

# MILIONE S.P.A.

## NOTICE

### AMENDMENT OF THE TERMS AND CONDITIONS OF THE €300,000,000 2.47 PER CENT. SENIOR SECURED BONDS DUE 20 DECEMBER 2026 ISSUED BY MILIONE S.P.A. (ISIN: XS1922522021)

Milione S.p.A. (the "**Issuer**") announces that at the meeting of the holders of the €300,000,000 2.47 per cent. Senior Secured Bonds due 20 December 2026 issued by Milione S.p.A., ISIN code: XS1922522021 (the "**Bonds**") held in plenary session in front of Notary Public Mr. Francesco Candiani of Venice at the registered office of the Issuer at Viale Galileo Galilei 30/1, Venezia Tessera, Italy on 24 June 2020 at 15.30 (CET), an Extraordinary Resolution providing for the amendment of the terms and conditions of the Bonds (the "**Terms and Conditions**") was duly passed with votes cast in favour of the Extraordinary Resolution by the representative of one holder representing 100% of the Bonds outstanding. The Extraordinary Resolution was registered with the competent Companies' Register on 29 June 2020.

The amendments to the Terms and Conditions approved by the Extraordinary Resolution are, among others, the following: (i) insertion of the definitions of "Acquisition Costs", "Cash", "Covid 19 Pandemic", "EBITDA", "Pandemic Emergency Measures" and "Permitted Refinancing Debt Transaction Costs"; (ii) amendment of the definitions of "Investment Grade Rating" and "Material Adverse Effect"; (iii) waiver of the financial covenants under Condition 5.3 (*Financial testing*) in respect of the Relevant Periods ending on 30 June 2020, 31 December 2020 and 30 June 2021 and waiver of the corresponding Compliance Certificates under Condition 6.2 (*Provision and contents of Compliance Certificate*); (iv) insertion of additional information undertakings under Condition 6.5 (*Information: miscellaneous*); and (v) amendments of Condition 8.11 (*Financial Statements*), Condition 9 (*Interest*), paragraph (a), sub-paragraph (i) and Condition 13 (*Events of Default*), paragraphs (j) and (l).

The Supplemental Trust Deed setting out the amended Terms and Conditions (the "**Amended Terms and Conditions**") has been executed on 30 June 2020. Following such execution, the Amended Terms and Conditions are effective from 30 June 2020.

A copy of the Amended Terms and Conditions is available at the website of the Issuer <https://www.milionespa.it/investor-relation/>.

MILIONE S.P.A.



1 July 2020

Milione S.p.A.

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Capitale sociale Euro 188.737,00 i.v.