



**ASTALDI Società per Azioni**

**Registered Office - Via Giulio Vincenzo Bona 65, Rome**

**Share capital Euro 196,849,800.00 - fully paid-up**

**Registered with the Register of Companies of Rome**

**under taxpayer code No. 00398970582**

**R.E.A. No. 152353**

**VAT No. 00880281001**

An Ordinary and Extraordinary Meeting of the Shareholders entitled to vote is called to be held at the Company's registered office in Rome, Via Giulio Vincenzo Bona 65, on the 29<sup>th</sup> of January, 2015, at 9,00 a.m. at first calling and, if necessary, at second calling on the 30<sup>th</sup> of January, 2015, same place and time, to discuss and resolve upon the following

agenda:

*Ordinary session:*

1. Appointment of two members of the Board of Directors. Resolutions connected therewith and deriving therefrom.

*Extraordinary session:*

1. Amendment to art. 12 of the Company's By-Laws in order to govern the attribution of increased voting rights pursuant to art. 127-quinquies of *T.U.F.* (the Italian Financial Services Acts).

**SHARE CAPITAL AND VOTING RIGHTS.**

The subscribed and paid-up share capital of Astaldi S.p.A. amounts to € 196,849,800.00 and is divided into 98,424,900 common shares of a nominal value of Euro 2.00 each, of which 896,501 treasury shares presently held. Each share entitles its registered holder to one vote, exclusive of treasury shares held by the company at the date of the meeting, the voting rights of which, in accordance with the law, are

suspended, and the amount of which will be made known upon opening meeting.

The information set forth in this paragraph is available at [www.astaldi.com](http://www.astaldi.com)

**ENTITLEMENT TO ATTEND THE MEETING.**

Pursuant to art. 11 of the Company's By-laws, Shareholders' meetings may be attended by those who are entitled to vote in accordance with the appropriate attestations issued and forwarded by the brokers pursuant to the law. To this respect, pursuant to art. 83-sexies of the T.U.F. (the Italian Financial Services Act), the entitlement to attend Shareholders' meeting and to vote thereat is attested by a notice to be given to the Company by the broker according to the latter's accounting records, setting forth the name of the entity entitled to vote, as it appears from the records of the accounts as per art. 83-quater, paragraph 3, of the Italian Financial Services Act, as at the end of the accounting day of the seventh stock market working day prior the date fixed for the Shareholders' meeting (i.e. January 20, 2015). Those who appear to have become shareholders after such date will not be entitled to attend the Shareholders' meeting and vote thereat. The notices to be given by the brokers as per this paragraph, shall have to be received by the Company within the end of the third stock market working day prior to the date fixed for the first-call meeting (i.e. the 26<sup>th</sup> of January, 2015). It is understood that the entitlement to attend the Shareholders' meeting and to vote thereat is granted also in the event the Company receives any such notice beyond said deadline provided that it is received before the start of the meeting of each respective call.

**VOTE BY PROXY AND VOTE BY MAIL OR BY ELECTRONIC MEANS.**

The holder of the voting right may have himself represented by written proxy, subject to any incompatibility and within the limits provided for by the laws and regulations in force and the provisions of the Company's By-laws. To such purpose may be used the form of proxy attached at foot of the authorized broker's notice, to be issued to the entity who is entitled to vote, or the form of proxy available at the

Company's website [www.astaldi.com](http://www.astaldi.com) ("*Governance/Shareholders Meeting*" menu).

In accordance with art. 12 of the Company's By-laws, every shareholder may issue the proxy through the website section "*Governance/Shareholders Meeting*" of the Company's Internet website.

As provided for by the Company's By-laws, the Company waives the right to appoint a "common representative", as provided for by art. 135-undecies, § 1, of the Italian Financial Services Act.

The Company's By-laws do not provide for any procedure for casting votes by mail or by electronic means.

#### **QUESTIONS ON THE TOPICS OF THE AGENDA.**

Pursuant to art. 127-ter of the Italian Financial Services Act, those entitled to vote may make questions on the topics of the agenda also prior to the Meeting. The questions, jointly with the information enabling to identify the entity duly entitled thereto, have to be submitted to the Chairman of the Board of Directors in writing, by means of registered letter with acknowledgement of receipt, to be sent to the Company's registered office, attn.: Servizio Affari Societari, Corporate Governance e Ufficio di Presidenza, or by means e-mail to [segreteriasocietaria@astaldi.com](mailto:segreteriasocietaria@astaldi.com). The questions must be received within 3 days prior to the first-call meeting (i.e., the 26<sup>th</sup> of January, 2015) and the same will be answered, also collectively in the event they refer to the same aspect, at the latest during the Shareholders' meeting.

#### **SUPPLEMENTS TO THE AGENDA AND INTRODUCTION OF NEW PROPOSALS OF RESOLUTION:**

Pursuant to art. 126-bis of the T.U.F. (the Italian Financial Services Act), the shareholders who represent, also jointly, one fortieth of the share capital may request, within ten days after publication of this notice of calling (i.e. within January 2, 2015), to supplement the list of the topics to be discussed, setting forth the additional topics proposed by the same in their request, or submit proposals of

resolution on topics already included in the agenda. The question, jointly with the notice attesting the ownership of the shares, has to be submitted to the Chairman of the Board of Directors in writing, by means of registered letter with acknowledgement of receipt, to be sent to the Company's registered office, attn.: Servizio Affari Societari, Corporate Governance e Ufficio di Presidenza, or by e-mail to [segreteria.societaria@astaldi.com](mailto:segreteria.societaria@astaldi.com), jointly with the information required to establish the identity of the parties submitting such questions. A report setting forth the grounds for the proposals of resolution on the new topics they propose to discuss or the grounds for the additional proposals of resolution made in connection with topics already included in the agenda, has also to be filed, according to the same procedure and within the same deadline, to the managing body. It is further reminded that the agenda can not be supplemented with topics upon which the Shareholders' Assembly resolves, pursuant to the law, on the directors' proposal or on the basis of a project or plan drawn up by the same, other than those provided for by art. 125-ter, paragraph 1, of the Italian Financial Services Act.

#### **DOCUMENTS.**

The documents relating to the topics of the agenda shall be filed with the Company's registered office (in Rome – Via Giulio Vincenzo Bona, 65) and anyway as provided for by the laws and regulations in force, the shareholders being entitled to examine the same and to obtain copy thereof. In particular, the following documents will be made available: (i) the Directors' Report on the first item of the ordinary session agenda, at least 30 days prior to the date fixed for the Shareholders' Meeting pursuant to art. 125-ter of the Italian Financial Services Act and (ii) the Directors' Report of the first item of the extraordinary session agenda, at least 21 days prior to the date fixed for the Shareholders' Meeting pursuant to art. 125-ter of the Italian Financial services Act and to art. 72 of Consob Regulation 11971/99. Those same document will be further made available in the Company's Internet website

www.astaldi.com ("*Governance/Shareholders' Meeting*" section) and through the authorized storage server at www.1info.it. A report summarizing the vote results, setting forth the number of shares attending the Shareholders' meeting, personally and by proxy, the number of shares voted, the percentage of capital represented by such shares, as well as the number of shares voted for and against the resolution, and the number of abstentions, will be further published within five days after the Shareholders' Meeting in said section of the Company's Internet website. The minutes of the Shareholders' Meeting as per section 2375 of the Italian Civil Code will be anyway made available at [www.astaldi.com](http://www.astaldi.com) ("*Governance/Shareholders Meeting*" menu) within thirty days after the date on which the Shareholders' meeting was held.

**EXPERTS, FINANCIAL ANALYSTS AND JOURNALISTS.**

Accredited experts, financial analysts and journalists desiring to attend the Shareholders' Meeting will have to file a proper application with Astaldi S.p.A. – Attn. Corporate Communications & Investor Relations Dept. – by e-mail to the address investor.relations@astaldi.com or by fax to No. +39-06-41.76.67.33 – not later than two working days before the date fixed for the first call Meeting.

This notice of calling is published in the Company's website [www.astaldi.com](http://www.astaldi.com) ("*Governance/Shareholders Meeting*" menu) on December 23,2014, and as an abstract in the daily newspaper "Il Sole24Ore" of December 23, 2014.

Rome, this 23<sup>rd</sup> of December,2014

**On behalf of the Board of Directors**

The Chairman

Paolo Astaldi