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## A2A S.p.A. ANNUNCIA I RISULTATI DELLA SUA OFFERTA DI RIACQUISTO E IL SODDISFACIMENTO DELLA CONDIZIONE DELLA NUOVA EMISSIONE

Milano, 19 ottobre 2017. A2A S.p.A. (l'**Offerente**) con il presente comunicato annuncia i risultati dell'invito rivolto a ciascuno dei portatori (i **Portatori**) dei suoi titoli in circolazione rappresentativi del prestito obbligazionario denominato €750.000.000 4,500 per cent. *Notes* con scadenza 28 novembre 2019 (dei quali €567.525.000 in circolazione) (ISIN: XS0859920406) (le **Notes Esistenti 2019**) e dei suoi titoli in circolazione rappresentativi del prestito obbligazionario denominato €500.000.000 4,375 per cent. *Notes* con scadenza 10 gennaio 2021 (dei quali €429.980.000 in circolazione) (ISIN: XS0951567030) (le **Notes Esistenti 2021** e, congiuntamente alle *Notes* Esistenti 2019, le **Notes Esistenti** e, ciascuna, una **Serie**) ad offrire le proprie *Notes* Esistenti per il riacquisto da parte dell'Offerente a fronte di un corrispettivo in denaro fino ad un ammontare nominale complessivo di *Notes* Esistenti non superiore a €200.000.000 (l'**Ammontare Massimo di Accettazione**) subordinatamente al soddisfacimento della Condizione della Nuova Emissione e delle altre condizioni descritte nel *tender offer memorandum* datato 11 ottobre 2017 (il **Tender Offer Memorandum**) (le **Offerte** e ciascuna una **Offerta**).

Le Offerte sono state annunciate in data 11 ottobre 2017 e sono soggette alle restrizioni sull'offerta e sulla distribuzione indicate nel *Tender Offer Memorandum*. Le Offerte sono giunte a scadenza alle ore 17:00 (CET) del 18 ottobre 2017. I termini in maiuscolo impiegati nel presente comunicato e non altrimenti definiti hanno il significato ad essi attribuito nel *Tender Offer Memorandum*.

L'Offerente annuncia che (i) la Condizione della Nuova Emissione è stata soddisfatta e (ii) accetta valide adesioni di *Notes* Esistenti ai sensi delle Offerte senza riparto *pro-rata*, come descritto nella tabella riportata di seguito.

Il relativo Prezzo di Riacquisto, l'ammontare complessivo nominale di *Notes* Esistenti validamente offerte ai sensi della relativa Offerta, l'Ammontare di Accettazione della Serie, l'ammontare nominale in circolazione dopo la Data di Regolamento e gli Interessi Maturati, in ciascun caso in relazione a ciascuna Serie di *Notes* Esistenti, sono riportati di seguito:

Descrizione delle <i>Notes</i>	ISIN	Prezzo di Riacquisto	Ammontare Nominale Complessivo Offerto	Ammontare di Accettazione della Serie	Ammontare Nominale Complessivo in circolazione dopo la Data di Regolamento	Interessi Maturati
<i>Notes</i> Esistenti 2019	XS0859920406	109,933%	€ 56.822.000	€ 56.822.000	€ 510.703.000	4,0192%
<i>Notes</i> Esistenti 2021	XS0951567030	114,108%	€ 78.523.000	€ 78.523.000	€ 351.457.000	3,3921%

La Data di Regolamento è attesa per il 20 ottobre 2017.



Qualsiasi domanda e richiesta di assistenza relativa alle Offerte potrà essere inviata a:

**OFFERENTE**

**A2A S.p.A.**

Via Lamarmora, 230  
25124 Brescia  
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**AGENTE DELL'OFFERTA**

**Lucid Issuer Services Limited**

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Né i Dealer Managers, né l'Agente dell'Offerta né i rispettivi amministratori, dirigenti, dipendenti, agenti o soggetti collegati assumono alcuna responsabilità circa l'accuratezza e la completezza delle informazioni relative all'Offerente, alle *Notes* Esistenti o alle Offerte contenute nel presente annuncio o nel *Tender Offer Memorandum*.

#### **Disclaimer**

This announcement must be read in conjunction with the Tender Offer Memorandum.

Neither this announcement nor the Tender Offer Memorandum or any other document or material relating to the Offers constitutes an invitation to participate in the Offers in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws and regulations. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by laws and regulations. Persons into whose possession either this announcement or the Tender Offer Memorandum comes are required by each of the Offeror, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions.

#### **Per ulteriori informazioni:**

Relazioni con i media: Giuseppe Mariano - tel. 02 7720.4583, [ufficiostampa@a2a.eu](mailto:ufficiostampa@a2a.eu)

Investor Relations: tel.02 7720.3974, [ir@a2a.eu](mailto:ir@a2a.eu)



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## A2A S.p.A. ANNOUNCES THE RESULTS OF ITS TENDER OFFER AND SATISFACTION OF THE NEW ISSUE CONDITION

Milan, 19 October 2017. A2A S.p.A. (the **Offeror**) hereby announces the results of its invitation to all holders (the **Noteholders**) of its outstanding €750,000,000 4.500 per cent. Notes due 28 November 2019 (of which €567,525,000 remain outstanding) (ISIN: XS0859920406) (the **Existing 2019 Notes**) and its outstanding €500,000,000 4.375 per cent. Notes due 10 January 2021 (of which €429,980,000 remain outstanding) (ISIN: XS0951567030) (the **Existing 2021 Notes** and together with the Existing 2019 Notes, the **Existing Notes** and each a **Series**) to tender their Existing Notes for purchase by the Offeror for cash up to €200,000,000 in aggregate nominal amount of Existing Notes (the **Maximum Acceptance Amount**) subject to the satisfaction of the New Issue Condition and the other conditions described in the tender offer memorandum dated 11 October 2017 (the **Tender Offer Memorandum**) (the **Offers** and each an **Offer**).

The Offers were announced on 11 October 2017 and were made subject to the offer and distribution restrictions set out in the Tender Offer Memorandum. The Offers expired at 5.00 p.m. (CET) on 18 October 2017. Capitalised terms used in this announcement and not otherwise defined have the meanings ascribed to them in the Tender Offer Memorandum.

The Offeror hereby announces that (i) the New Issue Condition has been satisfied and (ii) it accepts valid tenders of Existing Notes pursuant to the Offers with no *pro-rata* scaling, as set out in the table below.

The relevant Purchase Price, the aggregate nominal amount of Existing Notes validly tendered pursuant to the relevant Offer, the Series Acceptance Amount, the nominal amount outstanding after the Settlement Date, and the Accrued Interest in each case in relation to each Series of Existing Notes are set out below:

Description of the Notes	ISIN	Purchase Price	Aggregate Nominal Amount Tendered	Series Acceptance Amount	Nominal amount outstanding after the Settlement Date	Accrued Interest
Existing 2019 Notes	XS0859920406	109.933%	€ 56,822,000	€ 56,822,000	€ 510,703,000	4.0192%
Existing 2021 Notes	XS0951567030	114.108%	€ 78,523,000	€ 78,523,000	€ 351,457,000	3.3921%

Settlement is expected to occur on 20 October 2017.



Questions and requests for assistance in connection with the Offers may be directed to:

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None of the Dealer Managers, the Tender Agent or any of their respective directors, officers, employees, agents or affiliates assumes any responsibility for the accuracy or completeness of the information concerning the Offeror, the Existing Notes or the Offers contained in this announcement or in the Tender Offer Memorandum.

**Disclaimer**

This announcement must be read in conjunction with the Tender Offer Memorandum.

Neither this announcement nor the Tender Offer Memorandum or any other document or material relating to the Offers constitutes an invitation to participate in the Offers in any jurisdiction in which, or to any person to or from whom, it is unlawful to make such invitation or for there to be such participation under applicable securities laws and regulations. The distribution of this announcement and the Tender Offer Memorandum in certain jurisdictions may be restricted by laws and regulations. Persons into whose possession either this announcement or the Tender Offer Memorandum comes are required by each of the Offeror, the Dealer Managers and the Tender Agent to inform themselves about, and to observe, any such restrictions.

**For further information:**

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