



*PRESS RELEASE PURSUANT TO ART. 84-BIS, PARAGRAPH 3, CONSOB DECISION NO. 11971 OF 14 MAY 1999 AND SUBSEQUENT MODIFICATIONS*

## **ASTALDI S.P.A. 2016-2018 INCENTIVE PLAN**

*Rome, 16 March 2016* – Today, the Board of Directors of Astaldi S.p.A., at the proposal of the Appointments and Remuneration Committee, approved the disclosure document containing the general guidelines of the regulation of the “Astaldi S.p.A. 2016-2018 Incentive Plan” (as per art. 84-bis of CONSOB decision no. 11971/1999 and subsequent modifications of Issuers’ Regulations) to be submitted for the approval of the Company’s Shareholders’ Meeting called, in first call, for 20 April 2016 and, if needed, in second call for 21 April 2016.

The Incentive Plan’s main objective is to incentivize the contribution towards the creation of value by the Astaldi management, by aligning the management’s and shareholders’ interests. The value creation will thus have to be expressed both through the achievement of set performance targets and through the positive performance of Astaldi stock price.

The Plan is intended for Astaldi’s CEO, up to a maximum of 6 General Managers and up to a maximum of 2 “managers with relevant responsibilities within the Group”.

It is based on the assignment, free of charge and on a yearly basis, of:

- a maximum number of 100 thousand shares to the CEO;
- a maximum number of 40 thousand shares to each General Manager;
- a maximum number of 40 thousand shares to each “manager with relevant responsibilities within the Group”; for a total assignment of a maximum of 420 thousand shares per year.

The assignment of shares is subordinated to the achievement of performance targets that shall be defined yearly by the Board of Directors, at the proposal of the Remuneration Committee. Each objective will be assigned a weight; this means that 100% of the bonus will be assigned to the beneficiaries should all the indicated targets be achieved. The assignment of shares is subordinated in any case to the achievement of a minimum number of the set targets. If only some of the targets are achieved, the assignment of the shares will be reduced according to the unachieved target, depending on the weight – as defined at the Board of Directors meeting.

The Plan also involves a lock-up period and therefore the transfer of shares to the beneficiaries will take place as follows:

- a) 25% in the same year as the assignment;
- b) an additional 25% in the year following the assignment;
- c) the remaining 50% two years after the assignment.

The assigned Shares shall remain in the Company's name, as treasury shares, until the expiry of the corresponding lock-up periods as described above.

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The "Disclosure" on the 2016-2018 Incentive Plan shall be made available to the public by no later than 21 March 2016, pursuant to and to the effects of articles 114-*bis* and 125-*ter*, paragraph 1, of Legislative Decree no. 58 of 24 February 1998 and subsequent modifications, and articles 84-*bis* and 84-*ter* of the Issuers' Regulations.

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*ASTALDI GROUP is one of Italy's leading General Contractors, and among Europe's top 25 firms in the construction industry, where it also works as a sponsor of project finance initiatives. An international player for 90 years, it addresses the market by developing complex and integrated initiatives in the field of designing, building, and operating public infrastructure and large-scale civil engineering works, mainly in the areas of transport infrastructure, power plants, civil and industrial construction, facility management, plant engineering, and management of complex systems. Quoted on the stock market since 2002, it holds 85<sup>th</sup> place in Global Contractor rankings. It ended the 2015 financial year with a total order backlog, including additional orders secured and in the process of being finalized, of approximately EUR 29 billion and revenues of EUR 2.9 billion. It boasts approx. 11,000 employees in Italy, Europe (Poland, Romania and Russia) and Turkey, Africa (Algeria), North America (Canada and the USA), Latin America (Chile, Peru, Venezuela and Central America), the Middle East (Saudi Arabia and Qatar) and the Far East (Indonesia).*

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