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**PRESS RELEASE**

pursuant to Art. 114 of the Legislative Decree No. 58/1998 and Art. 17 of the EU Regulation No. 596/2014

*February 7, 2018* – ITALO – Nuovo Trasporto Viaggiatori S.p.A. (“**Italo**” or the “**Company**”) announces that the shareholders indicated below have decided to accept the offer received by Global Infrastructure Partners III funds (“**GIP**”) – international infrastructure investor which manages approximately USD 40 billion for its investors – for the purchase of the entire share capital of Italo (the “**Offer**”). A Board of Directors’ meeting has thus been called tomorrow morning in order to acknowledge the aforementioned and, consequently, proceed with the withdrawal of its application for the publication of the Listing prospectus filed with Consob and for the admission to listing of Italo’s shares filed with Borsa Italiana.

The Offer:

- (i) has been addressed to the following shareholders: Intesa Sanpaolo S.p.A., MDP Holding Due S.r.l., FA.DEL. S.r.l., Allegro S.à r.l. on behalf of Generali Financial Holding FCP-FIS - Sub-fund 2, PII1 S.à r.l., MDP Holding Uno S.r.l., MDP Holding Quattro S.r.l., MDP Holding Tre S.r.l., MAIS S.p.A., Nuova Fourb S.r.l., Essecieffe S.r.l. (as shareholder of Partind S.r.l. and Partind Due S.r.l.), Mr. Flavio Cattaneo and Mr. Luca Cordero di Montezemolo (jointly, the “**Shareholders**”);
- (ii) concerns 100% of the share capital at an equity value of Euro 1.940 billion. Furthermore, the offer includes the right of the current shareholders of ITALO to receive the Euro 30 million dividend resolved upon by the Company’s shareholders’ meeting on January 19, 2018 and it foresees that the Company incurs expenses in connection with the interrupted listing process for an amount up to Euro 10 million, therefore bringing the total value of the transaction at **Euro 1.980 billion**;
- (iii) provides that the sale and purchase agreement enclosed therein shall be entered into by February 11, 2018, it being understood that closing of the transaction is conditional upon the obtainment of the antitrust authorizations prescribed by law;
- (iv) confirms the option granted to its recipients to reinvest up to 25% of the proceeds from the sale at the same conditions applied to GIP in the context of the purchase. The option can be exercised by one or more recipients of the offer, without prejudice to the maximum limit of 25%.

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This announcement is for distribution only to persons who (i) have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (as amended, the “Financial Promotion Order”), (ii) are persons falling within Article 49(2)(a) to (d) (“high net worth companies, unincorporated associations etc.”) of the Financial Promotion Order, (iii) are outside the United Kingdom, or (iv) are persons to whom an invitation or inducement to engage in investment activity (within the meaning of section 21 of the Financial Services and Markets Act 2000) in connection with the issue or sale of any securities may otherwise lawfully be communicated or caused to be communicated (all such persons together being referred to as “relevant persons”). This announcement is directed only at relevant persons and must not be acted on or relied on by persons who are not relevant persons. Any investment or investment activity to which this announcement relates is available only to relevant persons and will be engaged in only with relevant persons.

This announcement does not constitute or form part of any offer or invitation to sell, or any solicitation of any offer to purchase. This announcement is an advertisement and not a prospectus for the purposes of the Prospectus Directive. A prospectus prepared pursuant to the Prospectus Directive will be published in Italy, which, when published, can be obtained from the Company.

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This announcement and this offering are only addressed to and directed at persons in Member States of the European Economic Area (the “EEA”) who are “Qualified Investors” within the meaning of Article 2(1)(e) of the Prospectus Directive. The Shares are only available to, and any invitation, offer or agreement to subscribe, purchase or otherwise acquire Shares will be engaged in only with, Qualified Investors. This announcement should not be acted upon or relied upon in any Member State of the EEA by persons who are not Qualified Investors. For the purposes of this provision, the expression “Prospectus Directive” means

Directive 2003/71/EC (as amended, including by Directive 2010/73/EU), and includes any relevant implementing measure in the Member State concerned.

This announcement contains inside information within the meaning of Article 7(1) of Regulation (EU) No 596/2014. The person responsible for the release of this information on behalf of Italo - Nuovo Trasporto Viaggiatori S.p.A. is Elisabetta Colacchia, Chief Operating Staff. Upon publication of this announcement, this inside information is now considered to be in the public domain, and any persons previously in possession of such inside information will no longer be considered to be in possession of inside information following publication of this announcement.