

Extract pursuant to Article 122 of Legislative Decree no. 58/1998 (“TUF”) and Article 129 of the CONSOB’s regulation No. 11971/1999 (the “Issuers’ Regulation”) as subsequently amended and integrated.

On February 14, 2019 Astaldi S.p.A. – with registered office in Rome, at Via Giulio Vincenzo Bona No. 65, registered in the Companies’ Register of Rome with No. 152353, fiscal code No. 00398970582, VAT No. 00880281001, with a share capital equal to Euro 196.849.800,00, fully paid-in (“**Astaldi**” or the “**Company**”), has filed with the competent Court of Rome a request to be admitted to a procedure of composition with creditors’ (“*proposta di concordato preventivo con continuità aziendale*”) pursuant to Articles 161 and 189-*bis* of the Italian Bankruptcy Law (the “**Composition with Creditors’ Proposal**” or the “**Proposal**”). The Proposal presented by Astaldi is based on and incorporates the contents of a previous offer presented by Salini Impregilo S.p.A., with registered office in Milan, at Via dei Missaglia No. 97, registered in the Companies’ Register of Milan, fiscal code No. 00830660155, VAT No 02895590962, with a share capital equal to Euro 544,740,000.00, fully paid-in, (“**Salini Impregilo**”), relating to a potential investment transaction aimed at strengthening Astaldi, to be executed in direct continuity (“*in continuità diretta*”) in the context of the Composition with Creditors’ Proposal presented by Astaldi. The Proposal, based on Salini Impregilo’s offer, has also been acknowledged and accepted by FIN.AST. S.r.l. – a limited liability company incorporated and existing under the Italian law, with registered office in Rome, at Via Panama 68, register in the Companies’ Register of Rome with No. 641404, fiscal code No. 06746000154 and VAT No. 00861951002 – (“**FINAST**”) which – in its quality as controlling shareholder of Astaldi - has notified to the Company itself its irrevocable undertaking to perform all the actions that, pursuant to the Proposal, shall be performed by FINAST itself.

Notwithstanding the effective implementation of the Proposal of Composition’ with Creditors is currently uncertain, since it is subject to several conditions, including the admission by the Court, the subsequent approval by the majority of Astaldi’s creditors, as well as the homologation by the Court in the context of the insolvency procedure, the Proposal itself includes certain undertakings which could immediately be significant pursuant to Article 122, paragraph 1, of TUF.

Such undertakings relate to: **(1)** all the No. 39.605.495 shares of the Company held by FINAST as of February 14, 2019, representing 40.239% of the share capital of Astaldi and entitling to 52.646% of the voting rights and **(2)** all the No. 12.327.967 shares of the Company held by FINAST through Finetupar International S.A. – a company incorporated and existing under the law of Luxembourg, with registered office in Luxembourg, at Route d’Esch 412F, 2086, registered in the competent Companies’ Register with No. B40259 – as of the execution date of the Agreement, representing 12.525% of the share capital of Astaldi and entitling to 16.409% of the voting rights. Please note that at the same date Salini Impregilo does not hold any shares or other financial instruments of the Company.

For a detailed description of the above, please refer to the essential information available on the website of the Company www.astaldi.com, section “*Governance - Shareholders’ Agreement*”, and on the authorized storage mechanism “*1INFO*” website www.1info.it.

An extract of the significant undertakings pursuant to Article 122 TUF has been filed with the Companies’ Register of Rome, as required by law.