



ASTALDI Società per Azioni
Registered Office/Head Office in Rome - Via Giulio Vincenzo Bona no. 65
Share Capital: EUR 196,849,800.00 fully paid-in
Entered in the Rome Companies Register
under Tax Code Number 00398970582
Administrative Economic Register R.E.A. no. 152353
VAT no. 00880281001

EXTRAORDINARY AND ORDINARY SHAREHOLDERS' MEETING

26 JUNE 2018 – 9.00 AM O'CLOCK IN FIRST CALL

28 JUNE 2018 – 9:00 AM O'CLOCK IN SECOND CALL

ILLUSTRATIVE REPORT BY THE BOARD OF DIRECTORS

**DRAFTED PURSUANT TO ART. 123-TER OF LEGISLATIVE DECREE NO. 58/1998 AND SUBSEQUENT
MODIFICATIONS AND, TO THE EXTENT RELEVANT, ART. 72 AND ANNEX 3A TO CONSOB REGULATION NO. 11971
OF 14 MAY 1999 AND SUBSEQUENT MODIFICATIONS**

15 May 2018

This illustrative report is made available to the public at the registered office of Astaldi S.p.A. in Rome - Via Giulio Vincenzo Bona no. 65, on Astaldi S.p.A.'s website www.astaldi.com and on the authorised storage mechanism www.1info.it

ILLUSTRATIVE REPORT DRAWN UP BY THE DIRECTORS ON (i) THE THIRD ITEM ON THE AGENDA IN THE EXTRAORDINARY PART AND (ii) THE FIRST ITEM ON THE AGENDA IN THE ORDINARY PART OF THE SHAREHOLDERS' MEETING CONVENED FOR 26 JUNE 2018 IN FIRST CALL AND FOR 28 JUNE 2018 IN SECOND CALL.

Agenda of extraordinary part

- 1. Elimination of the expressed par value of ordinary shares in circulation and subsequent amendment of Article 6 of the Company Bylaws; resolutions pertaining thereto and resulting therefrom.*
- 2. Subject to approval of the proposed resolution as per point 1), share capital increase for consideration and divisibly, up to a maximum amount of EUR 300,000,000 (three hundred million), including any share premium, through the issue of new ordinary shares without any indication of par value, to be offered in option to the Company's shareholders pursuant to Article 2441, subsection 1, of the Italian Civil Code, and subsequent amendments of Article 6 of the Company Bylaws; resolutions pertaining thereto and resulting therefrom.*
- 3. Amendment of Article 16 of the Company Bylaws in order to provide for the office of company director to be undertaken by employees or consultants of companies that, even if they can be considered competing companies from a theoretical point of view, are deemed not to actually be in competition with the Company, in light of ongoing and significant contractual relationships regarding business partnership; resolutions pertaining thereto and resulting therefrom*

Agenda of ordinary part

- 1. Subject to approval of the proposed resolution as per item 3 on the agenda of the extraordinary session, resolution to authorise undertaking of the office of company director by IHI Corporation employees or consultants, with the latter not to be considered a competitor of the Company for the purpose of Article 16 of the Company Bylaws (as amended); resolutions pertaining thereto and resulting therefrom.*

Dear shareholders,

The Board of Directors of Astaldi S.p.A. ("**Astaldi**" or the "**Company**") has called you to this Shareholders' Meeting – at the Company's head office in Rome, Via Giulio Vincenzo Bona no. 65, for 26 June 2018, at 9:00 AM o'clock in first call and, if necessary, in second call for 28 June 2018, same place and time (the "**Shareholders' Meeting**") - in Extraordinary and Ordinary session – to pass decisions, among other things, on the following items on the agenda, respectively in the extraordinary part (point 3) and in the ordinary part (point 1):

3. Amendment of Article 16 of the Company Bylaws in order to provide for the office of company director to be undertaken by employees or consultants of companies that, even if they can be considered competing companies from a theoretical point of view, are deemed not to actually be in competition with the Company, in light of ongoing and significant contractual relationships regarding business partnership; resolutions pertaining thereto and resulting therefrom.

1. Subject to approval of the proposed resolution as per item 3 on the agenda of the extraordinary session, resolution to authorise undertaking of the office of company director by IHI Corporation employees or consultants, with the latter not to be considered a competitor of the Company for the purpose of Article 16 of the Company Bylaws (as amended); resolutions pertaining thereto and resulting therefrom.

This illustrative report (the "**Report**") has been drawn up pursuant to and to the effects of art. 125-ter of Legislative Decree no. 58 of 24 February 1998 and subsequent modifications and supplements (Consolidated Finance Act – **TUF**) and, as concerns point 3 on the agenda in the extraordinary part, art. 72 of the regulation implementing the TUF concerning the issuer regulation, adopted by CONSOB with decision no. 11971 of 14 May 1999 and subsequent modifications and supplements (the "**Issuer Regulation**"), in compliance with the provisions of scheme no. 3 of Annex 3A of the Issuer Regulation.

In particular, this Report has the purpose of modifying the Company Bylaws, aimed at providing that the preclusion to appointment as Company directors, established, *inter alia*, for employees and consultants of companies in competition with the Company, is not operative in the event that there is a prior authorisation decision by the ordinary shareholders' meeting of the Company in favour of consultants or employees of companies that, even if they can be considered competing companies from a theoretical point of view, are deemed not to actually be in competition with the Company, in light of ongoing and significant contractual relationships regarding business partnership. In this context, the proposed change to the Bylaws also provides that, when the Shareholders' Meeting has decided to consider a given company as not being in competition with the Company, on the basis of stable and significant contractual relationships regarding business partnership, the decision shall state its effects with regard to each of the candidates that this company should indicate or propose for the office of Company director during the entire period of duration of the aforementioned relationships of business partnership with the Company.

In addition to the above, the Report illustrates the proposed decision regarding the authorisation – subordinately to the approval of the modification to the Bylaws indicated above, and for the purposes of the provisions of art. 16 of the Company Bylaws, as modified by virtue of the aforementioned decision pursuant to point 3 of the extraordinary part of the Shareholders' Meeting's agenda – in favour of consultants or employees of IHI CORPORATION, a company organised and existing under the laws of Japan, with legal office in Tokyo (1-1, Toyosu 3-Chome, Kotoku, Tokyo, Japan) to assume the office of Company director, hereby establishing that this company shall not be considered as a company in competition with the Company, by virtue of the execution, dated 15 May 2018 of the partnership agreement named "Global Partnership Agreement" aimed at developing significant business synergies between the two corporate groups of reference, and so long as this partnership agreement is in effect and in force.

For more information on the essential content of the Global Partnership Agreement signed by the Company, IHI Corporation, and IHI Infrastructure Systems Co., Ltd., see the press release published by the Company on 16 May 2018 and available on the Company's website www.astaldi.com and on the authorised storage mechanism www.1info.it.

With reference to the proposals pursuant to points 1) and 2) of the Agenda of the Shareholders' Meeting in the extraordinary part, see the illustrative report drawn up by the Board of Directors pursuant to art. 72 of the Issuer Regulation and in compliance with schemes no. 2 and no. 3 of Annex 3A of the Issuer Regulation, and made available to the public at the registered office of Astaldi and on the Company's website www.astaldi.com, as well as on the authorised storage mechanism www.1info.it.

1. Reasons for the proposed modification to the Bylaws

The proposed change to art. 16 of the Company Bylaws – which in its current version prohibits, generally and altogether, that the appointment as Company director be held, inter alia, by employees and consultants of companies in competition with the Company – is aimed at establishing a flexibility margin allowing the Company to authorise, by means of a decision taken by the Shareholders' Meeting in ordinary session, the assumption of the position of Company director by employees or consultants of companies that, even if they can be considered competing companies from a theoretical point of view, are deemed not to actually be in competition with the Company, in light of ongoing and significant contractual relationships regarding business partnership. It is in fact held that the existence of business relationships of this kind, aimed at developing business synergies in the parties' interest, nullifies the reasons of protection underlying the prohibition in the Bylaws against the assumption of the position as director, and that, conversely, the presence in the Board of Directors of representatives of companies that maintain significant relationships of business partnership with the Company may be an added value of use for developing entrepreneurial strategies that are effective, efficient and coordinated to the extent as may be necessary.

The proposed change to art. 16 of the Company Bylaws also establishes that:

- on the one hand, where competing companies that have consultants or employees for which the issuance of the authorisation by the ordinary Shareholders' Meeting pursuant to this clause has been requested, are also shareholders in the Company, they shall be without voting rights with regard to these proposed decisions pertaining to the authorisation pursuant to this clause, as they are considered in conflict of interest. The preclusion of the voting right shall be operative with regard to (i) shareholders that have proposed or designated their own employees or consultants for whom authorisation is required; (ii) each shareholder-company competing with the Company to which said employees or consultants may be attributed, and (iii) any shareholder belonging to a group or at any rate linked to the aforementioned categories of shareholders pursuant to points (i) and (ii) above;
- on the other hand, when the Shareholders' Meeting has decided, in line with the above, not to consider a given company as a party operating in competition with the Company, in light of stable and significant contractual relationships regarding business partnership, the validity of the decision shall state its effects with regard to each of the candidates that this company should propose for the position of company director during the period of duration of said relationships of business partnership with the Company.

The reasons for the proposed change in the Bylaws may be found in the broader context of the financial manoeuvre that the Company intends to carry out through, among other things, the capital increase as per point 2) of the agenda in the extraordinary part of the Shareholders' Meeting, for the purposes of the Company's capital and financial strengthening. And in fact, as announced to the market with the press release published on 16 May 2018, the Company and the reference shareholders FIN.AST. S.r.l. ("**Finast**") and Finetupar S.A. ("**Finetupar**") have executed (i) an investment agreement with an industrial investor, IHI Corporation, which shall purchase a minority stake in the Company's share capital through the purchase of option rights originally held by Finast in connection with the capital increase as per point 2) of the agenda of the Shareholders' Meeting in the extraordinary part; and (ii) a partnership agreement with IHI Corporation and its subsidiary IHI Infrastructure Systems Co., Ltd., aimed at starting a profitable relationship of business partnership also for the joint participation in projects of common interest. In the context of business and investment agreements between the Company, its reference shareholder FIN.AST S.r.l., IHI Corporation and its subsidiary, it is established that IHI Corporation is guaranteed the appointment of a representative to the Company's Board of Directors, without

prejudice to the fact that the candidate director shall possess the requirements provided for by law, as well as by the Bylaws (except for the requirements related to independence and gender balance).

It is important, moreover, to stress that, as a general rule, the proposed change in the Company Bylaws establishes that the assumption of the position of Company director by employees or consultants of companies formally operating in competition with the Company is subordinated to the approval of a decision by the ordinary Shareholders' Meeting confirming that, in concrete terms, pursuant to art. 16 of the Company Bylaws, the company in question must not be considered in competition with the Company in light of stable and significant contractual relationships regarding business partnership.

It is also pointed out that, in line with the provisions of the Code of Conduct of companies listed by Borsa Italiana S.p.A., the Board of Directors shall at any rate be required to assess in this regard the significant cases arising following the appointment, reporting any critical areas to the Shareholders' Meeting. Towards this end, each director shall be required to inform the Board in its entirety, upon the acceptance of the appointment, of any activities performed in competition with the issuer and, subsequently, of any relevant modification.

2. Reasons for the proposed decision regarding authorisation for employees or consultants of IHI Corporation

Taking into account the execution on 15 May 2018 of the business partnership agreement named "Global Partnership Agreement" between the Company, IHI Corporation, and its subsidiary IHI Infrastructure Systems Co., Ltd., subject to the approval of the proposed modification of the Bylaws illustrated in point 1 of the Report (its text is reported in point 3 below), proposes authorising hereforward any employees or consultants of IHI Corporation to assume the position of Company director, without prejudice to possession of the requirements provided for by law, as well as by the Company Bylaws, except for those related to independence and gender balance. And in fact, by effect of the Global Partnership Agreement, a phase of business partnership of importance to the Company shall be initiated, aimed at developing significant industrial synergies for both groups of reference, so as to rule out that IHI Corporation may be held as operating, in concrete terms, in competition with the Company. For more information on the essential content of the Global Partnership Agreement signed by the Company, IHI Corporation, and IHI Infrastructure Systems Co., Ltd., see the press release published by the Company on 16 May 2018 and available on the Company's website www.astaldi.com and on the authorised storage mechanism www.1info.it.

3. Modifications to the Bylaws and withdrawal right

In light of the above, it is necessary to modify article 16 of the current version of the Company Bylaws, to reflect the severability clause that permits the assumption of the position of company director by employees or consultants of companies that, even if they can be considered competing companies from a theoretical point of view, are deemed not to actually be in competition with the Company, in light of ongoing and significant contractual relationships regarding business partnership.

The table below shows the proposed modifications to the Bylaws connected with this change of the Company's purpose.

Current text	Proposed text
Art. 16	Art. 16
The Company shall be administered by a Board of Directors consisting of nine to fifteen members holding the requirements set down in law and regulations.	The Company shall be administered by a Board of Directors consisting of nine to fifteen members holding the requirements set down in law and regulations.
The directors, who may also be non-shareholders,	The directors, who may also be non-shareholders,

shall have a term of office determined by the Shareholders' Meeting, of no more than three financial years, and they may be re-elected.

In order to guarantee gender balance, within a vision of substantial equality, and at the same time promote access to corporate offices by the less represented gender, one fifth of the members of the Board of Directors to whom the office is conferred upon first renewal of the BoD after 12 August 2012, and one third of the members to be appointed for the two subsequent terms, shall be of the less represented gender within the Board of Directors.

As a rule, the Board of Directors shall be appointed by the Shareholders' Meeting on the basis of slates submitted by shareholders in which candidates are listed by progressive number.

Only shareholders that, on their own or together with other shareholders that contribute to submission of the same slate, collectively hold shares representing at least 2.5% of the share capital (or the lower percentage that may be provided for by current law provisions or regulations) having the right to vote at the ordinary shareholders' meeting, shall be entitled to submit slates.

The slates, signed by those submitting them and including the indications required by law, must be lodged at the Company's registered office in compliance with the procedures and deadlines provided for in applicable regulations. The slates shall then be made available to the public following the procedures provided for in applicable regulations.

Slates must list the candidates in possession of the requirements of independence established by law.

Each candidate may be included in one slate only, under penalty of ineligibility.

The slates must be accompanied by:

- a) information regarding the identity of the submitting shareholders, indicating the total percentage held, and certification issued by a qualified intermediary in accordance with the law, proving ownership of the number of shares needed to submit slates;
- b) professional and personal curriculum vitae of candidates;
- c) candidates' statements confirming, under their own responsibility, their possession of the requirements of independence provided for by law;

shall have a term of office determined by the Shareholders' Meeting, of no more than three financial years, and they may be re-elected.

In order to guarantee gender balance, within a vision of substantial equality, and at the same time promote access to corporate offices by the less represented gender, one fifth of the members of the Board of Directors to whom the office is conferred upon first renewal of the BoD after 12 August 2012, and one third of the members to be appointed for the two subsequent terms, shall be of the less represented gender within the Board of Directors.

As a rule, the Board of Directors shall be appointed by the Shareholders' Meeting on the basis of slates submitted by shareholders in which candidates are listed by progressive number.

Only shareholders that, on their own or together with other shareholders that contribute to submission of the same slate, collectively hold shares representing at least 2.5% of the share capital (or the lower percentage that may be provided for by current law provisions or regulations) having the right to vote at the ordinary shareholders' meeting, shall be entitled to submit slates.

The slates, signed by those submitting them and including the indications required by law, must be lodged at the Company's registered office in compliance with the procedures and deadlines provided for in applicable regulations. The slates shall then be made available to the public following the procedures provided for in applicable regulations.

Slates must list the candidates in possession of the requirements of independence established by law.

Each candidate may be included in one slate only, under penalty of ineligibility.

The slates must be accompanied by:

- a) information regarding the identity of the submitting shareholders, indicating the total percentage held, and certification issued by a qualified intermediary in accordance with the law, proving ownership of the number of shares needed to submit slates;
- b) professional and personal curriculum vitae of candidates;
- c) candidates' statements confirming, under their own responsibility, their possession of the requirements of independence provided for by law;

d) candidates' statements confirming, under their own responsibility, existence of the requirements of honourability and of any additional requirements of law and under the Company Bylaws prescribed for the office;

e) candidates' statements confirming, under their own responsibility, non-existence of causes of ineligibility and incompatibility provided for by law and by the Company Bylaws;

f) candidates' statements confirming, under their own responsibility, that there are no circumstances or events in regard of which the candidate might take legal action against the Company;

g) statements in which the individual candidates accept their candidacy.

Each slate must contain the candidacy of individuals, in a number at least equal to the number of independent directors, that must be present by law in the Board of Directors, holding the requirements of independence set forth in applicable regulations for the statutory auditors of companies listed on Italian regulated markets.

Each slate containing three or more candidacies must include a number of candidates in possession of the requirements as above, that are of the less represented gender within the Board of Directors, in an amount equal to one fifth of the candidates for the Board of Directors, to whom the office is conferred upon first renewal of the BoD after 12 August 2012, and one third of the members for the Board of Directors to be appointed for the two subsequent terms.

The call notice may specify any additional procedures regarding the composition and functioning of the slates, in order to guarantee compliance with the provisions of current legislation regarding composition of the Company's Board of Directors.

Pursuant to Article 2387 of the Italian Civil Code, candidates for administration offices may only be parties who:

a) have accumulated overall experience of at least one three-year period in the exercise of:

- administration or auditing activities, or executive duties with corporations joint-stock companies with a share capital of no less than two million euros;

- professional or regular university teaching activities in legal, economic or financial subjects, or technical/scientific subjects pertaining to the sector of

d) candidates' statements confirming, under their own responsibility, existence of the requirements of honourability and of any additional requirements of law and under the Company Bylaws prescribed for the office;

e) candidates' statements confirming, under their own responsibility, non-existence of causes of ineligibility and incompatibility provided for by law and by the Company Bylaws;

f) candidates' statements confirming, under their own responsibility, that there are no circumstances or events in regard of which the candidate might take legal action against the Company;

g) statements in which the individual candidates accept their candidacy.

Each slate must contain the candidacy of individuals, in a number at least equal to the number of independent directors, that must be present by law in the Board of Directors, holding the requirements of independence set forth in applicable regulations for the statutory auditors of companies listed on Italian regulated markets.

Each slate containing three or more candidacies must include a number of candidates in possession of the requirements as above, that are of the less represented gender within the Board of Directors, in an amount equal to one fifth of the candidates for the Board of Directors, to whom the office is conferred upon first renewal of the BoD after 12 August 2012, and one third of the members for the Board of Directors to be appointed for the two subsequent terms.

The call notice may specify any additional procedures regarding the composition and functioning of the slates, in order to guarantee compliance with the provisions of current legislation regarding composition of the Company's Board of Directors.

Pursuant to Article 2387 of the Italian Civil Code, candidates for administration offices may only be parties who:

a) have accumulated overall experience of at least one three-year period in the exercise of:

- administration or auditing activities, or executive duties with joint-stock companies with a share capital of no less than two million euros;

- professional or regular university teaching activities in legal, economic or financial subjects, or technical/scientific subjects pertaining to the sector of

building and construction in general, public and private works, and the taking on and performance of works under concession;

- executive posts with public bodies or public administrations operating in the credit, financial, or insurance sectors, or in any case, in the sectors as per the above point;

b) are not directors or employees of the Company's competitors, nor do they have any consulting or co-working contracts with said competitors;

c) have no interest in disputes in progress against the Company or companies belonging to the Company's group;

d) hold the prerequisites required by the codes of conduct which the Company complies with.

building and construction in general, public and private works, and the taking on and performance of works under concession;

- executive posts with public bodies or public administrations operating in the credit, financial, or insurance sectors, or in any case, in the sectors as per the above point;

b) are not directors or employees of the Company's competitors, nor do they have any consulting or co-working contracts with said competitors, **without prejudice to the prior authorisation by the ordinary Shareholders' Meeting decided upon in favour of consultants or employees of companies that, even if they can be considered competing companies from a theoretical point of view, are deemed not to actually be in competition with the Company, in light of ongoing and significant contractual relationships regarding business partnership. Where competing companies that have consultants or employees for which the issuance of the authorisation by the ordinary Shareholders' Meeting pursuant to this clause has been requested, are also shareholders in the Company, they shall be without voting rights with regard to these proposed decisions pertaining to the authorisation pursuant to this clause, as they are considered in conflict of interest. For the purposes of this clause, the preclusion of the voting right shall apply to (i) shareholders that have proposed, nominated as candidates, or designated the parties to be authorised, and (ii) shareholders whose parties to be authorised are representatives, employees, or consultants, regardless of whether the proposal, designation, or nomination as candidates originates from said shareholders, and (iii) all shareholders belonging to the group of or at any rate associated with (also through trust registrations) the shareholders as per points (i) and (ii) above.**

When the Shareholders' Meeting has decided, in line with the above, not to consider a given company as a party operating in competition with the Company, the validity of the decision shall state its effects with regard to each of the candidates that this company should propose for the position of company director during the period of duration of the aforementioned relationships regarding business partnership with the Company.

c) have no interest in disputes in progress against the Company or companies belonging to the Company's group;

All shareholders and shareholders belonging to a single group (with this being understood as shareholders sharing a direct or indirect relationship as subsidiaries or associates, or subject to joint control), as well as shareholders among whom, also as regards the parties controlling them, there is an agreement pursuant to Article 122 of Legislative Decree no. 58 of 24 February 1998, may submit, help submit, and vote a single slate, even if through proxies or through trust companies.

Slates submitted without complying with the above provisions shall be considered as not submitted.

Acceptances and votes cast in violation of the above restrictions shall not be attributed to any slate.

Upon election of the Directors, the following procedure shall be complied with:

1) a number of Directors equal to the total number of members of the Board established by the Shareholders' Meeting minus one shall be taken from the slate obtaining the highest number of votes cast by the shareholders, in the progressive order in which they are listed on the slate.

Should no slate obtain a higher number of votes than the others, the Shareholders' Meeting shall be recalled for a new vote to be held pursuant to this article;

2) a Director, in the person of the candidate listed with the first number on the slate, shall be taken from the slate obtaining the second-highest number of votes and that is not linked to the shareholders that have submitted or voted the list obtaining the highest number of votes, based on the criteria provided for in current regulations concerning the election of minority statutory auditors. Should several minority slates obtain the same number of votes, the candidate most senior in age of those listed under number one on the slates obtaining the same number of votes shall be elected.

If, upon the outcome of voting, the gender proportions described in the ratio above are not complied with, the last member selected shall be replaced with the first listed candidate belonging to the less represented gender on the slate obtaining the highest number of votes. Should the gender balance fail to be achieved even using the procedure above, the final subsection of this article shall apply.

d) hold the prerequisites required by the codes of conduct which the Company complies with.

All shareholders and shareholders belonging to a single group (with this being understood as shareholders sharing a direct or indirect relationship as subsidiaries or associates, or subject to joint control), as well as shareholders among whom, also as regards the parties controlling them, there is an agreement pursuant to Article 122 of Legislative Decree no. 58 of 24 February 1998, may submit, help submit, and vote a single slate, even if through proxies or through trust companies.

Slates submitted without complying with the above provisions shall be considered as not submitted.

Acceptances and votes cast in violation of the above restrictions shall not be attributed to any slate.

Upon election of the Directors, the following procedure shall be complied with:

1) a number of Directors equal to the total number of members of the Board established by the Shareholders' Meeting minus one shall be taken from the slate obtaining the highest number of votes cast by the shareholders, in the progressive order in which they are listed on the slate.

Should no slate obtain a higher number of votes than the others, the Shareholders' Meeting shall be recalled for a new vote to be held pursuant to this article;

2) a Director, in the person of the candidate listed with the first number on the slate, shall be taken from the slate obtaining the second-highest number of votes and that is not linked to the shareholders that have submitted or voted the list obtaining the highest number of votes, based on the criteria provided for in current regulations concerning the election of minority statutory auditors. Should several minority slates obtain the same number of votes, the candidate most senior in age of those listed under number one on the slates obtaining the same number of votes shall be elected.

If, upon the outcome of voting, the gender proportions described in the ratio above are not complied with, the last member selected shall be replaced with the first listed candidate belonging to the less represented gender on the slate obtaining the highest number of votes. Should the gender balance fail to be achieved even using the procedure above, the final subsection of this article shall apply.

<p>No account is taken of slates failing to obtain a percentage of votes equal to at least one half of the percentage required to submit slates when deciding upon the directors to be elected.</p>	<p>No account is taken of slates failing to obtain a percentage of votes equal to at least one half of the percentage required to submit slates when deciding upon the directors to be elected.</p>
<p>Should a single slate be submitted, or no slate be submitted, or if it is not possible to proceed with the election in compliance with the gender balance, the shareholders' meeting shall pass resolutions applying the majorities provided for by law, without observing the procedure detailed above, and without prejudice to the need to respect the balance between represented genders.</p>	<p>Should a single slate be submitted, or no slate be submitted, or if it is not possible to proceed with the election in compliance with the gender balance, the shareholders' meeting shall pass resolutions applying the majorities provided for by law, without observing the procedure detailed above, and without prejudice to the need to respect the balance between represented genders.</p>

The modifications of the Company Bylaws as illustrated above shall not result in the right of withdrawal for the Astaldi shareholders that have not agreed with the decisions that are the object of this report.

4. Proposed decision

In light of the above, the Board of Directors intends to submit for your approval the following proposed decisions with regard to points 3) in the extraordinary part and 1) in the ordinary part of the agenda of the Shareholders' Meeting.

"The Shareholders' Meeting of Astaldi S.p.A.

- *Having examined the Report by the Board of Directors and the proposals made therein,*

Does hereby decide

- 1) *to modify art. 16 of the Company Bylaws currently in force, as illustrated in the table containing the proposed changes in the Bylaws included in the directors' report, and thus to approve the new text of the Company Bylaws attached hereto;*
- 2) *for the purposes of the provisions of art. 16 of the Company Bylaws as modified by effect of the decision as per point 1 above, to authorise any employees or consultants of IHI CORPORATION, a company organised and existing under the laws of Japan, with registered office in Tokyo (1-1, Toyosu 3-Chome, Kotoku, Tokyo, Japan) to assume the office of Company director (without prejudice to possession of the requirements provided for by law, as well as by the Company Bylaws, except for those related to independence and gender balance), hereby establishing that this company shall not be considered as a company in competition with the Company, by virtue of the execution, dated 15 May 2018 of the partnership agreement named "Global Partnership Agreement" aimed at developing significant industrial synergies between the companies and the two corporate groups of reference, and so long as this partnership agreement is in effect and in force;*
- 3) *to confer to the Board of Directors, and through it the Chairman and the Chief Executive Officer, also singly, all the broadest powers to implement and carry out the above decisions, including, merely by way of example and not limitation, the power to introduce to the adopted decisions any change and/or supplement that should become necessary and/or appropriate, also following the request by any competent Authority or at the moment of registration, and, in general, to carry out all that may be necessary for the complete performance of said decisions, with any and all powers necessary and/or appropriate for the purpose, none excluded or excepted, including the task of filing the updated Company Bylaws with the appropriate Companies Register."*

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Rome, 15 May 2018

Chairman of the Board of Directors

(Signed: Paolo Astaldi)