

Resolutions of the Board of Directors of A.S. Rome S.p.A.

*A non-convertible bond loan was approved for
a total nominal value up to €275 million*

Rome, 24 July 2019

The Board of Directors of A.S. Roma S.p.A. (hereinafter, the "Company"), having met today, has approved a transaction concerning the possible refinancing currently in place with its subsidiary ASR Media and Sponsorship S.p.A. (hereinafter "MediaCo" or the "Issuer"), through the issuance of a non-convertible bond with a total nominal value up of €275 million, to be placed with qualified investors and listed on a regulated market of the European Union (hereinafter the "Bond" or the "Transaction").

The Transaction is aimed at refinancing the existing debt of MediaCo, also optimizing its structure and maturity, and providing the Company with financial resources for its business.

The terms of the Bond will be determined on the basis of the opportunities offered by the market and disclosed as soon as defined. The guarantees that will be connected to the Transaction, the financial covenants and other commitments to be observed for the entire duration of the Bond by the parties involved, are standard with respect to similar transactions.

In particular, in the context of the Transaction, MediaCo will act as issuer, while the Company and Soccer S.a.s. of Brand Management S.r.l. (hereinafter, "Soccer") will act to make commitments and obligations and to take note of the provisions of the Bond. Relations between the Company, Soccer and MediaCo will be regulated through the signing of specific intercompany agreements which, pursuant to art. 6.1 of the procedure with related parties adopted by the Company (hereinafter the "Procedure") were submitted to the attention of the Internal Control and Risk Management Committee, which assessed the Transaction as "transaction of greater importance", pursuant to art. 3.15 of the Procedure. Further information relating to the transactions entered into between the related parties, functional to the Transaction, will be disclosed in an Information Document which will be published according to the terms and methods contemplated by the applicable legislation in force.

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