

**ASTALDI Società per Azioni**

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

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

**Register with the Register of Companies of Rome under taxpayer code No. 00398970582**

**PROXY TO ATTEND SHAREHOLDERS' MEETING**

In connection with the Ordinary and Extraordinary Meeting of the Shareholders called to be held at the Company's registered office in Rome, Via Giulio Vincenzo Bona 65, on the 20th of April, 2016, at 9:00 a.m. at first calling and, if necessary, at second calling on the 21st of April, 2016, same place and time, to discuss and resolve upon the following

agenda:

*In ordinary session:*

1. Approval of the financial statements at 31 December 2015. Related and consequent decisions.
2. Allocation of operating profit.
3. Determination of number of members of the Board of Directors.
4. Determination of term of office of the Board of Directors.
5. Appointment of members of the Board of Directors.
6. Determination of the compensation of the members of the Board of Directors.
7. Decisions in the matter of purchasing and selling treasury shares.
8. Incentive plan. Related and consequent decisions.
9. Remuneration report: remuneration policy.

*In extraordinary session:*

1. Amendments to the company's Bylaws (art. 2).
2. Amendments to the company's Bylaws (art. 20).
3. Amendments to the company's Bylaws (introduction to art. 22-ter).

the undersigned<sup>1</sup>

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a shareholder of Astaldi S.p.A. (hereinafter referred to as "Shareholder") does hereby issue this proxy to:

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<sup>1</sup> Enter the Shareholders' details as set forth in the copy of the notice to attend the shareholders' meeting issued by the brokers pursuant to the laws and regulations in force.

<sup>2</sup> Enter the proxyholder's name, surname or corporate name and taxpayer code.

so that he/she may represent the same for all of the shares entitled to vote at the Shareholders' meeting <sup>3</sup>, fully endorsing the proxyholders' acts.

In witness whereof.

Shareholder's signature \_\_\_\_\_

Place and date of signature \_\_\_\_\_

**(\*) INFORMATION NOTE UNDER ART. 13 OF D.LGS. 196 OF JUNE 30, 2003, ON THE PROCESSING OF PERSONAL DATA**

*Astaldi S.p.A., with registered office in Via Giulio Vincenzo Bona, 65 – 00156 Rome (as "Data Controller"), desires to inform you that the personal data provided by you will be processed exclusively for the purpose of enabling the Company to manage the meeting event and to fulfil the law obligations connected therewith. Failure to provide the date required in the proxy form will cause the proxyholder not to be allowed to attend the Meeting.*

*Your personal data will be collected on paper and/or IT supports and processed according to methods strictly connected with the above purposes and, anyway, in compliance with the provisions of D.Lgs. 196/2003.*

*You may exercise, at any time, the rights you are entitled to under art. 7 of D.Lgs. 196/2003 (including obtaining information on you personal data and on the way they are used; obtaining the update, modification, erasure of the same or opposing to the processing of them due to well-grounded reasons, obtaining a list of those responsible for the processing of your personal data) by contacting the "Affari Societari, Corporate Governance e Ufficio di Presidenza" Dept., Via Giulio Vincenzo Bona, 65 – 00156 Rome.*

*Your personal data may be examined by Company's employees or collaborators expressly authorized to process the same, in their capacity as Data Controllers or Data Processors, in connection with the above purposes.*

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<sup>3</sup> The proxyholder is required to check-in at the Shareholders' meeting with a copy of the notice issues by the brokers pursuant to the laws and regulations in force, and with his/her own identity document.