**Finetupar**”), holds approximately 52.764% of Astaldi’s issued ordinary share capital (of which 12.525 % is held through Finetupar).

Earlier today, in line with market practice customary for similar transactions, FIN.AST. and Finetupar have (i) expressed a favourable view and support for the transaction; (ii) confirmed their undertakings to vote at the EGM in favour of the Capital Increase; and (iii) entered into lock-up obligations in relation to the Shares held by them and in relation to related financial instruments, excluding the 2019 Equity Linked Notes, for a period from the date hereof until 90 days after the Closing Date.

FIN.AST. and Finetupar, in their capacity of qualified investors and shareholders of the Company, have subscribed for the New Notes for a principal amount of Euro 7 million and Euro 7 million, respectively.

FIN.AST. and Finetupar, in their capacity of holders of 2019 Equity Linked Notes, have also participated in the Repurchase for a principal amount of the 2019 Equity Linked Notes of Euro 6.5 million and Euro 6.5 million respectively.

Although the Offering and the Repurchase were made to the wider market, the Offering and the Repurchase may be considered as a related parties’ transaction with FIN.AST. and Finetupar.

As a result, the resolution of the Board of Directors of the Company dated 13 June 2017 was passed subject to the approval of the Company’s Related Parties Committee, pursuant to Article 7 of CONSOB Regulation n. 17221 of 12 March 2010, as amended from time to time.

\* \* \*

*Astaldi Group is one of the leading Contractors in Italy and one of the top 25 at a European level in the Construction sector, where it is also a sponsor of project finance initiatives. It has been active for 90 years at an international level and is present on the market, developing complex and integrated projects involving the design, construction and operation of public infrastructures and large-scale engineering works, mainly in the following segments: Transport Infrastructures, Energy Production Plants, Civil and Industrial Construction and Facility Management and Plant Design and Operation and Maintenance. Listed on the Stock Exchange since 2002, it ended 2016 with a total order backlog of over EUR 27 billion and turnover in excess of EUR 3 billion. It boasts over 11,500 employees in Italy, Europe (Poland, Romania and Russia) and Turkey, Africa (Algeria), North America (Canada and the USA), Latin America, the Middle East (Saudi Arabia) and the Far East (Indonesia).*

**For more information please contact:**

**ASTALDI**

Tel. +39 06.41766360

**Alessandra Onorati / Anna Forciniti**

External Relations and Investor Relations

[investor.relations@astaldi.com](mailto:investor.relations@astaldi.com)

[www.astaldi.com](http://www.astaldi.com)

**Italian Media: IMAGE BUILDING**

Tel. +39 02.89011300

**Simona Raffaelli / Alfredo Mele / Ilaria Mastrogregori**

[astaldi@imagebuilding.it](mailto:astaldi@imagebuilding.it)

**Foreign Media: FINSBURY**

**Edward Simpkins / Olivia Simpson**

Tel. +44 20 7251 3801

[astaldi@finsbury.com](mailto:astaldi@finsbury.com)

**IMPORTANT NOTICE:**

This press release is published for information purposes only and shall not be meant to be an investment proposal and, in any case, it may not be used as or deemed to be a sale offer or an invitation to offer or purchase or sell securities to the public.

No communication and no information in respect of the Offering or the Repurchase may be distributed to the public in any jurisdiction where a registration or approval is required.

This press release does not constitute an invitation to participate in the Repurchase from any jurisdiction in or from which, or to or from any person to or from whom, it is unlawful to make such an invitation under applicable laws and regulations. In particular, the Repurchase is not and will not be directed to the United States in any manner. Persons into whose possession this press release comes are required to inform themselves about, and to observe, any such legal or regulatory restrictions.

Neither this document nor any other documents or materials relating to the Offering and/or to the Repurchase has been or will be submitted to the clearance procedure of the *Commissione Nazionale per le Società e la Borsa* ("**CONSOB**"). Accordingly, no New Notes may be offered, sold or delivered, nor may this document or any other materials relating to the New Notes be distributed in the Republic of Italy, except (i) to qualified investors (*investitori qualificati*) (the "**Italian Qualified Investors**"), as defined pursuant to Article 100 of Legislative Decree No. 58 of 24 February 1998, as amended (the "**Financial Services Act**") and Article 34-ter, first paragraph, letter b) of CONSOB Regulation No. 11971 of 14 May 1999 (as amended from time to time) ("**Regulation No. 11971**"); or (ii) in other circumstances which are exempted from the rules on public offerings pursuant to Article 100 of the Financial Services Act and Regulation No. 11971. Moreover, the Repurchase is being carried out in the Republic of Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Financial Services Act and article 35-bis, paragraph 3 of Regulation No. 11971.

Any offer, sale or delivery of the New Notes and/or the Repurchase in Italy must be made through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 16190 of 29 October 2007, as amended from time to time, and Legislative Decree No. 385 of September 1, 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB or any other Italian authority. Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Repurchase.

This press release shall not be distributed, whether directly or indirectly, in the United States (as defined in Regulation S contained in the United States Securities Act of 1933, as subsequently amended - the "**Securities Act**"), in Canada, Australia, Japan, South Africa or in any other country where the offer or the sale would be forbidden by the law.

This press release is not, and is not part of, an offer for sale of securities to the public or a solicitation to purchase or sell securities, and there will be no offer of securities or solicitation to sell or purchase securities in any jurisdiction where such offer or solicitation would be forbidden by the law.

This press release does not constitute an offer of securities for sale in the United States, nor may the securities be offered or sold in the United States absent registration or an exemption from registration as provided in Securities Act, and the rules and regulations thereunder. There is no intention to register any portion of the Offering or any Shares in the United States or to conduct a public offering of securities in the United States. The Notes will only be offered for sale outside of the United States in an offshore transaction in reliance on Regulation S under the Securities Act.

The Repurchase is not being carried out and will not be carried out, directly or indirectly, in, or by use of the mails of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication.

Accordingly, this press release and any other documents or materials relating to the New Notes and/or the Repurchase are not being, and must not be, directly or indirectly mailed or otherwise given, distributed or sent (including, without limitation, by depositaries, delegated persons and trustees) to or from the United States or to or from any other country in which such mailing would be forbidden, or to publications with wide circulation within such countries, and the recipients of such press release and any other documents or materials relating to the Offering and/or the Repurchase (including, without limitation any depositaries, delegated persons and trustees) shall refrain from mailing or otherwise forwarding, distributing or mailing the press release and any other documents or materials relating to the New Notes and/or the Repurchase to or from the United States or to or from any other country where such sending would be forbidden, or to publications with a general circulation within such countries. Any purported repurchase of 2019 Equity Linked Notes by the Company pursuant to the Repurchase resulting directly or indirectly from a violation of these restrictions will be invalid.

In connection with the Offering and the Repurchase, each of BNP Paribas, HSBC Bank plc and UniCredit Bank AG, Milan Branch (together the "**Joint Bookrunners**") and their respective affiliates, acting as investors for their own account, may subscribe New Notes or Shares of the Company or sell the 2019 Equity Linked Notes and for such reason hold in their portfolios, purchase or sell such securities or any security of the Company or make any related investment; furthermore, they may also offer or sell such securities or make investments other than in the context of the Offering or the Repurchase. The Joint Bookrunners do not intend to disclose the amount of such investments or transactions other than to the extent required by the applicable laws and regulations.

The Joint Bookrunners are full service securities firms that may have been engaged, and may in the future engage, either directly or through their affiliates or agents in various activities, including securities trading, investment banking and financial advisory, investment management, principal investment, hedging, financing and brokerage activities and financial planning and benefits counseling for both companies (including the Company) and individuals. In the ordinary course of these activities, each of the Joint Bookrunners and their affiliates or agents may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments for its own account and for the accounts of its clients and may at any time hold long and short positions in such securities and instruments. Such investment and securities activities may involve securities and instruments of the Company and/or the Company's affiliates and of entities and persons and their affiliates which may (i) be involved in transactions arising from or relating to the Offering and/or the Repurchase (ii) be clients or competitors of the Company or its affiliates, or (iii) have other relationships with the Company or its affiliates. In addition, the Joint Bookrunners may provide investment banking, underwriting and financial advisory services to such other entities and/or persons and/or with companies involved directly or indirectly in the sectors in which the Company and its affiliates operate and/or competitors of the Company interested to carry out transactions of similar nature. The Joint Bookrunners may also co-invest with, make direct investments in, and invest or co-invest client monies in or with funds or other investment vehicles managed by other parties, and such funds or other investment vehicles may trade or make investments in securities of such entities.

The Joint Bookrunners are acting on behalf of the Company and no one else in connection with the Offering and the Repurchase, and will not be responsible to any other person for providing the protections afforded to clients of the Joint Bookrunners, or for providing advice given in relation to the New Notes and the 2019 Equity Linked Notes. None of the Joint Bookrunners or any of their respective directors, officers, employees, advisers or agents accepts any responsibility or liability whatsoever for or makes any representation or warranty, express or implied, as to the

truth, accuracy or completeness of the information in this press release (or whether any information has been omitted from the press release) or any other information relating to the Company, its subsidiaries or associated companies, or for any loss howsoever arising from any use of this press release or its contents or otherwise arising in connection therewith.

No action has been taken by the Company, the Joint Bookrunners or any of their respective affiliates that would permit an offering of the New Notes or possession or distribution of this press release or any publicity material relating to the Offering or the Repurchase in any jurisdiction where action for such purposes is required. Persons into whose possession this press release comes are required to inform themselves about and to observe any such restrictions.

This press release, the Offering and the invitation to holders of the 2019 Equity Linked Notes to offer to sell their notes in the Repurchase, once made, are only addressed to and directed, in Member States of the European Economic Area which have implemented Directive 2003/71/EC, amended, as the case may be, by Directive 2010/73/EU (the "**Prospectus Directive**") (each of them, a "**Relevant Member State**"), at persons who are "qualified investors" within the meaning of article 2(1)(e) of the Prospectus Directive and pursuant to the relevant implementing rules and regulations adopted by each relevant member state (the "**Qualified Investors**").

Each initial purchaser of the New Notes or each person to whom the offer may be addressed as well as each investor who wishes to sell the 2019 Equity Linked Notes will be deemed to have represented, acknowledged and agreed that it is a Qualified Investor as defined above.

In addition, the communication of this press release and any other documents or materials relating to the Offering and/or the Repurchase are not being made, and such documents and/or materials have not been and/or will not be approved, by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. In the United Kingdom this press release and any other documents or materials relating to the Notes and/or the Repurchase are being distributed only to, and are directed only at, (1) Qualified Investors: (i) who have professional experience in matters relating to investments falling within article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "**Order**") or (ii) who fall within article 49, paragraphs 2(a) to (d) of the Order, (2) those persons who are existing members or creditors of the Company or other persons within Article 43 of the Order, and (3) those persons to whom this press release and such other documents or materials may otherwise be lawfully communicated (all such persons together being referred to as "**Relevant Persons**"). This press release must not be acted or relied on: (i) in the United Kingdom, by persons who are not Relevant Persons, and (ii) in any Member State of the European Economic Area other than the United Kingdom, by persons who are not Qualified Investors.

Should the Offering be addressed to an investor in its capacity as a financial intermediary as that term is used in article 3(2) of the Prospectus Directive, such investor shall be deemed to have represented and agreed that the securities acquired by it in the Offering have not been acquired (or sold) on behalf of any persons in the European Economic Area other than Qualified Investors, or persons in the United Kingdom or other Member States (where equivalent legislation exists) for whom such investor has authority to make decisions on a wholly discretionary basis, nor have the securities been acquired with a view to their offer or resale in the European Economic Area where this would result in a requirement for publication by the Company, the Joint Bookrunners or other manager of a prospectus pursuant to article 3 of the Prospectus Directive.

Furthermore, the Repurchase is not being carried out, directly or indirectly, to the public in the Republic of France ("**France**"). Neither this press release nor any other documents or materials relating to the Repurchase have been or shall be distributed to the public in France and only (i) providers of investment services relating to portfolio management for the account of third parties (*personnes fournissant le service d'investissement de gestion de portefeuille pour compte de tiers*) and/or (ii) qualified investors (*investisseurs qualifiés*) other than individuals, in each case acting on their own account and all as defined in, and in accordance with, Articles L.411-1, L.411-2 and D.411-1 of the French Code Monétaire et Financier, are eligible to place indications of interest to sell their 2019 Equity Linked Notes as part of the Repurchase. This press release and any other document or material relating to the Repurchase have not been and will not be submitted for clearance to nor approved by the *Autorité des marchés financiers*.

Moreover, neither this press release nor any other documents or materials relating to the Repurchase have been submitted to or will be submitted for approval or recognition to the Belgian Financial Services and Markets Authority and, accordingly, the Repurchase may not be carried out in Belgium by way of a public offering, as defined in Articles 3 and 6 of the Belgian Law of 1 April 2007 on public takeover bids (the "**Belgian Takeover Law**") or as defined in Article 3 of the Belgian Law of 16 June 2006 on the public offer of placement instruments and the admission to trading of placement instruments on regulated markets (the "**Belgian Prospectus Law**"), both

as amended or replaced from time to time. Accordingly, the Repurchase may not be advertised and the Repurchase will not be extended, and neither this press release nor any other documents or materials relating to the Repurchase has been or shall be distributed or made available, directly or indirectly, to any person in Belgium other than (i) to persons which are "qualified investors" in the sense of Article 10 of the Belgian Prospectus Law, acting on their own account; or (ii) in any other circumstances set out in Article 6, §4 of the Belgian Takeover Law and Article 3, §4 of the Belgian Prospectus Law. This press release has been issued only for the personal use of the above qualified investors and exclusively for the purpose of the Repurchase. Accordingly, the information contained in this press release may not be used for any other purpose or disclosed to any other person in Belgium.