



ASTALDI AND IHI CORPORATION ENTER INTO A STRATEGIC PARTNERSHIP

Rome, 16 May 2018. Astaldi S.p.A., IHI Corporation and its subsidiary Infrastructure Systems Co. have entered into an industrial strategic partnership (the Global Partnership Agreement) aimed at enhancing the value of each company's skills and potential through the creation of industrial synergies, including of a commercial nature. At the same time, Astaldi S.p.A. ("**Astaldi**" or the "**Company**"), its reference shareholders FINAST S.r.l. ("**FINAST**") and Finetupar International S.A. ("**Finetupar**"), a Luxembourg-based 100%-owned subsidiary of FINAST, and IHI Corporation ("**IHI**") have also signed an Investment Agreement by which, upon the capital increase announced to the market through a separate press release, IHI will have the right to acquire a significant minority stake in the Company representing approximately 18% of its share capital and approximately 13% of the overall voting rights in Astaldi. FINAST, directly and through Finetupar, will retain control over Astaldi, continuing to hold approximately 50.2% of the voting rights.

IHI Corporation is at the head of a Japanese conglomerate, listed on the Tokyo stock exchange, with consolidated revenue of approximately EUR 12 billion, with a strong presence in the infrastructure sector (approximately EUR 1.3 billion turnover), thanks to a strong track record in bridges construction and know-how in building materials.

Astaldi and IHI have successfully cooperated in the past for the construction of the Osman Gazi Bridge in Turkey, the world's 4th longest suspension bridge and part of the Gebze-Orhangazi-Izmir Motorway. Moreover, the cooperation of Astaldi and IHI has been successful in winning the contract to build a suspension bridge over the Danube, in the Braila area in Romania last January.

Indeed, on the back of this successful track record, Astaldi and IHI have decided to strengthen their relationship by entering into an industrial strategic partnership aimed at leveraging on each company's complementary business strengths and industrial skills, both in terms of geographical positioning and technological know-how, to enhance Astaldi's and IHI's competitive positioning in the global infrastructure market. Through the strategic partnership, Astaldi and IHI will consolidate their integrated capacity for construction of large-scale infrastructure projects with a view to successfully responding to market needs.

In the Investment Agreement linked to the industrial strategic partnership, FINAST and Finetupar, in proportion to their respective interest in the Company's share capital, will sell to IHI a portion of their rights for the subscription of newly-issued shares deriving Astaldi's EUR 300 million share capital increase, approved by its Board of Directors of Astaldi, which will be offered pro quota to existing shareholders through the issuance of subscription rights.

According to the same Investment Agreement, the overall investment will be for approximately EUR 112.5 million of which (i) part will be paid to FINAST and Finetupar as consideration for the acquisition of the portion of the subscription rights arising from the Capital Increase, and (ii) the remaining part will be used for the subscription and payment of the newly-issued Astaldi shares deriving from the exercise of the above mentioned subscription rights in the context of the Capital Increase. Finast and Finetupar committed to exercise entirely their subscription rights that they will not have transferred to IHI, and will use the financial resources collected from the sale of the subscription rights to IHI in order to subscribe and pay for the relevant newly-issued Astaldi shares in the Capital Increase.

Upon implementation of the transaction, following the full subscription and payment of the Capital Increase, IHI will hold a participation in Astaldi of approximately 18% in terms of share capital and of approximately 13% in terms of voting rights, while FINAST (directly and through Finetupar) will hold approximately 35% of the share capital and approximately 50.2% of Astaldi's total voting rights. Therefore, post execution of the Capital Increase, FINAST (directly or through Finetupar) will retain the majority of the voting rights in Astaldi.

The Investment Agreement contains reciprocal representations and warranties and termination clauses customary for this type of transaction and also certain shareholders' agreements including, among others, (a) FINAST's undertaking to procure the appointment of one candidate designated by IHI as member of the Board of Directors of Astaldi to be performed in accordance with the most appropriate procedure and timeframe to be agreed in good faith between the parties, and (b) a lock-up period of three years during which IHI shall not transfer any equity interest in Astaldi without the prior consent of FINAST and Finetupar (except for for transfers of the entire IHI stake to any of its wholly owned subsidiaries).

The Investment Agreement is subject to the satisfaction (no later than October 1, 2018) of certain conditions precedent, including the execution and effectiveness of an underwriting agreement with one of more banks aimed at ensuring the full subscription and payment of the portion of the Capital Increase that will not be subscribed by FINAST, Finetupar and IHI by virtue of the Investment Agreement.

For detailed information on the contents of the shareholders' agreement provisions contained in the Investment Agreement, please refer to the "essential information" to be published by Astaldi, also on its website, as required by applicable law.

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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, the Middle East (Saudi Arabia) and the Far East (Indonesia, India).

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