

NOT FOR DISTRIBUTION IN OR INTO THE UNITED STATES OR IN OR INTO AUSTRALIA, CANADA, JAPAN, SPAIN, SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH SUCH DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW.

Sacyr, S.A. (the “**Company**” or the “**Issuer**”), pursuant to article 17 of Regulation (EU) No. 596/2014 of the European Parliament and of the Council on Market Abuse and article 226 of the Restated Text of the Spanish Securities Market Act approved by Royal Legislative Decree 4/2015, of 23 October and related provisions, hereby communicates the following privileged information:

Further to the regulatory announcements number 276964 and 276975 published today in connection with (i) the issue by the Company of notes convertible into new ordinary shares and/or existing ordinary shares of the Company without shareholders’ pre-emption rights (respectively, the “**New Notes**” and the “**Issue**”) and (ii) the invitation by the Issuer to the holders of its outstanding €250.000.000 4.00 per cent. Senior Unsecured Convertible Notes due 8 May 2019 (ISIN: XS1063399700) (the “**Existing Notes**”) to sell any and all of their Existing Notes for cash (the “**Concurrent Repurchase**”), the Company, following market close today, has set the initial conversion price of the New Notes at €2.8898 per share, which represents a premium of 35% above the Volume Weighted Average Price of the Company’s shares on the Madrid Stock Exchange on the date hereof.

In Madrid, on 10 April 2019

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IMPORTANT INFORMATION RELATING TO THE NEW NOTES

NO ACTION HAS BEEN TAKEN BY THE COMPANY, DEUTSCHE BANK AG, LONDON BRANCH (“**DB**”), J.P. MORGAN SECURITIES PLC (ALONG WITH DB, THE “**JOINT BOOKRUNNERS**” AND THE “**JOINT DEALER MANAGERS**”) OR BANCO SANTANDER (ALONG WITH THE JOINT BOOKRUNNERS, THE “**MANAGERS**”) OR ANY OF THEIR RESPECTIVE AFFILIATES THAT WOULD PERMIT AN OFFERING OF THE NEW NOTES OR POSSESSION OR DISTRIBUTION OF THIS DOCUMENT OR ANY OFFERING OR PUBLICITY MATERIAL RELATING TO THE NEW NOTES IN ANY JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED. PERSONS INTO WHOSE POSSESSION THIS DOCUMENT COMES ARE REQUIRED BY THE COMPANY, THE JOINT BOOKRUNNERS AND THE MANAGERS TO INFORM THEMSELVES ABOUT, AND TO OBSERVE, ANY SUCH RESTRICTIONS.

THIS DOCUMENT IS NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY IN OR INTO THE UNITED STATES. THE NEW NOTES HAVE NOT BEEN AND WILL NOT BE REGISTERED IN THE UNITED STATES UNDER THE U.S. SECURITIES ACT OF 1933 (THE “**SECURITIES ACT**”) AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES ABSENT REGISTRATION UNDER THE SECURITIES ACT OR AN APPLICABLE EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT. THIS DOCUMENT IS NOT AN OFFER TO SELL SECURITIES OR THE SOLICITATION OF ANY OFFER TO BUY SECURITIES, NOR SHALL THERE BE ANY OFFER OF SECURITIES IN ANY JURISDICTION IN WHICH SUCH OFFER OR SALE WOULD BE UNLAWFUL. THERE WILL BE NO PUBLIC OFFERING OF SECURITIES IN THE UNITED STATES.

THIS DOCUMENT AND THE NEW NOTES ARE ONLY ADDRESSED TO, AND DIRECTED IN MEMBER STATES OF THE EUROPEAN ECONOMIC AREA (THE “**EEA**”) (OTHER THAN SPAIN) AT, PERSONS WHO ARE “QUALIFIED INVESTORS” WITHIN THE MEANING OF ARTICLE 2(1)(E) OF THE PROSPECTUS DIRECTIVE (“**QUALIFIED INVESTORS**”). FOR THESE PURPOSES, THE EXPRESSION “**PROSPECTUS DIRECTIVE**” MEANS DIRECTIVE 2003/71/EC, AS AMENDED.

SOLELY FOR THE PURPOSES OF THE PRODUCT GOVERNANCE REQUIREMENTS CONTAINED WITHIN: (I) EU DIRECTIVE 2014/65/EU, ON MARKETS IN FINANCIAL INSTRUMENTS, AS AMENDED (“**MIFID II**”); (II) ARTICLES 9 AND 10 OF COMMISSION DELEGATED DIRECTIVE (EU) 2017/593 SUPPLEMENTING MIFID II; AND (III) LOCAL IMPLEMENTING MEASURES (TOGETHER, THE “**MIFID II PRODUCT GOVERNANCE REQUIREMENTS**”), AND DISCLAIMING ALL AND ANY LIABILITY, WHETHER ARISING IN TORT, CONTRACT OR OTHERWISE, WHICH ANY “**MANUFACTURER**” (FOR THE PURPOSES OF THE MIFID II PRODUCT GOVERNANCE REQUIREMENTS) MAY OTHERWISE HAVE WITH RESPECT THERETO, THE NEW NOTES HAVE BEEN SUBJECT TO A PRODUCT APPROVAL PROCESS WHICH HAS DETERMINED THAT: (I) THE TARGET MARKET FOR THE NEW NOTES IS ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ONLY, EACH AS DEFINED IN MIFID II; AND (II) ALL CHANNELS FOR DISTRIBUTION OF THE NEW NOTES TO ELIGIBLE COUNTERPARTIES AND PROFESSIONAL CLIENTS ARE APPROPRIATE. ANY PERSON SUBSEQUENTLY OFFERING, SELLING OR RECOMMENDING THE NEW NOTES (A “**DISTRIBUTOR**”) SHOULD TAKE INTO CONSIDERATION THE MANUFACTURERS’ TARGET MARKET ASSESSMENT; HOWEVER, A DISTRIBUTOR SUBJECT TO MIFID II IS RESPONSIBLE FOR UNDERTAKING ITS OWN TARGET MARKET ASSESSMENT IN RESPECT OF THE NEW NOTES (BY EITHER ADOPTING OR REFINING THE MANUFACTURERS’ TARGET MARKET ASSESSMENT) AND DETERMINING APPROPRIATE DISTRIBUTION CHANNELS.

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THE TARGET MARKET ASSESSMENT IS WITHOUT PREJUDICE TO THE REQUIREMENTS OF ANY CONTRACTUAL OR LEGAL SELLING RESTRICTIONS IN RELATION TO ANY OFFERING OF THE NEW NOTES.

FOR THE AVOIDANCE OF DOUBT, THE TARGET MARKET ASSESSMENT DOES NOT CONSTITUTE: (A) AN ASSESSMENT OF SUITABILITY OR APPROPRIATENESS FOR THE PURPOSES OF MIFID II; OR (B) A RECOMMENDATION TO ANY INVESTOR OR GROUP OF INVESTORS TO INVEST IN, OR PURCHASE, OR TAKE ANY OTHER ACTION WHATSOEVER WITH RESPECT TO THE NEW NOTES.

THE NEW NOTES ARE NOT INTENDED TO BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO AND SHOULD NOT BE OFFERED, SOLD OR OTHERWISE MADE AVAILABLE TO ANY RETAIL INVESTOR IN THE EEA. FOR THESE PURPOSES, A RETAIL INVESTOR MEANS A PERSON WHO IS ONE (OR MORE) OF: (I) A RETAIL CLIENT AS DEFINED IN POINT (11) OF ARTICLE 4(1) OF MIFID II; OR (II) A CUSTOMER WITHIN THE MEANING OF DIRECTIVE 2002/92/EC, WHERE THAT CUSTOMER WOULD NOT QUALIFY AS A PROFESSIONAL CLIENT AS DEFINED IN POINT (10) OF ARTICLE 4(1) OF MIFID II; OR (III) NOT A QUALIFIED INVESTOR AS DEFINED IN THE PROSPECTUS DIRECTIVE. CONSEQUENTLY, NO KEY INFORMATION DOCUMENT REQUIRED BY REGULATION (EU) NO 1286/2014, AS AMENDED (THE "**PRIIPS REGULATION**") FOR OFFERING OR SELLING THE NEW NOTES OR OTHERWISE MAKING THEM AVAILABLE TO RETAIL INVESTORS IN THE EEA HAS BEEN PREPARED AND THEREFORE OFFERING OR SELLING THE NEW NOTES OR OTHERWISE MAKING THEM AVAILABLE TO ANY RETAIL INVESTOR IN THE EEA MAY BE UNLAWFUL UNDER THE PRIIPS REGULATION.

IN ADDITION, IN THE UNITED KINGDOM THIS DOCUMENT IS BEING DISTRIBUTED ONLY TO, AND IS DIRECTED ONLY AT, QUALIFIED INVESTORS (I) WHO 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 "**ORDER**") AND QUALIFIED INVESTORS FALLING WITHIN ARTICLE 49(2)(A) TO (D) OF THE ORDER, AND (II) TO WHOM IT MAY OTHERWISE LAWFULLY BE COMMUNICATED (ALL SUCH PERSONS TOGETHER BEING REFERRED TO AS "**RELEVANT PERSONS**"). THIS DOCUMENT MUST NOT BE ACTED ON OR RELIED ON (I) IN THE UNITED KINGDOM, BY PERSONS WHO ARE NOT RELEVANT PERSONS, AND (II) IN ANY MEMBER STATE OF THE EEA OTHER THAN THE UNITED KINGDOM, BY PERSONS WHO ARE NOT QUALIFIED INVESTORS.

ANY INVESTMENT OR INVESTMENT ACTIVITY TO WHICH THIS DOCUMENT RELATES IS AVAILABLE ONLY TO (A) RELEVANT PERSONS IN THE UNITED KINGDOM AND WILL BE ENGAGED IN ONLY WITH RELEVANT PERSONS IN THE UNITED KINGDOM AND (B) QUALIFIED INVESTORS IN MEMBER STATES OF THE EEA (OTHER THAN THE UNITED KINGDOM).

ANY DECISION TO PURCHASE ANY OF THE NEW NOTES SHOULD ONLY BE MADE ON THE BASIS OF AN INDEPENDENT REVIEW BY A PROSPECTIVE INVESTOR OF THE COMPANY'S PUBLICLY AVAILABLE INFORMATION. NONE OF THE COMPANY, THE JOINT BOOKRUNNERS OR THE MANAGERS NOR ANY OF THEIR RESPECTIVE AFFILIATES ACCEPT ANY LIABILITY ARISING FROM THE USE OF, OR MAKE ANY REPRESENTATION AS TO THE ACCURACY OR COMPLETENESS OF, THIS DOCUMENT OR THE COMPANY'S PUBLICLY AVAILABLE INFORMATION. THE INFORMATION CONTAINED IN THIS DOCUMENT IS SUBJECT TO CHANGE IN ITS ENTIRETY WITHOUT NOTICE UP TO THE ISSUE DATE.

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EACH PROSPECTIVE INVESTOR SHOULD PROCEED ON THE ASSUMPTION THAT IT MUST BEAR THE ECONOMIC RISK OF AN INVESTMENT IN THE NEW NOTES OR THE ORDINARY SHARES TO BE ISSUED OR TRANSFERRED AND DELIVERED UPON CONVERSION OF THE NEW NOTES AND NOTIONALLY UNDERLYING THE NEW NOTES (TOGETHER WITH THE NEW NOTES, THE “**SECURITIES**”). NONE OF THE COMPANY, THE JOINT BOOKRUNNERS OR THE MANAGERS NOR ANY OF THEIR RESPECTIVE AFFILIATES MAKE ANY REPRESENTATION AS TO (I) THE SUITABILITY OF THE SECURITIES FOR ANY PARTICULAR INVESTOR, (II) THE APPROPRIATE ACCOUNTING TREATMENT AND POTENTIAL TAX CONSEQUENCES OF INVESTING IN THE SECURITIES OR (III) THE FUTURE PERFORMANCE OF THE SECURITIES EITHER IN ABSOLUTE TERMS OR RELATIVE TO COMPETING INVESTMENTS.

THE JOINT BOOKRUNNERS AND THE MANAGERS ARE ACTING ON BEHALF OF THE COMPANY AND NO ONE ELSE IN CONNECTION WITH THE NEW NOTES AND WILL NOT BE RESPONSIBLE TO ANY OTHER PERSON FOR PROVIDING THE PROTECTIONS AFFORDED TO CLIENTS OF THE JOINT BOOKRUNNERS AND THE MANAGERS (AS APPLICABLE) OR FOR PROVIDING ADVICE IN RELATION TO THE SECURITIES.

EACH OF THE COMPANY, THE JOINT BOOKRUNNERS, THE MANAGERS AND THEIR RESPECTIVE AFFILIATES EXPRESSLY DISCLAIMS ANY OBLIGATION OR UNDERTAKING TO UPDATE, REVIEW OR REVISE ANY STATEMENT CONTAINED IN THIS DOCUMENT WHETHER AS A RESULT OF NEW INFORMATION, FUTURE DEVELOPMENTS OR OTHERWISE.

INVITATION AND DISTRIBUTION RESTRICTIONS IN RESPECT OF THE CONCURRENT REPURCHASE

THE DISTRIBUTION OF THIS DOCUMENT IN CERTAIN JURISDICTIONS MAY BE RESTRICTED BY LAW. PERSONS INTO WHOSE POSSESSION THIS DOCUMENT COMES ARE REQUIRED BY THE COMPANY AND THE JOINT DEALER MANAGERS TO INFORM THEMSELVES ABOUT, AND TO OBSERVE, ANY SUCH RESTRICTIONS.

THIS DOCUMENT DOES NOT CONSTITUTE AN OFFER TO BUY THE EXISTING NOTES OR A SOLICITATION OF AN OFFER TO SELL ANY EXISTING NOTES.

OFFERS OF EXISTING NOTES PURSUANT TO THE CONCURRENT REPURCHASE WILL NOT BE ACCEPTED FROM HOLDERS OF EXISTING NOTES IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION IS UNLAWFUL.

UNITED STATES OF AMERICA

THE CONCURRENT REPURCHASE IS NOT BEING MADE, AND WILL NOT BE MADE, DIRECTLY OR INDIRECTLY IN OR INTO, OR BY USE OF THE MAIL OF, OR BY ANY MEANS OR INSTRUMENTALITY OF INTERSTATE OR FOREIGN COMMERCE OF OR OF ANY FACILITIES OF A NATIONAL SECURITIES EXCHANGE OF, THE UNITED STATES. THIS INCLUDES, BUT IS NOT LIMITED TO, FACSIMILE TRANSMISSION, ELECTRONIC MAIL, TELEX, TELEPHONE AND THE INTERNET. THE EXISTING NOTES MAY NOT BE TENDERED IN THE CONCURRENT REPURCHASE BY ANY SUCH USE, MEANS, INSTRUMENTALITY OR FACILITY FROM OR WITHIN THE UNITED STATES OR BY PERSONS LOCATED OR RESIDENT IN THE UNITED STATES AS DEFINED IN REGULATIONS OF THE SECURITIES ACT. ACCORDINGLY, COPIES OF THIS DOCUMENT AND ANY OTHER DOCUMENTS OR MATERIALS RELATING TO THE CONCURRENT REPURCHASE ARE NOT BEING, AND MUST

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NOT BE, DIRECTLY OR INDIRECTLY MAILED OR OTHERWISE TRANSMITTED, DISTRIBUTED OR FORWARDED (INCLUDING, WITHOUT LIMITATION, BY CUSTODIANS, NOMINEES OR TRUSTEES) IN OR INTO THE UNITED STATES. ANY PURPORTED TENDER OF EXISTING NOTES IN THE CONCURRENT REPURCHASE RESULTING DIRECTLY OR INDIRECTLY FROM A VIOLATION OF THESE RESTRICTIONS WILL BE INVALID AND ANY PURPORTED TENDER OF EXISTING NOTES MADE BY A PERSON LOCATED IN THE UNITED STATES OR ANY AGENT, FIDUCIARY OR OTHER INTERMEDIARY ACTING ON A NON-DISCRETIONARY BASIS FOR A PRINCIPAL GIVING INSTRUCTIONS FROM WITHIN THE UNITED STATES WILL BE INVALID AND WILL NOT BE ACCEPTED.

EACH HOLDER OF EXISTING NOTES PARTICIPATING IN THE CONCURRENT REPURCHASE WILL REPRESENT THAT IT IS NOT LOCATED IN THE UNITED STATES AND IS NOT PARTICIPATING IN THE CONCURRENT REPURCHASE FROM THE UNITED STATES OR IT IS ACTING ON A NON-DISCRETIONARY BASIS FOR A PRINCIPAL LOCATED OUTSIDE THE UNITED STATES THAT IS NOT GIVING AN ORDER TO PARTICIPATE IN THE CONCURRENT REPURCHASE FROM THE UNITED STATES. FOR THE PURPOSES OF THIS AND THE ABOVE PARAGRAPH, "**UNITED STATES**" MEANS THE UNITED STATES OF AMERICA, ITS TERRITORIES AND POSSESSIONS, ANY STATE OF THE UNITED STATES OF AMERICA AND THE DISTRICT OF COLUMBIA.

UNITED KINGDOM

THE COMMUNICATION OF THIS DOCUMENT BY THE COMPANY AND ANY OTHER DOCUMENTS OR MATERIALS RELATING TO THE CONCURRENT REPURCHASE IS NOT BEING MADE, AND SUCH DOCUMENTS AND/OR MATERIALS HAVE NOT BEEN APPROVED, BY AN AUTHORISED PERSON FOR THE PURPOSES OF SECTION 21 OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (THE "**FSMA**"). ACCORDINGLY, SUCH DOCUMENTS AND/OR MATERIALS ARE NOT BEING DISTRIBUTED TO, AND MUST NOT BE PASSED ON TO, THE GENERAL PUBLIC IN THE UNITED KINGDOM.

THE COMMUNICATION OF SUCH DOCUMENTS AND/OR MATERIALS IS EXEMPT FROM THE RESTRICTION ON FINANCIAL PROMOTIONS UNDER SECTION 21 OF THE FSMA ON THE BASIS THAT IT IS ONLY DIRECTED AT AND MAY BE COMMUNICATED TO (1) THOSE PERSONS WHO ARE EXISTING MEMBERS OR CREDITORS OF THE COMPANY OR OTHER PERSONS WITHIN ARTICLE 43 OF THE FINANCIAL SERVICES AND MARKETS ACT 2000 (FINANCIAL PROMOTION) ORDER 2005, AND (2) TO ANY OTHER PERSONS TO WHOM THESE DOCUMENTS AND/OR MATERIALS MAY LAWFULLY BE COMMUNICATED.

THE REPUBLIC OF ITALY

NEITHER THIS DOCUMENT NOR ANY OTHER DOCUMENTS OR MATERIALS RELATING TO THE CONCURRENT REPURCHASE HAVE BEEN OR WILL BE SUBMITTED TO THE CLEARANCE PROCEDURE OF THE *COMMISSIONE NAZIONALE PER LE SOCIETÀ E LA BORSA* (CONSOB) PURSUANT TO ITALIAN LAWS AND REGULATIONS.

THE CONCURRENT REPURCHASE IS BEING CARRIED OUT IN THE REPUBLIC OF ITALY AS AN EXEMPTED OFFER PURSUANT TO ARTICLE 101-BIS, PARAGRAPH 3-BIS OF THE LEGISLATIVE DECREE NO. 58 OF 24 FEBRUARY 1998, AS AMENDED (THE "**FINANCIAL SERVICES ACT**") AND ARTICLE 35-BIS, PARAGRAPH 3 OF CONSOB REGULATION NO. 11971 OF 14 MAY 1999, AS AMENDED (THE "**ISSUERS' REGULATION**").

ACCORDINGLY, THE CONCURRENT REPURCHASE IS ONLY ADDRESSED TO HOLDERS OF EXISTING NOTES LOCATED IN THE REPUBLIC OF ITALY WHO ARE "QUALIFIED INVESTORS"

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(*INVESTITORI QUALIFICATI*) AS DEFINED PURSUANT TO AND WITHIN THE MEANING OF ARTICLE 100 OF THE FINANCIAL SERVICES ACT AND ARTICLE 34-TER, PARAGRAPH 1, LETTER B) OF THE ISSUERS' REGULATION.

A HOLDER OF EXISTING NOTES LOCATED IN THE REPUBLIC OF ITALY CAN TENDER EXISTING NOTES IN THE CONCURRENT REPURCHASE THROUGH AUTHORISED PERSONS (SUCH AS INVESTMENT FIRMS, BANKS OR FINANCIAL INTERMEDIARIES PERMITTED TO CONDUCT SUCH ACTIVITIES IN THE REPUBLIC OF ITALY IN ACCORDANCE WITH THE FINANCIAL SERVICES ACT, CONSOB REGULATION NO. 16190 OF 29 OCTOBER 2007, AS AMENDED FROM TIME TO TIME, AND LEGISLATIVE DECREE NO. 385 OF SEPTEMBER 1, 1993, AS AMENDED) AND IN COMPLIANCE WITH APPLICABLE LAWS AND REGULATIONS OR WITH REQUIREMENTS IMPOSED BY CONSOB OR ANY OTHER ITALIAN AUTHORITY.

EACH INTERMEDIARY MUST COMPLY WITH THE APPLICABLE LAWS AND REGULATIONS CONCERNING INFORMATION DUTIES VIS-À-VIS ITS CLIENTS IN CONNECTION WITH THE EXISTING NOTES OR THE CONCURRENT REPURCHASE.

FRANCE

THE CONCURRENT REPURCHASE IS NOT BEING MADE, DIRECTLY OR INDIRECTLY, TO THE PUBLIC IN FRANCE. NEITHER THIS DOCUMENT NOR ANY OTHER DOCUMENTS OR OFFERING MATERIALS RELATING TO THE CONCURRENT REPURCHASE HAVE BEEN OR SHALL BE DISTRIBUTED TO THE PUBLIC IN FRANCE AND ONLY (I) PROVIDERS OF INVESTMENT SERVICES RELATING TO PORTFOLIO MANAGEMENT FOR THE ACCOUNT OF THIRD PARTIES (*PERSONNES FOURNISSANT LE SERVICE D'INVESTISSEMENT DE GESTION DE PORTEFEUILLE POUR COMPTE DE TIERS*) AND/OR (II) QUALIFIED INVESTORS (*INVESTITEURS QUALIFIÉS*) ACTING FOR THEIR OWN ACCOUNT, ALL AS DEFINED IN, AND IN ACCORDANCE WITH, ARTICLES L.411-1, L.411-2 AND D.411-1 OF THE FRENCH *AUTORITÉ DES MARCHÉS FINANCIERS CODE MONÉTAIRE ET FINANCIER*, ARE ELIGIBLE TO PARTICIPATE IN THE CONCURRENT REPURCHASE. THIS DOCUMENT HAS NOT BEEN SUBMITTED TO THE CLEARANCE PROCEDURES (VISA) OF THE *AUTORITÉ DES MARCHÉS FINANCIERS*.

BELGIUM

NEITHER THIS DOCUMENT NOR ANY OTHER DOCUMENTS OR MATERIALS RELATING TO THE CONCURRENT REPURCHASE HAVE BEEN SUBMITTED TO OR WILL BE SUBMITTED FOR APPROVAL OR RECOGNITION TO THE FINANCIAL SERVICES AND MARKETS AUTHORITY ("*AUTORITÉ DES SERVICES ET MARCHÉS FINANCIERS / AUTORITEIT FINANCIËLE DIENSTEN EN MARKTEN*") AND, ACCORDINGLY, THE CONCURRENT REPURCHASE MAY NOT BE MADE IN BELGIUM BY WAY OF A PUBLIC OFFERING, AS DEFINED IN ARTICLES 3 AND 6 OF THE BELGIAN LAW OF 1 APRIL 2007 ON PUBLIC TAKEOVER BIDS (THE "**BELGIAN TAKEOVER LAW**") AS AMENDED OR REPLACED FROM TIME TO TIME. ACCORDINGLY, THE CONCURRENT REPURCHASE MAY NOT BE ADVERTISED AND THE CONCURRENT REPURCHASE WILL NOT BE EXTENDED, AND NEITHER THIS DOCUMENT NOR ANY OTHER DOCUMENTS OR MATERIALS RELATING TO THE CONCURRENT REPURCHASE (INCLUDING ANY MEMORANDUM, INFORMATION CIRCULAR, BROCHURE OR ANY SIMILAR DOCUMENTS) HAS BEEN OR SHALL BE DISTRIBUTED OR MADE AVAILABLE, DIRECTLY OR INDIRECTLY, TO ANY PERSON IN BELGIUM OTHER THAN (I) TO "QUALIFIED INVESTORS" IN THE SENSE OF ARTICLE 10 OF THE BELGIAN LAW OF 16 JUNE 2006 ON THE PUBLIC OFFER OF PLACEMENT INSTRUMENTS AND THE ADMISSION TO TRADING OF PLACEMENT INSTRUMENTS ON

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REGULATED MARKETS, ACTING ON THEIR OWN ACCOUNT OR (II) IN ANY CIRCUMSTANCES SET OUT IN ARTICLE 6, §4 OF THE BELGIAN TAKEOVER LAW. THIS DOCUMENT HAS BEEN ISSUED ONLY FOR THE PERSONAL USE OF THE ABOVE QUALIFIED INVESTORS AND EXCLUSIVELY FOR THE PURPOSE OF THE CONCURRENT REPURCHASE. ACCORDINGLY, THE INFORMATION CONTAINED IN THIS DOCUMENT MAY NOT BE USED FOR ANY OTHER PURPOSE OR DISCLOSED TO ANY OTHER PERSON IN BELGIUM.

ACKNOWLEDGEMENTS AND REPRESENTATIONS BY HOLDERS OF THE EXISTING NOTES IN RESPECT OF THE CONCURRENT REPURCHASE

IN MAKING ANY DECISION TO PARTICIPATE IN THE CONCURRENT REPURCHASE, A HOLDER OF THE EXISTING NOTES WILL BE DEEMED:

A. TO HAVE SUCH BUSINESS AND FINANCIAL EXPERIENCE AS IS REQUIRED TO GIVE IT THE CAPACITY TO PROTECT ITS OWN INTERESTS IN CONNECTION WITH PARTICIPATION IN THE CONCURRENT REPURCHASE AND TO HAVE MADE ITS OWN INVESTMENT DECISION REGARDING THE INVITATION BASED ON ITS OWN KNOWLEDGE, INVESTIGATION AND ASSESSMENT OF THE ISSUER, THE ISSUER'S SUBSIDIARIES, THE EXISTING NOTES AND THE TERMS OF THE CONCURRENT REPURCHASE;

B. NOT TO HAVE RELIED ON (I) ANY INVESTIGATION THAT THE JOINT DEALER MANAGERS OR ANY OF THEIR RESPECTIVE AFFILIATES, OR ANY PERSON ACTING ON BEHALF OF THE JOINT DEALER MANAGERS OR ANY OF THEIR RESPECTIVE AFFILIATES, MAY HAVE CONDUCTED WITH RESPECT TO THE ISSUER OR THE EXISTING NOTES, OR (II) ANY DISCUSSIONS, NEGOTIATIONS OR OTHER COMMUNICATIONS ENTERED INTO WITH, OR ANY OTHER WRITTEN OR ORAL INFORMATION MADE AVAILABLE BY THE JOINT DEALER MANAGERS OR THEIR RESPECTIVE OFFICERS, EMPLOYEES OR AGENTS;

C. TO HAVE CONSULTED ITS OWN INDEPENDENT ADVISERS OR TO OTHERWISE HAVE SATISFIED ITSELF CONCERNING, WITHOUT LIMITATION, ACCOUNTING, REGULATORY, TAX OR OTHER CONSEQUENCES IN THE LIGHT OF ITS PARTICULAR SITUATION UNDER THE LAWS OF ALL RELEVANT JURISDICTIONS;

D. TO REPRESENT THAT IT IS TENDERING THE RELEVANT AGGREGATE PRINCIPAL AMOUNT OF EXISTING NOTES HELD BY IT AND, SUBJECT TO AND EFFECTIVE UPON THE PURCHASE BY THE ISSUER OF THE EXISTING NOTES, IT RENOUNCES ALL RIGHT, TITLE AND INTEREST IN AND TO ALL SUCH EXISTING NOTES;

E. TO AGREE TO DO ALL SUCH ACTS AND THINGS AS SHALL BE NECESSARY AND EXECUTE ANY ADDITIONAL DOCUMENTS DEEMED BY THE ISSUER TO BE DESIRABLE, IN EACH CASE TO COMPLETE THE TRANSFER OF THE EXISTING NOTES TO THE ISSUER OR ITS NOMINEE AGAINST PAYMENT TO IT OF THE RELEVANT PURCHASE PRICE AND THE ACCRUED INTEREST FOR SUCH EXISTING NOTES AND/OR TO PERFECT ANY OF THE AUTHORITIES EXPRESSED TO BE GIVEN HEREUNDER;

F. TO REPRESENT THAT IT IS NOT A TARGET OF ANY FINANCIAL OR ECONOMIC SANCTIONS OR TRADE EMBARGOES ADMINISTERED OR ENFORCED BY THE OFFICE OF FOREIGN ASSETS CONTROL OF THE US DEPARTMENT OF TREASURY (OFAC), THE U.S. DEPARTMENTS OF STATE OR COMMERCE OR ANY OTHER US, EU, UNITED NATIONS OR UK ECONOMIC SANCTIONS;

NOT FOR DISTRIBUTION IN OR INTO THE UNITED STATES OR IN OR INTO AUSTRALIA, CANADA, JAPAN, SPAIN, SOUTH AFRICA OR ANY OTHER JURISDICTION IN WHICH SUCH DISTRIBUTION WOULD BE PROHIBITED BY APPLICABLE LAW.

G. TO REPRESENT THAT IT HAS FULL POWER AND AUTHORITY TO TENDER, SELL, ASSIGN AND TRANSFER THE EXISTING NOTES IT HAS TENDERED IN THE CONCURRENT REPURCHASE;

H. TO ACKNOWLEDGE THAT THE ISSUER IS UNDER NO OBLIGATION TO ACCEPT FOR PURCHASE EXISTING NOTES TENDERED PURSUANT TO THE CONCURRENT REPURCHASE, AND ACCORDINGLY SUCH TENDER MAY BE ACCEPTED OR REJECTED BY THE ISSUER IN ITS SOLE AND ABSOLUTE DISCRETION AND FOR ANY REASON;

I. TO ACCEPT THAT THE ISSUER'S ACCEPTANCE FOR PAYMENT OF EXISTING NOTES OFFERED WILL CONSTITUTE A BINDING AGREEMENT BETWEEN SUCH NOTEHOLDER AND THE ISSUER IN ACCORDANCE WITH THE TERMS AND SUBJECT TO THE CONDITIONS OF THE INVITATION;

J. TO ACKNOWLEDGE THAT IT EITHER (X) (A) (1) IS THE BENEFICIAL OWNER OF THE EXISTING NOTES BEING OFFERED IN THE CONCURRENT REPURCHASE AND (2) IS LOCATED AND RESIDENT OUTSIDE THE UNITED STATES OR (B) (1) IS ACTING ON BEHALF OF THE BENEFICIAL OWNER OF THE EXISTING NOTES BEING OFFERED IN THE CONCURRENT REPURCHASE AND HAS BEEN DULY AUTHORISED TO SO ACT AND (2) SUCH BENEFICIAL OWNER HAS CONFIRMED TO IT THAT SUCH BENEFICIAL OWNER IS LOCATED AND RESIDENT OUTSIDE THE UNITED STATES AND TO THE EXTENT THAT THE ACCOUNT FROM WHICH THE OFFER TO SELL IS MADE IS SHOWN IN THE RECORDS OF THE RELEVANT CLEARING SYSTEM AS BEING DOMICILED IN THE UNITED STATES, SUCH ORDER WAS ORIGINATED BY A BRANCH OR AGENCY OF THE ACCOUNTHOLDER THAT IS LOCATED OUTSIDE THE UNITED STATES; (Y) SUCH HOLDER HAS NOT RECEIVED OR SENT COPIES OF THIS DOCUMENT OR ANY RELATED DOCUMENTS (INCLUDING ANY APPLICATION FORM), IN, INTO OR FROM THE UNITED STATES AND HAS NOT UTILISED IN CONNECTION WITH THE SOLICITATION OF OFFERS TO SELL, DIRECTLY OR INDIRECTLY THE MAIL, OR ANY MEANS OR INSTRUMENTALITY (INCLUDING, WITHOUT LIMITATION, FACSIMILE TRANSMISSION, TELEX, TELEPHONE, EMAIL, INTERNET AND OTHER FORMS OF ELECTRONIC TRANSMISSION) OF INTERSTATE OR FOREIGN COMMERCE, OR ANY FACILITIES OF A NATIONAL SECURITIES EXCHANGE, OF THE UNITED STATES; (Z) IT HAS NOT SUBMITTED OFFERS TO SELL FROM WITHIN THE UNITED STATES, ON BEHALF OF ANY US PERSON, OR BY ANY MEANS OR INSTRUMENTALITY OF INTERSTATE OR FOREIGN COMMERCE OF THE UNITED STATES;

K. IT IS NOT LOCATED IN ITALY OR, IF IT IS LOCATED IN ITALY, (A) IT IS A PERSON FALLING WITHIN THE DEFINITION OF "QUALIFIED INVESTOR" (INVESTITORE QUALIFICATO), AS DEFINED PURSUANT TO ARTICLE 100 OF THE FINANCIAL SERVICES ACT; OR (B) IF IT IS NOT A "QUALIFIED INVESTOR" UNDER POINT (A) ABOVE (I) IT HAS NOT BEEN OFFERED OR SOLICITED, AND NO PROMOTIONAL OR MARKETING ACTIVITY HAS BEEN UNDERTAKEN BY, ANY OF THE ISSUER, THE JOINT DEALER MANAGERS IN ANY MANNER WHATSOEVER IN CONNECTION WITH THE CONCURRENT REPURCHASE AND (II) IT WILL NOT DISTRIBUTE OR MAKE AVAILABLE ANY OF THE DOCUMENTATION IT HAS RECEIVED IN CONNECTION WITH THE CONCURRENT REPURCHASE;

L. TO ACKNOWLEDGE THAT IT IS NOT RESIDENT IN THE UNITED KINGDOM AND IS LOCATED OUTSIDE THE UNITED KINGDOM OR, IF IT IS RESIDENT OR LOCATED IN THE UNITED KINGDOM, IT IS AN INVESTMENT PROFESSIONAL OR A HIGH NET WORTH COMPANY, EACH WITHIN THE MEANING OF THE ORDER, OR ANOTHER PERSON TO WHOM THIS DOCUMENT CAN LAWFULLY BE COMMUNICATED UNDER THE ORDER;

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M. TO ACKNOWLEDGE THAT IT IS NOT RESIDENT IN THE KINGDOM OF BELGIUM AND IS LOCATED OUTSIDE THE KINGDOM OF BELGIUM, OR IF IT IS RESIDENT OR LOCATED IN THE KINGDOM OF BELGIUM, IS A QUALIFIED INVESTOR WITHIN THE MEANING OF ARTICLE 10, §1 OF THE BELGIAN PROSPECTUS LAW ACTING FOR ITS OWN ACCOUNT OR IN OTHER CIRCUMSTANCES SET OUT IN ARTICLE 6, §4 OF THE BELGIAN TAKEOVER LAW AND ARTICLE 3, §4 OF THE BELGIAN PROSPECTUS LAW;

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THE ISSUER, THE JOINT DEALER MANAGERS AND OTHERS WILL RELY UPON THE TRUTH AND ACCURACY OF THE FOREGOING REPRESENTATIONS, ACKNOWLEDGEMENTS AND AGREEMENTS.