SHAREHOLDERS' MEETING APPROVES THE 2012 FINANCIAL STATEMENTS

AND RESOLVES UPON AN EUR 0.17 DIVIDEND PER SHARE

- *Consolidated net profit of EUR 74 million, +4.1% YOY*
- *EUR 0.17 dividend per share resolved upon*
- *Renewal of Board of Directors*
- *Renewal of authorisation to buy back treasury shares*
- *Approval of Incentive Plan and remuneration policy*
- *Share capital increase for the equity-linked bond loan resolved upon*

Rome, 23 April 2013 – The Shareholders' Meeting of Astaldi S.p.A examined and **approved the financial statements at 31 December 2012, in the terms proposed by the Board of Directors' meeting held on 13 March 2013.** The Shareholders' Meeting likewise examined the 2012 Consolidated Financial Statements that closed with a 4.1% increase in net profit to EUR 74 million. The Shareholders' Meeting **approved the distribution of a EUR 0.17 dividend per share**, thus confirming the proposal put forward by the Board of Directors. Said dividend will be paid as from 6 June 2012 (ex-dividend date: 3 June 2013, record date: 5 June 2013).

Astaldi Group ended 2012 with **total revenues of EUR 2.5 billion** (+4.1%; EUR 2.4 billion in 2011). The EBITDA margin stood at 10.8% and the EBIT margin at 8.6%, against EBITDA of EUR 264.5 million (+2%; EUR 259.4 million in 2011) and EBIT of EUR 211.8 million (+5.5%; EUR 200.1 million in 2011). EBT (pre-tax profit) amounted to EUR 129.8 million (+3.5%; EUR 125.4 million in 2011). Net profit increased to EUR 74.1 million (+4.1%; EUR 71.2 million in 2011), with the net margin holding steady at 3%. **The order backlog amounted to over EUR 10 billion**, thanks to EUR 2.5 billion of new orders recorded during the year. **Consolidated net financial debt amounted to EUR 622.9 million** (EUR 668.1 million at 30 September 2012, EUR 479.7 million at 31 December 2011).

The parent company, Astaldi S.p.A. ended 2012 with total revenues of EUR 1.9 billion, EBITDA of EUR 208.6 million, EBIT of EUR 178.6 million, EBT of EUR 85.8 million. Net profit for the year totalled EUR 45.4 million.

The Shareholders' Meeting, also called to resolve upon renewal of the Board of Directors for the 2013-2015 period, confirmed the number of Board members as 13. On the basis of the slates submitted, it also confirmed the following Board members: Paolo Astaldi, Caterina Astaldi, Giuseppe Cafiero, Luigi Guidobono Cavalchini, Stefano Cerri, Giorgio Cirla, Paolo Cuccia, Mario Lupo, Ernesto Monti and Eugenio Pinto; and elected the following new Board members: Guido Guzzetti, Chiara Mancini and Nicoletta Mincato. The new Board shall remain in office until the Shareholders'

Meeting to approve the Financial Statements for the year ending 31 December 2015. To consult the curricula of the new Board members, please visit www.astaldi.com (Governance section, inside documentation related to list of origin made available prior to the Shareholders' Meeting).

The Shareholders' Meeting also resolved to renew authorisation, for an additional 12-month period (as from 27 May 2013), granted to the Board of Directors for the buyback plan of treasury shares in the terms and for the purposes put forward by the Board of Directors meeting held on 13 March 2013.

The Shareholders' Meeting also approved the general criteria of the Incentive Plan for 2013-2015, drawn up by the Board of Directors at the proposal of the Remuneration Committee, authorising the Board to define the procedures for implementing said plan by drafting regulations that take into account the approved guidelines. In brief, the plan draws upon implementation principles and criteria that are in line with the current incentive system for all Group managers. Said system provides for the disbursement of a variable part of salaries upon the achievement of specific economic-financial targets. Indeed, the plan's ultimate goal is to consolidate the management's contribution to the creation of value, in keeping with the principle of aligning interests between the management and shareholders. The Incentive Plan for 2013-2015, based on a stock-granting system, provides for the free assignment of Astaldi shares to the Chief Executive Officer and up to a maximum of 5 General Managers upon the achievement of specific economic-financial targets, as per the Disclosure pursuant to Article 84, subsection 1, of the Issuers' Regulations, available, inter alia, at www.astaldi.com.

The ordinary session of the Shareholders' Meeting also approved the remuneration policy pursuant to Article123-ter of Italian Legislative Decree No. 58/1998.

The extraordinary session of the Shareholders' Meeting of Astaldi S.p.A. also approved the share capital increase, by payment in tranches with the exclusion of option rights, pursuant to Article 2441, subsection 5, of the Italian Civil Code, for a total maximum nominal amount of EUR 35,137,034, to be released on one or more occasions, through the issue of a maximum of 17,598,517 ordinary Astaldi shares, to be used exclusively for the equity-linked bond loan resolved upon by the Board of Directors on 23 January 2013 and placed entirely with qualified investors for the sum of EUR 130 million on 24 January 2013.

The extraordinary session of the Shareholders' Meeting of Astaldi S.p.A. amended Article 27 of the Company Bylaws for the purpose of allowing the Board of Directors to allocate a part of net profit to a provision for the purpose of donation, up to a maximum of 1.5% of said profit.

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The new Board of Directors, which took office at the end of the Shareholders' Meeting, confirmed Paolo Astaldi as Chairman, Giuseppe Cafiero and Ernesto Monti as Deputy Chairmen, Stefano Cerri as CEO.

The following were appointed General Managers: Cesare Bernardini, Paolo Citterio, Luciano De Crecchio, Mario Lanciani and Filippo Stinellis. Paolo Citterio was also confirmed in the role of Executive appointed to draft corporate accounts.

Said Board also appointed: the Control and Risk Committee comprising Directors Eugenio Pinto (Chairman), Luigi Guidobono Cavalchini, Guido Guzzetti, Nicoletta Mincato; the Remuneration Committee comprising Directors Ernesto Monti (Chairman), Eugenio Pinto, Giorgio Cirla; the Related Parties Committee comprising Directors Eugenio Pinto (Chairman), Giorgio Cirla, Paolo Cuccia; and the Appointments Committee comprising Directors Ernesto Monti (Chairman), Eugenio Pinto and Mario Lupo.

The Board of Directors also checked the existence of independence requisites for the following Directors Giorgio Cirla, Paolo Cuccia, Guido Guzzetti, Mario Lupo, Chiara Mancini, Nicoletta Mincato and Eugenio Pinto. Said check was made in light of independence parameters related to the Code of Self-Discipline for Listed Companies, as well as significativity criteria provided for in Borsa Italiana's Instructions.

Following said appointments, the Chief Executive Officer, Stefano Cerri, and the General Managers Cesare Bernardini, Paolo Citterio, Luciano De Crecchio, Mario Lanciani and Filippo Stinellis are the beneficiaries of the Incentive Plan 2013-2015 approved by today's Shareholders' Meeting.

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The Executive appointed to draft corporate accounts, Paolo Citterio, Astaldi's General Manager – Administration & Finance, hereby declares, pursuant to Article 154-bis, subsection 2 of the Finance Consolidation Act, that the accounting information contained herein tallies with documents, ledgers and account entries.

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ASTALDI GROUP is the General Contractor working in Italy and abroad in the design, construction and management of public infrastructures and major civil engineering works, mainly in transport infrastructures, energy production plants, civil and industrial engineering and plant design. It has been listed on the Stock Exchange since 2002 and holds 89th position at a global level in the list of International Contractors. It ended 2012 with an order backlog of over EUR 10 billion, a turnover of EUR 2.5 billion, EBITDA of EUR 264 million, EBIT of EUR 212 million and net profit of over EUR 74 million; net financial debt for the year, excluding treasury shares, amounted to EUR 623 million. ASTALDI GROUP currently operates in 6 macro-areas worldwide: Italy, Central Europe (Poland, Romania, Russia) and Turkey, the Middle East (Saudi Arabia, United Arab Emirates, Oman, Qatar), the Maghreb (Algeria), Latin America (Venezuela, Peru, Chile, Central America) and North America (Canada, USA).

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