

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

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

**(ISIN: XS1000393899 AND XS1000389608)**

### **VOTES EXPRESSED IN THE CONTEXT OF THE CONSENT AND PROXY SOLICITATION (SOLLECITAZIONE DI DELEGHE DI VOTO E CONSENSI)**

Rome, 17 March 2020 – Astaldi S.p.A. ("**Astaldi**" or the "**Company**"), in its capacity as promoter of the consent and proxy solicitation (*sollecitazione di deleghe di voto e consensi*), promoted on a voluntary basis, in accordance with Articles 136 and following of Legislative Decree of 24 February 1998, No. 58, as subsequently amended (the "**TUF**"), as well as Articles 135 and following of the Consob Regulation No. 11971 of 14 May 1999, as subsequently amended (the "**Issuers Regulation**"), to the extent compatible, in relation to the meetings of the noteholders of the notes "Euro 750,000,000 7.125% Senior Notes due 2020" (ISIN: XS1000393899 and XS1000389608) and "Euro 140,000,000 4.875 per cent. Equity-Linked Notes due 2024" (ISIN: XS1634544248), hereby announces the following, also pursuant to Article 137, paragraph 5, of the Issuers Regulation.

In relation to the Noteholders' Meeting of the "Euro 750,000,000 7.125% Senior Notes due 2020" (ISIN: XS1000393899 and XS1000389608) held on second call on the date hereof, the Company announces that:

- (i) it has received No. 1,825 valid and effective votes with voting instructions, representing a nominal value of Euro 361,490,000, equal to approximately 48.20% of the total notes outstanding;
- (ii) it has not received any formally invalid votes or ineligible votes due to the absence of the intermediary's notification;
- (iii) in relation to the proposed solicited resolution, included in the consent and proxy solicitation information document published by the Company on 16 January 2020, relating to the "**Proposal for a composition with creditors on a direct going concern basis ("concordato preventivo in continuità aziendale diretta") of Astaldi S.p.A.; related and consequent resolutions**", on the basis of the votes received by means of a paper proxy solicitation form or electronic voting instructions, it has exercised the following votes:

- votes in favour for a nominal value of Euro 87,457,000, equal to approximately 11.66% of the total notes outstanding and 25.21% of the total notes present at the meeting;
- votes against for a nominal value of Euro 254,033,000, equal to approximately 33.87% of the total notes outstanding and 73.23% of the total notes present at the meeting;
- votes abstained for a nominal value of Euro 5,400,000, equal to approximately 0.72% of the total notes outstanding and 1.55% of the total notes present at the meeting;

For further details, please see the press release published on the date hereof following the conclusion of the abovementioned Noteholders' Meeting and also available on the Company's website [www.astaldi.com](http://www.astaldi.com) (Section "Media - Press Releases") and the summary report of the votes at the meeting, which will be made available to the public in the manner and within the term established by law.

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In relation to the Noteholders' Meeting of the "Euro 140,000,000 4.875 per cent. Equity-Linked Notes due 2024" (ISIN: XS1634544248), held on first call on 25 February 2020, please see the press releases published by the Company on 25 and 26 February 2020, also available on the Company's website [www.astaldi.com](http://www.astaldi.com) (Section "Media - Press Releases").

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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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