

THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF THE HOLDERS OF THE NOTES DENOMINATED "€140,000,000 4,875 PER CENT. EQUITY-LINKED NOTES DUE 2024" (ISIN CODE: XS1634544248) AND THE NOTES DENOMINATED "€750,000,000 7,125% SENIOR NOTES DUE 2020" (ISIN CODES: XS1000393899 AND XS1000389608) ISSUED BY ASTALDI S.P.A.. THE NOTEHOLDERS ARE THEREFORE INVITED TO CONSULT IMMEDIATELY FINANCIAL AND LEGAL ADVISORS ON THE ACTIONS TO BE TAKEN, INCLUDING ANY TAX CONSEQUENCES.



NOTICE TO THE HOLDERS OF THE NOTES

"€140,000,000 4.875 PER CENT. EQUITY-LINKED NOTES DUE 2024"

(ISIN: XS1634544248)

AND

"EURO 750,000,000 7.125% SENIOR NOTES DUE 2020"

(ISIN: XS1000393899 AND XS1000389608)

ISSUED BY ASTALDI S.P.A.

CORRECTION OF MISPRINTS IN THE DOCUMENTATION

Rome, 5 February 2020 – With reference to the proxy solicitation promoted, on a voluntary basis, on 16 January 2020, by Astaldi S.p.A. ("**Astaldi**" or the "**Company**"), in accordance with articles 136 and following of Legislative Decree No. 58/1998 (the "**TUF**") and articles 135 and following of the Consob Regulation No. 11971/1999 (the "**Issuers' Regulation**"), to the extent compatible, with reference to the two noteholders' meetings (the "**Noteholders' Meetings**", each a "**Noteholders' Meeting**") of the holders of the notes issued by Astaldi denominated:

- (i) "Euro 140,000,000 4.875 per cent. Equity-Linked Notes due 21 June 2024" (ISIN XS1634544248) (the "**UK Notes**"); and
- (ii) "Euro 750,000,000 7.125% Senior Notes due 2020" (ISIN XS1000393899 and XS1000389608) (the "**U.S. Notes**"),

the Company hereby notifies that the following documents, published on 16 January 2020:

- a) the *prospetto di sollecitazione di deleghe di voto* (the "**Prospetto di Sollecitazione**") in Italian language,
- b) the relevant forms of consent to the proxy solicitation, one for the UK Notes and one for the U.S. Notes (the "**Proxy Solicitation Forms**") in Italian language, and
- c) the notice of call of the Noteholders' Meeting for the U.S. Notes in Italian language,

were amended to correct mere misprints, in particular the date for the third call of both of the Noteholders' Meetings, erroneously indicated (on page 1 of both Proxy Solicitation Forms and on pages 93 and 104 of the *Prospetto di Sollecitazione*) as Tuesday 23 March 2020, instead, is set for Tuesday **24 March 2020**, and the time of call of the Noteholders' Meeting for the U.S. Notes,

erroneously indicated as 10:00 (CET) (on page 1 of the relevant notice of call of the Noteholders' Meeting for the U.S. Notes in Italian language) instead of **12:00 (CET)**, as already correctly indicated in the remaining documentation made available to the public, in accordance with the applicable regulations, on 16 January 2020.

The abovementioned corrections to the *Prospetto di Sollecitazione*, the Proxy Solicitation Forms and the notice of call of the Noteholders' Meeting for the U.S. Notes, in Italian language, have been made to the documents available on the Company's website www.astaldi.com, in the Section "Governance - Shareholders' / Bondholders' Meetings", at the registered office of the Company (Via Giulio Vincenzo Bona No. 65, 00156, Rome) and at the centralized storage mechanism called "1Info", available at the address www.1Info.it. Noteholders are invited to use the corrected version of the Proxy Solicitation Forms.

Please note that the Noteholders' Meetings have been convened:

- (a) on first call, for Tuesday, **February 25, 2020**, with respect to the UK Notes, at 10:00 (CET), and, with respect to the U.S. Notes, at 12:00 (CET) (and in any event not earlier than the end of the previous Noteholders' Meeting with respect to the UK Notes); and if necessary,
- (b) on second call, for Tuesday, **March 10, 2020**, with respect to the UK Notes, at 10:00 (CET), and, with respect to the U.S. Notes, at 12:00 (CET) (and in any event not earlier than the end of the previous Noteholders' Meeting with respect to the UK Notes); and if necessary,
- (c) on third call, on Tuesday, **March 24, 2020**, with respect to the UK Notes, at 10:00 (CET), and, with respect to the U.S. Notes, at 12:00 (CET) (and in any event not earlier than the end of the previous Noteholders' Meeting with respect to the UK Notes),

in any event at the Convention Center (*Centro Congressi*) of Hotel Cristoforo Colombo, Via Cristoforo Colombo, 710, 00144, Rome, Italy, to resolve on the proposal for a composition with creditors on a direct going concern basis ("*concordato preventivo in continuità aziendale diretta*") of Astaldi, as indicated in the respective notices of call, in Italian and English language, made available to the public, in accordance with applicable legislation, on 16 January 2020.

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ASTALDI GROUP is one of the main Contractors worldwide in the field of complex and strategic infrastructure projects. Active for 95 years at an international level, the Group develops initiatives within the fields of design, construction and management of public infrastructures and large civil engineering works, mainly in the areas of Transportation Infrastructures, Energy Production Plants and Civil and Industrial Buildings, Facility Management, Plant Design and Engineering and Complex Systems Management. Listed on the Milan Stock Exchange since 2002, Astaldi is based in Italy and operates mainly in Europe (Poland, Romania) and Turkey, Africa (Algeria), North America (Canada and the United States) and Latin America. On 28 September 2018, the Company filed an application with the Court of Rome for admission to the composition with creditors procedure pursuant to Article 186-bis, Royal Decree no. 267 of 16 March 1942, as amended and supplemented; this application was accepted on 5 August 2019 and the procedure is still pending.

FOR FURTHER INFORMATION:

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