

**THIS NOTICE IS IMPORTANT AND REQUIRES THE IMMEDIATE ATTENTION OF THE HOLDERS OF THE NOTES DENOMINATED “EURO 75,000,000.00 SUPER-SENIOR SECURED PIYC FLOATING RATE NOTES DUE 12 FEBRUARY 2022” (ISIN: IT0005359267) ISSUED BY ASTALDI S.P.A. ON 12 FEBRUARY 2019. NOTEHOLDERS SHOULD SEEK THEIR OWN FINANCIAL AND LEGAL ADVICE, IN RESPECT OF THE ACTIONS THEY COULD TAKE INCLUDING ANY TAX CONSEQUENCES.**



**SUMMARY REPORT OF THE VOTES REGARDING THE NOTEHOLDERS’ MEETING  
OF THE SUPER-SENIOR NOTES DENOMINATED**

**“EURO 75,000,000.00 SUPER-SENIOR SECURED PIYC FLOATING RATE NOTES  
DUE 12 FEBRUARY 2022”  
(ISIN: IT0005359267)  
(the “Notes”)**

**HELD AS A 100% QUORATE MEETING WITHOUT FORMAL NOTICE  
ON 27 NOVEMBER 2019**

*Summary report of the votes pursuant to article 125-quater of Legislative Decree No. 58 of 24  
February 1998*

We hereby inform the holders of the secured, non-convertible and super-senior (*prededucibile*) pursuant to article 111 of the of Royal Decree 267 of 16 March 1942, as amended from time to time, Notes issued by Astaldi S.p.A. (the “**Issuer**” or the “**Company**”) on 12 February 2019, that the resolution proposed to the meeting of the holders of the Notes (the “**Meeting**”) relating to, *inter alia*, the approval of certain amendmets to the relevant terms and conditions of the Notes (the “**Terms and Conditions**”) which included, *inter alia*, (i) the increase of the maximum aggregate nominal amount of the Notes up to Euro 190,000,000.00, in order to allow Astaldi to issue, in one or more *tranches*, by February 11, 2020, further Notes for an amount up to Euro 115,000,000.00; (ii) the confirmation and extension of certain existing security; and (iii) the granting of new security in favour of the holders of the Notes (in particular, security over certain receivables of Astaldi and of a company controlled by Astaldi), has been duly approved, as set out below.

No. 750 Notes were represented at the Meeting and votes were cast for all of the No. 750 Notes, for a total nominal amount equal to Euro 75,000,000.00, and therefore equal to 100% of the outstanding Notes.

**VOTING RESULT**

Notes represented at Meeting	No. 750, equal to 100% of the outstanding Notes
Votes <b>IN FAVOUR</b> of the resolution	100% of the outstanding Notes
Votes <b>AGAINST</b> the resolution	0%
Notes for which no vote was cast ( <b>ABSTENTIONS</b> )	0%

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For further information, please refer to the press release in relation to the results of the Meeting published on 27 November 2019 on the Company's website [www.astaldi.com](http://www.astaldi.com), Section *Media – Press Releases*.

For further information on the Meeting, please refer to the minutes of the Meeting which will be made available to the public on Astaldi's website ([www.astaldi.com](http://www.astaldi.com), Section *Governance - Shareholders / Bondholders Meeting*) by the date provided by current legislation.

Rome, 2 December 2019

Astaldi S.p.A.