



# NOTICE n. 1057

**August 8, 2019**

**EuroTLX**

Sender: **EuroTLX SIM**  
Target Company: ---  
Object: **Early Redemption**

Text

Please be informed that the following instruments will be early redeemed on August 20, 2019 as follow:

Isin	Description	currency
XS1708450215	WIND TRE - TV CALL FLOOR 20GE24	EUR
XS1708450561	WIND TRE 3.125% CALL 20GE25	EUR
XS1708417438	WIND TRE 5% CALL 20GE26	USD
XS1708450488	WIND TRE 2.625% CALL 20GE23	EUR

The last trading day will be 14/08/2019.



## NOTICE OF REDEMPTION

WIND TRE S.P.A.  
("ISSUER")

August 7, 2019

Securities	ISIN / CUSIP Number
€2,250,000,000 Senior Secured Floating Rate Notes due 2024 ("2024 Floating Rate Notes")	Regulation S Notes: CUSIP 170845021 ISIN Number XS1708450215 Rule 144A Notes: CUSIP 170849086 ISIN Number XS1708490864
€1,625,000,000 2½% Senior Secured Notes due 2023 ("2023 Notes")	Regulation S Notes: CUSIP 170845048 ISIN Number XS1708450488 Rule 144A Notes: CUSIP 170849108 ISIN Number XS1708491086
€1,750,000,000 3¼% Senior Secured Notes due 2025 ("2025 Notes")	Regulation S Notes: CUSIP 170845056 ISIN Number XS1708450561 Rule 144A Notes: CUSIP 170849116 ISIN Number XS1708491169
\$2,000,000,000 5% Senior Secured Notes due 2026 ("Dollar Notes", and together with the 2024 Floating Rate Notes, the 2023 Notes and the 2025 Notes, the "Notes")	Regulation S Notes: CUSIP 170841743 ISIN Number XS1708417438 ISIN Number for Rule 144A "X" Notes: IT0005291163 ISIN Number for Rule 144A "N" Notes: IT0005291155  Rule 144A "X" Receipts: CUSIP 973147 AD3 Rule 144A "N" Receipts: CUSIP 973147 AB7 ISIN Number for Rule 144A "X" Receipts: US973147AD31 ISIN Number for Rule 144A "N" Receipts: US973147AB74  (the X Receipts and the N Receipts mentioned above, the "Receipts")

### **THIS NOTICE CONTAINS IMPORTANT INFORMATION FOR HOLDERS OF THE NOTES AND THE RECEIPTS.**

NOTICE IS HEREBY GIVEN in accordance with Section 3.03 of the indenture dated November 3, 2017 as amended from time to time among, *inter alia*, the Issuer and Citibank, N.A., London Branch, as trustee (the "Trustee", and such indenture, the "Indenture") governing the obligations of the Notes of the Issuer, to the holders of the Notes that, in accordance with paragraph 5 of the applicable Notes and Section 3.07 of the Indenture, the Issuer has exercised its right to redeem, and does hereby call for redemption and will redeem on August 20, 2019 (the "Redemption Date") all Notes not previously delivered to the Trustee for cancellation, at the redemption price, referred to below, plus accrued and unpaid interest thereon, to the Redemption Date.

The Receipts represent beneficial interests in the Dollar Notes and so the Receipts will be redeemed on the Redemption Date on the same terms and at the same prices as the Dollar Notes as set out in paragraphs 1, 2 and 3 below.

The terms and conditions of the redemption are as follows:

1. The Issuer hereby gives notice that the entire outstanding aggregate principal amount of the Notes on the Redemption Date will be redeemed in accordance with Section 3.07 of the Indenture. The Redemption Date for the Notes will be August 20, 2019. Holders of the 2025 Notes and the Dollar Notes should note that 10% of the 2025 Notes and 10% of the Dollar Notes are both subject to a redemption of such Notes at a redemption price of 103% of the principal amount of the applicable Notes to be redeemed, plus accrued and unpaid interest and Additional Amounts, if any, from July 20, 2019, to the Redemption Date. Such redemption shall occur immediately before the redemption specified in this notice. The notice of such redemption has been sent to Holders separately.
2. The redemption payments will be made on the same day as the Redemption Date. The record date will be August 14, 2019.
3. The redemption price of the Notes (the “**Redemption Price**”):
  - for the 2024 Floating Rate Notes is 100% of the then outstanding aggregate principal amount of the 2024 Floating Rate Notes to be redeemed, plus accrued and unpaid interest from July 20, 2019, to the Redemption Date;
  - for the 2023 Notes is 100% of the then outstanding aggregate principal amount of the 2023 Notes to be redeemed, plus the Applicable 2023 Fixed Rate Euro Note Premium and accrued and unpaid interest from July 20, 2019, to the Redemption Date;
  - for the 2025 Notes is 100% of the then outstanding aggregate principal amount of the 2025 Notes to be redeemed, plus the Applicable 2023 Fixed Rate Euro Note Premium and accrued and unpaid interest from July 20, 2019, to the Redemption Date; and
  - for the Dollar Notes is 100% of the then outstanding aggregate principal amount of the Dollar Notes to be redeemed, plus the Applicable Dollar Note Premium and accrued and unpaid interest from July 20, 2019, to the Redemption Date.
4. The Notes called for redemption must be surrendered to Citibank, N.A., London Branch as Principal Paying Agent, at Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB, England: Fax: +353 1 622 2210, Attention: Agency & Trust to collect the Redemption Price.
5. Unless the Issuer defaults in making the redemption payments, the Notes and the Receipts will become due and payable on the Redemption Date and interest and Additional Amounts (as defined in the Indenture), if any, on the Notes and the Receipts will cease to accrue on and after the Redemption Date, and the only right of the holders of the Notes and the Receipts is to receive payment of the Redemption Price, upon surrender to the Principal Paying Agent of the Notes to be redeemed.
6. The ISINs CUSIP numbers, as applicable, in relation to the Notes and the Receipts being redeemed are as set forth above. No representation is by the Issuer, the Trustee, the Receipt Issuer or Principal Paying Agent made as to the correctness or accuracy of such numbers listed in this Notice of Redemption or printed on the Notes or the Receipts.

The Trustee and Receipt Issuer assumes no responsibility for the accuracy or the validity of the information contained in this Notice of Redemption or the terms of the redemption of the Notes or the Receipts.

All capitalized terms used and not otherwise defined in this Notice of Redemption have the meaning given to them in the Indenture.

This Notice is given by:

WIND TRE S.P.A., the Issuer.

Enquiries about the above notice should be directed to the Issuer as set out below:

Wind Tre S.p.A.  
Largo Metropolitana, 5 – 20017 Rho  
Milan, Italy