

Explanatory notes to the financial statements

as of 31 December 2001

The operations of the Company in 2001 are reflected in the balance sheet and in the income statement, which constitute the accounting scheme of this complex document. Therefore, this document is a summary of values and other components referring to the activity both in the domestic and foreign environments.

In some cases, indicated in the following notes, some items of the balance sheet and of the income statement have been reclassified for the purposes of a better presentation.

The balance sheet and the income statement include the values relating to the foreign branches, the accounting systems of which are in multi-currency and the results of which are translated into Euro adopting the official exchange rates derived from the publications of the Foreign Exchange Agency.

The balance sheet clearly and specifically indicates all items of the assets and liabilities.

The memorandum accounts are shown after the balance sheet.

The income statement presents the typical connotations of the business sector in which the Company operates.

For the purposes of a complete disclosure, the statement of changes in the financial position is presented as an attachment.

Accounting policies adopted in the preparation of the balance sheet and of the income statement

The financial statements have been prepared in accordance with Law provisions governing financial statements presentation and with the format provided for by Legislative Decree of April 9, 1991, No. 127. As such, the principles of: continuance as a going concern, prudence, accrual basis and clarity were followed, so that to give a true and fair view of the operations during the period under review.

The accounting policies and valuation criteria adopted comply with the provisions of article 2426 of the Civil Code and with those issued by the Consiglio Nazionale dei Dottori Commercialisti e dei Ragionieri; these policies are consistent with those of the prior year.

Moreover, so as to better present the financial

position, accounts receivable sold with recourse have been removed from the balance sheet and the amount of the recourse liability is stated in the memorandum accounts.

Receivables and payables with subsidiaries, affiliates and other entities, deriving for significant amounts from the transactions with consortia, are shown net with reference to the prevailing balance with each entity.

In the paragraph describing related party transactions, the gross amounts of receivables and payables with these entities are given.

There have been no departures in accordance with articles 2423 and 2423 bis of the Civil Code.

The items represented by Arabic numbers which have a zero balance in the current and the previous year are not included in the financial statements; consequently, the numbering is not consecutive.

The financial statements are presented in units of Euro, according to article 16 of Legislative Decree 213/1998; therefore, the financial statements of the prior year, originally presented in lire, were translated into Euro for the purposes of comparison of the 2001 figures. In addition, the transition from lire to Euro in the maintenance of the books of accounts and the rounding to units of Euro resulted in a rounding difference, which is classified as "Euro conversion difference" in net equity.

Accounting policies

The accounting policies and valuation criteria adopted comply with the provisions of article 2426 of the Civil Code and reflect those issued by the Consigli Nazionali dei Dottori Commercialisti e dei Ragionieri (Italian Accountants Association).

The accounting policies and valuation criteria adopted are the following.

a) Intangible fixed assets

Intangible fixed assets represent costs and expenses with a useful life of more than one year and are accounted for and stated on the basis of the cost actually incurred, including any accessory charges.

They are shown in the financial statements net of accumulated amortization, provided for on basis the residual useful life; in particular:

- formation and start-up costs, which

represent the costs incurred for the capital increase, are amortized on a straight line basis over five years;

- the costs relating to the purchase of rights to use patents and licenses, trademarks or similar rights are charged to income on the basis of the estimated useful life;
- concession rights represent the symbolic value of the right relating to car park spaces for sale in Turin and Bologna. They are charged to income in the year of sale;
- intangible fixed assets in progress represent the costs incurred in 2001 for the listing on the Stock Exchange; the listing procedure will be completed in 2002;
- construction site installation costs show the costs incurred for planning and organizing awarded contracts and are charged to income according to the progress of the contract;
- tenders preparation costs, for participating to tenders (awaiting formal awarding), are shown net of those costs for which there is no reasonable certainty regarding the award of the contract (charged to income); in case of award, these costs are charged to income on the basis of the progress of the related works.
- other intangible fixed assets are mainly ascribable to the value of the contractual rights acquired for current projects both in Italy and abroad, to expenses for studies and planning and to other sundry fixed assets.

As concerns the amortization criteria of the expenses included in this item, we state below the different methods used:

- the value of the contractual rights is charged according to the progress of the relative contracts, in compliance with current regulations;
- the expenses for studies and planning are amortized on a straightline basis over the residual duration of the contract or 5 years, whichever is shorter.

b) Tangible fixed assets

The valuation of the Tangible fixed assets, representing buildings, plant, machinery and equipment used for the business activity, has been made on the basis of the purchase price and the construction cost, including accessory charges.

For some tangible fixed assets (land, buildings, plant, machinery and tooling) revalua-

tions were made pursuant to Laws No. 72 of 19 March 1983 and No. 413 of 30 December 1991.

Modernization and improvement costs, which extend the economic life of the asset, are capitalized.

Depreciation is provided on a straight-line basis over the residual useful life, within the limits of the tax rates deemed representative of the estimated useful life of the assets.

Assets without charge are depreciated over their useful life or the duration of the concession, whichever is lower.

Depreciation rates are reduced by 50% in the year of purchase.

Capital grants are accounted for at the time a formal grant resolution is given.

c) Equity interests

Equity interests include investments, receivables from subsidiaries and associated and other receivables with a financial nature.

Investments held by the Company are stated at purchase cost, including the revaluation made pursuant to Law No. 72/83, or at the subscription or purchase value.

The cost is adjusted to reflect permanent impairment of value, if the companies incurred losses and profits to offset such losses are not deemed to be recognized in a reasonable time. In case of equity deficit, the corresponding proportion is provided for in the Fund for risks from investments, included, in the liabilities, in the Fund for risks and charges.

Dividends are recognized on an accrual basis when the right to collection occurs, pursuant to the resolution passed by the general meeting of the companies in which an equity interest is held (or by the Board of Directors in the event of subsidiary companies) to distribute the profit or any of the reserves.

This is on conditions that the date of approval of the financial statements of the subsidiary and the relative resolution to distribute the profits be prior to the approval of the financial statements of the beneficiary company.

Own shares are carried at purchase cost and a reserve is accounted for in net equity for the same amount.

d) Accounts receivable and accounts payable

Accounts receivable are stated at their estimated realizable value by appropriate allocations adjusting the nominal values. Accounts payable are stated at their nominal value.

e) Foreign currency transactions

Accounts receivable and accounts payable in currencies other than the functional currency are stated at the exchange rate applicable at the date they are recorded.

f) Raw materials and consumables

Are valued at the average purchase cost which is however lower than current market prices.

g) Work in progress and components

Works in progress are valued at construction cost, taking into account the realizable values.

h) Contracts in progress

Contracts in progress - awarded by contracting parties for works beyond one year - are carried in accordance with the stage of completion of works, not certified at year-end, but identified with reasonable certainty, and by applying the consideration contractually agreed.

This valuation also took account of uncertified reserves.

The operating margins of the works are adjusted by means of the contractual risks fund, so that to show them on the basis of the accrual method.

Costs incurred for works comprise:

- cost of purchases of raw materials;
- cost of services provided by subcontractors;
- labor costs;
- indirect costs.

Selling, general and administrative costs are charged to income as incurred.

Revisions of margin estimates made during a contract are reflected in the period such estimates are reviewed.

Should the total estimated costs of a contract show a loss, the total amount of such loss is accrued in the contractual risks fund.

Contracts are considered closed at completion of all significant activities to be performed, including the support to the tests and acceptance by the customer.

The valuation of contractual reserves, as indicated by the rules of the "Legge Quadro" in connection with public works, representing claims with economic contents different from those due to the contractor pursuant to Law or contractual provisions, was made on the basis of technical and legal considerations as to the reasonable positive outcome of the claims with the customers.

Works with a duration of less than one year are carried at the actual costs incurred.

i) Finished products and goods for resale

They represent the construction costs of building projects to be sold, which are lower than current market prices.

l) Investments which are not permanent

Securities and current financial assets are shown at the lower of specific purchase cost, including accessory charges, and market value assessed on the basis of the prices on regulated markets or other financial market indicators.

m) Cash at bank and in hand

Cash at banks and in hand represents the amounts available at year and the balances of the bank accounts.

n) Accruals and deferrals

These are calculated on an accrual basis.

o) Provision for employee severance indemnity

The provision for employee severance indemnity is allocated systematically according to the years of service and in compliance with the Laws and labor contracts currently in force in Countries where the group companies operate.

This provision states the amount owed to the employees. Utilization of the provision occurs when employment is terminated and upon the payment of advances as per Law 297/82.

p) Memorandum items

- Personal guarantees represent guarantees in favor of third parties on behalf of group companies, in connection with debts or other liabilities of the latter; such guarantees are shown at their nominal value.
- Commitments regarding derivative contracts, which imply the forward exchange of funds or other assets or of their differentials, are shown at contractual consideration; commitments for other derivative contracts are shown at the notional amount.
- The risk of recourse of factored receivables is shown at the nominal value of such receivables.

q) Taxation

Taxation is stated on the basis of the current tax Laws in force in the countries in which the Group companies operate. Deferred and prepaid taxes, are recognized according to the liability method; therefore, they reflect the fiscal effects of timing differences between the fiscal val-

ues of assets and liabilities and the corresponding values in the consolidated financial statements.

Prepaid taxes are recognized only if there is a reasonable chance of recovery; deferred taxes are not recognized in case the relative liability will not be incurred.

Deferred tax liabilities and receivables for prepaid taxes, when present, are classified in the fund for risks and charges and in other receivables in current assets, respectively.

r) Derivative products

The Company utilizes derivative products to manage interest and foreign currencies exchange rate fluctuations. Interest differentials on interest rate swaps ("IRS"), used to hedge borrowings, are shown as an adjustment of interest expense over the duration of the IRS.

In order to hedge exchange rate fluctuations of borrowings in foreign currencies, monetary assets and liabilities, substantially relating to contracts beyond one year, the Company enters in currency swaps ("DCS"). The cost of forward contracts (the difference between the spot rate at the beginning of the contract and the forward rate) is charged to income in accordance with the accrual basis.

s) Transactions with parent, subsidiaries, associated and related parties

Transactions with subsidiaries (both consolidated and unconsolidated), associated and other related parties are made at normal market conditions.

There are no significant commercial or financial transactions with the parent.

t) Foreign permanent establishments

The balances of foreign permanent establishments are accounted for on the basis of a multicurrency system and translated into Euro at the exchange rates prevailing at year-end. In order to verify their adequacy, the results of this methodology, also in accordance with current fiscal rules, are compared to those deriving from the adoption of current accounting principles. The adoption of the mentioned methodology, determines the recognition of a translation reserve of deficit, reflected in net equity.

u) Income statement

The positive and negative income components are accounted for on an accrual basis.

Revenues from sales are recognized at

consignment of the goods, revenues from services are recognized when the service is rendered and in accordance with the related contracts.

It is to be noted that the change in inventory does not match the difference between ending and opening inventory; This is due to different exchange rates adopted (average rate in the income statement and year end rate in the balance sheet) and to the effects of changes in the consolidation area.

With reference to the split operation commented in the directors' report, the following are the principal amounts split (Euro thousand):

- tangible fixed assets	469
- equity interests	14,721
- receivables	10,401
total assets split	25,591
- contractual risks fund	10,230
- payables	15,258
total liabilities split	25,488
Net equity split	103

On July 2, 2001 the holding company Astaldi S.p.A. merged the subsidiary Italstrade S.p.A., with fiscal and statutory effects from January 1, 2001.

Comments on the items of the balance sheet an the memorandum accounts and on the changes in respect of the prior year

ASSETS

B) I - INTANGIBLE FIXED ASSETS

They amount to Euro 35,881 thousand.

The changes are shown in the attached table. The main are commented below.

B) I 1 - Formation and Start up costs

The item, for a total of Euro 2,153 thousand, decreased by Euro 723 thousand, in connection with the normal amortization of the year.

B) I 3 - Right of use of patents

The item, for Euro 744 thousand, decreased by Euro 230 thousand; it is worth noting however that the item increased by Euro 124 thousand, referring to the purchase of a number of software packages with a limited license and a net increase of Euro 130 thousand deriving from the merger of Italstrade.

B) I 4 - Concessions, licenses, trade marks and similar rights

The item refers the value of the right of space of the parking lots in Turin "Palazzo", Turin "Corso Stati Uniti" and Bologna "Piazza VIII Agosto". The item increased significantly from last year, for Euro 4,607 thousand, due to the capitalization for the completion of the construction of the parking lots in Turin Corso Stati Uniti and Bologna, it also decreased by Euro 4,039 thousand for the almost entire sale of the parking lots in Bologna.

B) I 6 - Tangible fixed assets under construction and payments on

The item refers to the capitalization of the costs incurred during the year for the listing on the Stock Exchange, which will be completed in the current year.

B) I 7a - Construction site installation costs

The balance shows a significant increase with respect to the prior year, due to the balances deriving from Italstrade and ordinary increases deriving from new initiatives both in Italy and abroad, for Euro 3,605 thousand.

B) I 7b - Cost of preparing tenders

The balance shows a net increase with respect to the prior year of Euro 707 thousand, due to the capitalization of costs incurred for tenders, in Italy and abroad, for which a reasonable certainty exists in respect of the award.

B) I 7c - Other

The balance in the financial statements amounts to Euro 22,172 thousand.

The increase for Euro 9,235 thousand is due to, for the greatest portion, balances deriving from Italstrade and for Euro 1,177 thousand to new capitalization regarding Iricav Due, the balance of which at December 31 2001 amounts to Euro 13,166 thousand. It is worth noting that, following the contract cancellation by the customer (T.V.A. S.p.A.), an arbitration was started, for which it is deemed that no liabilities will be incurred by the Company.

The decrease refer to amortization, mainly regarding the restructuring of the building in Via Vincenzo Bona and to the amortization of deferred costs of the work Iricav Uno pertaining to Italstrade.

B) II - TANGIBLE FIXED ASSETS

They include land and buildings, plant, machinery, vehicles, tools and other assets, including fixed assets in progress and advances, for a total amount of Euro 29,135 thousand.

The analysis is given in attachment.

The main changes, shown in the attachment referred to above, are as follows:

- acquired fixed assets as a result of the merger of Italstrade;
- normal renewal process and disposal of the buildings in Via Po, 11/15 in Rome, which were previously used as legal office of the Company.

B) III - INVESTMENTS

B) III 1 - Equity interests

They amount to a total of Euro 48,919 thousand and is detailed below (Euro thousand):

	31.12.00	Additions	Disposals	31.12.01
subsidiaries	24,517	27,749	(15,446)	36,820
associated	22,909	1,327	(14,244)	9,992
other entities	2,351	338	(583)	2,106
Total	49,778	29,414	(30,273)	48,919

The most significant changes are:

- increase in the interest held by new Italstrade S.p.A. ex Place Moulin, for Euro 21,384 thousand;
- increase of investments deriving from ex Italstrade, for Euro 5,466 thousand;
- increases for the formation of new initiatives, both in Italy and abroad, for Euro 1,088 thousand;
- decrease due to the elimination of the carrying value of ex Italstrade S.p.A., for Euro 12,428 thousand;
- decrease, for Euro 14,727 thousand, referring to the interests in Consorzio Porce II and Columbus L.A. de Costrucionnes S.A., which were part of the split of the works segment, no more deemed strategic;
- decrease due to the transfer to new Italstrade (formerly Place Moulin) of foreign investments for Euro 792 thousand.

The list of investments is given in attachment.

B) III 2 - Loans

The item amounts to Euro 53,369 thousand with an increase, with respect to the prior year of Euro 8,704 thousand. For additional details, reference is made to the attachment.

Receivables from investments represent interventions of a financial nature, made by the Company to support, in particular, works in progress, mainly abroad; as well as financing granted to companies in liquidation.

No receivables in the financial statements have maturity beyond 5 years.

It is also worth noting that receivables from others include Euro 23,718 thousand, relating to the portion of receivables sold with recourse, unpaid by the financial institutions. For purposes of clarity, the same item of last year has been reclassified for Euro 7,875 thousand.

B) III 4 - Treasury stock

The item does not show any changes in the year and refers to the purchase cost of 108,000 shares, the par value of which was increased during the year from lire 12,500 each to Euro 6.46 each, following the conversion of the share capital into Euro.

C) I - INVENTORY

Inventory amounts to Euro 223,779 thousand and comprises:

- raw materials, and consumables for Euro 14,016 thousand; with respect to the prior year, it decreased by Euro 3,797 thousand; the change in the balance sheet does not match that in the income statement due to the fluctuation of exchange rates of foreign branches.
- works in progress for Euro 195,623 thousand. This amount is net of claims sold with recourse for Euro 40,381 thousand; the risk of recourse is included in the memorandum accounts. This item increase with respect to the prior year of Euro 55,244 thousand and is analyzed as follows (Euro thousand):
 - Italy Euro 166,403 thousand
 - abroad Euro 29,220 thousand

- finished products and goods for Euro 11,313 thousand; the balance represents the building initiatives completed and awaiting sale, referring to the building complex "Leonardo da Vinci" in Prato. During the year, the item decreased by Euro 10,809 thousand, due to sales of some building units;
- assets and materials in transit for Euro 2,827 thousand; the increase with respect to the prior year is of Euro 2,479 thousand.

C) II - ACCOUNTS RECEIVABLE

Accounts receivable amount to a total of Euro 367,585 thousand, net of the allowance for bad debts and for penalty interest of Euro 14,568 and Euro 2,536 thousand, respectively. The analysis of each component of this item, as well the changes during the year, are given below.

C) II 1 - Trade receivables

This item amounts to Euro 130,823 thousand, net of the allowance for bad debts and for penalty interest, and refers to receivables from customers, both for issued invoices and certified stage of completion not yet billed.

With respect to the prior year, the item increased by Euro 4,980 thousand.

This change, substantially due to the reduction of average terms of collection, is also caused by factor transactions (with recourse), which helped a portion of invested capital to be transformed into liquidity.

In connection with the above, the transactions entered into are summarized below (Euro thousand):

	receivable	financing	net receivable
Venezuela	74,622	63,483	11,139
Italian works	57,644	45,065	12,579
Total	132,266	108,548	23,718

To better clarify these transactions, it is worth noting that the Venezuelan customer paid a significant amount (approximately Euro 36 million) of the year end balance in the month of January. The remaining balance will presumably be collected next April, at completion of the financing operation.

The following table gives the changes in the risk funds directly deducted from the receivables in question (Euro thousand):

Allowance for bad debts

At 12.31.00	2,319
merger	2,820
transfer	(571)
provision for the year	10,000
At 12.31.01	14,568

Allowance for penalty interest

At 12.31.00	2,647
merger	840
utilization for interest collected	(1,086)
provision for the year	134
At 12.31.01	2,535

At December 31, 2001, the Group has approximately Euro 15 million of forward contracts to hedge the exchange rate risk referring to some transactions in US dollars. The forward contracts at December 31, 2001 matured in January 2002.

C) II 2 - Receivables from subsidiaries

(Euro/thousand) 81,352

The increase with respect to the prior year amounts to Euro 17,188 thousand.

For the analysis of the composition of these receivables, reference is made to the table attached to these explanatory notes.

C) II 3 - Receivables from associated (Euro/thousand) 32,911

The increase with respect to the prior year amounts to Euro 7,172 thousand.

For the analysis of the composition of these receivables, reference is made to the table attached to these explanatory notes.

C) II 4 - Receivables from parent (Euro/thousand) 5

The increase with respect to the prior year amounts to Euro 5 thousand. They refer to commercial transactions with Fin.Ast. S.r.l..

C) II 5 - Other receivables (Euro/thousand) 122,493

The item, net of the allowance for penalty interest from the tax administration and from other receivables, increased Euro 67,535 thousand, and is detailed as follows:

C) II 5a - Tax authorities (Euro/thousand) 56,940

The balance is net of the allowance for penalty interest for Euro 197 thousand, unchanged during the year.

C) II 5b - Receivables from personnel (Euro/thousand) 835

The increase with respect to the prior year amounts to Euro 304 thousand.

C) II 5c - Receivables from Social security Institutions (Euro/thousand) 1,546

The increase with respect to the prior year amounts to Euro 992 thousand.

C) II 5d - Caution money (Euro/thousand) 696

The increase with respect to the prior year amounts to Euro 356 thousand.

C) II 5e - Receivables from other equity interests (Euro/thousand) 1,401

The decrease with respect to the prior year amounts to Euro 356 thousand.

C) II 5f - Other amounts receivable (Euro/thousand) 61,074

The balance is shown net of the allowance for penalty interest for Euro 1,088 thousand; with respect to the prior year, the item increased by Euro 36,861 thousand.

This item shows the most significant change as a result of balances deriving from the accounting records of ex Italstrade.

The most significant amounts are summarized below:

- receivables from other customers, regarding revenues from sales of goods and services (services to subcontractors, sale of tooling and goods, sale of buildings), in addition to capital grants connected to the Bologna and Turin Parking lots, for Euro 29,210 thousand;
- receivables from subcontractors and suppliers, for contractual advances on services and supplies, for Euro 8,667 thousand
- receivables for advances given to members of arbitrations in connection with specific claims with customers, for Euro 5,533 thousand.

C) III - INVESTMENTS WHICH ARE NOT PERMANENT

C) III 6 - Other investments (Euro/thousand) 40,830

The item under review, which shows a total decrease of Euro 45,732 thousand, is composed as follows (Euro thousand):

Titoli di stato venezuelani	37,205
Fondo Further Credit-Arner	3,146
BNL fondo immobiliare	254
Azioni Mediaset	163
Altri titoli minori di investimento	60
Obbligazioni Acer 10% 1990/2002	2
Total	40,830

It is worth noting that during 2001 State Bonds held at December 31, 2000 and maturing on July 1, 2001 were sold. The sale, at par value, resulted in a net gain of Euro 257 thousand.

The most significant value, for Euro 37,204, refers to the bonds of the Venezuelan republic, collected as compensation for the construction of the Tuy Railway. Although the market value of such bonds at year end was lower than the par value, no write downs were made, in consideration of the agreement with the customer that provides for the recovery of any losses from sales.

C) IV - CASH AT BANK AND IN HAND

They amount to Euro 121,017 thousand and are represented by cash at the head offices and at the construction sites for Euro 153 thousand and by deposits with banks for Euro 120,864. No checks are present. Funds in foreign currencies are translated at the year end exchange rates. The increase was of Euro 73,488 thousand.

The most significant change refers to the collection deriving from the sale of receivables indicated above. In this connection, it is worth noting that the factoring operations, in order to ease the utilization of the funds advanced by the factor, the Company pledged the balance of the bank account where such funds were received, for Euro 58,000,000.00.

D) - PREPAYMENTS AND ACCRUED INCOME

They amount to Euro 1,743 thousand, with a decrease of Euro 1,632 with respect to the prior year. They consist of accrued income for Euro 48 thousand and by prepayments for Euro 1,695 thousand. The latter refer to insurance premiums, guarantee commissions, financing charges, interest and other minor items.

The item refers to Italy for Euro 1,423 thousand, the remainder pertains to the foreign branches. During the current year the allocation of the portion of exchange losses, realized on monetary items expressed in Euro Zone currencies (article 18c.6 of Legislative Decree 213/98), was completed for Euro 90 thousand.

LIABILITIES**A) - SHAREHOLDERS' EQUITY**

During 2001, the par value of the shares, originally of lire 12,500 each, was converted to Euro 6.46, pursuant to article 17 of Legislative Decree 213/98, taking the total rounding of Euro 38,785.41 from the extraordinary reserve. As a result of this, the share capital amounts to Euro 58,421,010.00.

It should also be noted that during 2001, in accordance with the provisions of articles 2504 septies and following of the Civil Code, the partial split of a business segment was effected, which was no more deemed strategic. This caused a reduction of the extraordinary reserve of an amount of originally lire 200,000,000 (Euro 103,291.38).

Shareholders' equity amounts to Euro 145,056 thousand, including the net profit for the year of Euro 33,237 thousand.

As a result on the movements occurred, it is composed as follows:

I) SHARE CAPITAL

Balance at 12.31.00	Euro/thousand	58,382
represented by 9,043,500 ordinary shares of a par value of lire 12,500 each.		
Balance at 12.31.01	Euro/thousand	58,421
represented by 9,043,500 ordinary shares of a par value of Euro 6.46 each.		

II) SHARE PREMIUM RESERVE

Valore al 31.12.01	Euro/thousand	8,757
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IV) LEGAL RESERVE

Balance at 12.31.00	Euro/thousand	4,668
Balance at 12.31.01	Euro/thousand	4,962
Net equity increased by Euro 294 thousand, deriving from the allocation of a portion of the net profit, resolved by the shareholders on July 5, 2001.		

V) RESERVE FOR OWN SHARES

Balance at 12.31.00	Euro/thousand	361
Balance at 12.31.01	Euro/thousand	361

VII) OTHER RESERVES

1) Conversion reserve or deficit

Balance at 12.31.00	Euro/thousand	21,372
Balance at 12.31.01	Euro/thousand	19,880

The decrease in this reserve is due to the effects of applying the multi currency system, which requires the transactions to be posted in the original currency of the foreign branches and the translation into Italian lire at year end for the purposes of preparing the financial statements; the balance has been significantly affected by the decline of the US dollar with respect to the prior year; in fact the US dollar is the reference currency for some important foreign works.

2) Reserve for special risks

Balance at 12.31.00	Euro/thousand	798
Balance at 12.31.01	Euro/thousand	798

3) Extraordinary reserve

Balance at 12.31.00	Euro/thousand	2,876
Balance at 12.31.01	Euro/thousand	3,711

In 2001 this reserve increased by Euro 835 thousand, as follows: as to Euro 977 thousand increase for the allocation of a portion of 2000 net profit, resolved upon on July 5 2001, as to Euro 103 thousand decrease as a result of the split of the works segment and as to Euro 39 thousand utilized for the conversion of the share capital into Euro.

4) Reserve for merger difference

Balance at 12.31.00	Euro/thousand	---
Balance at 12.31.01	Euro/thousand	14,930

This reserve was set up in the current year and derives from the merger of ex Italstarde S.p.A..

5) Euro conversion difference

Balance at 12.31.00	Euro/thousand	---
Balance at 12.31.01	Euro/thousand	2

Attached to these notes, the statement of changes in shareholders' equity is given.

B) - PROVISION FOR CONTINGENCIES AND CHARGES

At 31 December 2001, the fund for risks and charges amounted to Euro 93,099 thousand, versus Euro 39,034 thousand of the prior year.

The changes of the year are as follows (Euro thousand):

	12.31.00	Provisions	Merger	Utilization	Split	Transfer	12.31.01
provision for contractual liabilities	38,198	42,258	36,596	(25,003)	(10,230)	(2,099)	79,720
provision for equity interest liabilities	897	146	13,826	(69)	---	(1,422)	13,378
Total	39,095	42,404	50,422	(25,072)	(10,230)	(3,521)	93,098

The utilization of the fund for contractual risks, refers to:

- for Euro 10,230 thousand connected to the partial split of the business segment;
- for Euro 2,099 thousand following the transfer of the business segment to Italstrade S.p.A (formerly Place Moulin);
- for Euro 25,003 thousand as utilization in connection with losses incurred in 2001 and relating to Italian and foreign works and to the deficit of the subsidiary Alosa Immobiliare S.p.A. in liquidation, the economic effects of which had already been reflected in the prior years.

It is also to be noted that a provision to the fund has been made for Euro 42,258 thousand, in connection with works in progress and on the basis of their progress and of the final outcome of the works, and for Euro 36,596 thousand deriving from the balances of ex Italstrade S.p.A..

C) - EMPLOYEE SEVERANCE INDEMNITY (Euro thousand)

<i>Balance at 12.31.00</i>	8,003
merger	2,905
provisions and revaluation	2,772
utilization of the year	(5,719)
transfer	(157)
<i>Balance at 12.31.01</i>	<u>7,804</u>

D) - ACCOUNTS PAYABLE

This item comprises the following:

D) 2 - Debenture loan Euro/thousand 36,152

Accounts payable are composed as follows:

- *convertible debenture loan* amounting to Euro 36,152 thousand, issued by the Company in accordance with shareholders' resolution of July 20, 2000, constituted by No. 2,117,200 debenture bonds with the following characteristics:
 - **duration** 1.8.2000 - 31.7.2003;
 - **remuneration** with six month variable interest rate, corresponding to the six month Euribor plus 25 base points, calculated according to the average quotations of Banca di Roma S.p.A., Interbanca S.p.A. and Sofipa S.p.A. on the fifth working day preceding that of the coupon;
 - **six month enjoyment** at January 31 and July 31 each year;
 - **conversion ratio**: the debenture bonds are convertible into Astaldi shares at the ratio of one ordinary share for each subscribed debenture bond.

During the year, the debenture loan of originally lire 7,000 million issued by Gruppo Dipenta Costruzioni S.p.A. was paid off for Euro 2,582 thousand, realizing an extraordinary gain of Euro 1,033 thousand.

D) 3 - Payables to banks Euro/thousand 237,633

The item decrease by Euro 11,134 thousand. Bank borrowings included in the balance are indicated below; they are guaranteed as also indicated below:

- CARISBO financing for Euro 8,282 thousand, mortgage for Euro 20,658 thousand on the Bologna parking lots.
- CARIPRPC financing for Euro 910 thousand, mortgage for Euro 27,889 thousand on the Turin parking lots (Palazzo).
- CREDITO EMILIANO financing for Euro 2,589 thousand, mortgage for Euro 72,304 thousand on the buildings of the Center "Leonardo da Vinci" in Prato.
- MEDIOCREDITO financing for Euro 1,921 thousand, mortgage for Euro 41,317 thousand on the Turin parking lots (Corso Stati Uniti).

During the year the Banca di Roma mortgage loan relating to the building at Via Po 11/15 was paid off. Unsecured bank borrowing were paid off for Euro 10,241 thousand.

All above debts are classified as long term, net of the current portion.

At December 31, 2001, the Group has open Interest Rate Swaps ("IRS") with four banks, maturing between December 2002 and September 2006, relating to medium-long term financing in Euro and US dollars, for a total amount of Euro 120 million. The agreements were entered into to convert a portion of indebtedness from variable to fixed interest rate, so that to reduce the higher charges deriving from anomalous increases of interest rates of the reference currencies.

D) 5 - Advances Euro/thousand 63,539

They represent advances from customers for works and increase with respect to the prior year of Euro 22,222 thousand.

D) 6 - Suppliers Euro/thousand 122,806

These payables increase by Euro 33,523 thousand with respect to the prior year.

D) 8 - Payables to subsidiaries Euro/thousand 120,542

They increased by Euro 34,786 thousand with respect to the prior year.

D) 9 - Payables to associated Euro/thousand 46,421
They decreased with respect to the prior year by Euro 9,578 thousand.

D) 11 - Payables to Tax Authorities Euro/thousand 19,860
They increase by Euro 12,163 thousand with respect to the prior year and include the provision for the year.

D) 12 - Payables to Social Security Institutions Euro/thousand 3,941
They increase by Euro 1,477 thousand with respect to the prior year and derives from the merger of Italstrade S.p.A..

D) 13 - Other payables Euro/thousand 23,766
They increased by Euro 3,597 thousand with respect to the prior year.

As already shown in the financial statements, these payables are composed as follows:

D) 13a - Payables to other equity interests Euro/thousand 4,486

They increased by Euro 170 thousand with respect to the prior year.

D) 13b - Deposits Euro/thousand 35

D) 13c - Payables to personnel Euro/thousand 7,719

This item represents the amounts owed for the December salaries, as well as unused vacation leave and shows an increase with respect to the prior year of Euro 3,818 thousand.

D) 13d - Sundry Euro/thousand 11,525

They decreased by Euro 420 thousand with respect to the prior year.

The following are the major changes:

- mandatory companies, in connection with works performed by Temporary Associations of Companies, for collections on their behalf for Euro 3,198 thousand;
- down payments and advances for Euro 1,468 thousand, relating to the amounts collected on the basis of preliminary contracts pertaining to the building units of the Leonardo da Vinci complex in Prato and to the right of space of the parking lots in Bologna and Turin;
- other item referring to transactions not strictly related to the production activity, but anyway connected to it, for Euro 6,859 thousand.

E) - ACCRUALS AND DEFERRED INCOME

The balance amounts to Euro 1,988 thousand, and shows an increase of Euro 5,861 thousand; they refer to accrued liabilities for Euro 1,981 thousand and deferred income for Euro 16 thousand. The most significant balances refer to accrued interest on the debenture loan, mortgage loans and financing, as well as to the 14th month pay.

MEMORANDUM ITEMS

A) - Personal guarantees

The overall total stated in the financial statements is Euro 1,713,949 thousand and refers to:

1. guarantees for credit lines opened for non-consolidated sub-sidiary and affiliates, as well as other equity interests, in favor of banks for a total amount of Euro 159,957 thousand; these guarantees essentially cover credit lines opened by financial institutions to the companies;
2. guarantees issued by banks and/or insurance companies for works, on behalf of the Company, in favor of contracting parties for various reasons on behalf of subsidiaries, affiliates and other companies invested in, for a total amount of Euro 1,226,077 thousand;
3. other guarantees, for Euro 139,888 thousand, as follows:

guarantees in favour of:

- subsidiaries	Euro/thousand	83,998
- associated	Euro/thousand	21,160
- third parties	Euro/thousand	34,370

B) - Other memorandum items

This item, amounting to a total of Euro 170,253 thousand refers exclusively to the risk of recourse deriving from the sale of receivables with recourse, for Euro 148,929 thousand, and for the remaining portion to residual commitments relating to leasing contracts entered into for the purchase of real estate and movable property in Italy and abroad; the method adopted to account for leasing contracts is that provided for by the fiscal Law, requiring the charge to the income state-

ments of the lease payments, including interest. The adoption of the so-called financial method would disclose a higher net equity for Euro 4,003 thousand and a higher result for the year for Euro 850 thousand, net of the related tax effects.

D) - Third party guarantees in our favor

The item amounts to a total of Euro 17,772 thousand and represents guarantees issued by banks to insurance companies, on behalf of suppliers and sub-contractors, both Italian and foreign, relating to their contractual obligations with us.

Data relating to the components and to specific items in income statement

As far as the income statement is concerned, the following clarifications are given:

- a. revenues from works and services deriving from the core business amount to Euro 627,281 thousand; in respect to the prior year they show a significant increase of 32%;
- b. the production in 2001 amounts to Euro 655,515 thousand and shows a significant increase of 28%.

The production for works is shown in the following aggregates in Euro thousand:

	Italy	Abroad	Total
beginning inventory of works	(175,083)	(37,751)	(212,834)
ending inventory of works	211,849	29,219	241,068
beginning inventory of finished products	(17,351)	---	(17,351)
revenues from works beyond one year	389,038	237,347	626,385
revenues from works within one year	896	---	896
	409,349	228,815	638,164

- c. other revenues for Euro 94,431 thousand substantially refer to revenues not directly related to the Company's business and of a recurring nature. They include sales of building units in Prato and Milan, deriving from the records of ex Italstrade. The comparison with the prior year, shows an increase of 38%, mainly due to the sales of parking lots in Bologna and to the merger of Italstrade.

The detail in Euro thousand is as follows:

- utilization of funds	25,854
- gains from sale of fixed assets	21,956
- services rendered	21,540
- sale of goods	11,310
- sale of buildings	5,062
- sponsorships	4,212
- contractual rights	1,563
- other revenues	1,385
- rentals	1,297
- roundings	138
- gains from purchase of receivables	70
- insurance indemnities	44
Total	94,431

- Internal works, already detailed under BI - intangible fixed assets - amount to Euro 10,234 thousand and identify capitalized costs.
- Gains from sale of fixed assets, for the greatest portion, for Euro 16,266 thousand, relates to the sale of the building previously used as legal office of the Company;

- d. the costs of production amount to Euro 672,742 thousand and show an increase of approximately 32% with respect to prior year, due to cost increases and to the balances deriving from the merger of ex Italstrade S.p.A.. They are substantially composed of labor costs, services and other administration costs.

In particular:

- costs of services relate to:	
• costs of consortia for Euro, 263,830 thousand with an increase with respect to the prior year of 27%;	
• sub-contracts and materials for Euro 77,791 thousand with a slight decrease of 10%;	
• other production costs for Euro 78,583 thousand, including technical consultancy, services, transportation and maintenance.	
- rentals are represented by:	
• rentals for Euro 4,938 thousand;	
• leasing for Euro 6,190 thousand;	
• maintenance of third parties assets for Euro 142 thousand;	
• other rentals for Euro 190 thousand.	
- other administration costs in Euro thousand include:	
• fiscal, administration, legal and notary consultancy	9,373
• sundry administration expenses	7,084
• utilities	3,807
• taxes of the year	2,752
• Directors' and Statutory auditors' compensation	1,237
• insurance premiums	2,373
• loss from sale of fixed assets	555
	Total
	27,181

e. the cost of raw materials and consumption materials, net of ending inventory, amounts to Euro 61,212 thousand. The increase with respect to the prior year is due the balances deriving from the merger of ex Italstrade:

f. financial income from investments amount to Euro 9,172 thousand and include the following:

- income from subsidiaries for Euro 7,756 thousand referring to (Euro thousand):	
• R.I.C. - Railway International Construction S.p.A.	6,611
• Association en participation Astaldi Guinée	845
• Romis Construction S.r.l.	216
• Ass. Mom. Astaldi S.p.A. – Astaldi International Ltd. Guinée	74
• Closed liquidations	9
- income from affiliates for Euro 9 thousand referring to (Euro thousand):	
• Consorzio Cogitau	9

g. other financial income, for a total of Euro 14,912 thousand include (Euro thousand):

• spot forward transactions	5,454
• gains from exchange rate fluctuations	4,538
• interest income from third parties	1,486
• guarantees commissions	1,327
• interest from securities	1,106
• bank interest	1,001
	Total
	14,912

h. interest and other charges include (Euro thousand):

• interest on long term debts	14,274
• interest on short term borrowings	8,400
• discounts and other financial charges	2,484
• guarantees commissions	6,698
• losses from exchange fluctuation	5,031
• interest on debenture loan	1,861
• factoring charges	1,521
• interest on other debts	829
	Total
	41,098

It is noted that interest to long term financial institutions comprise (Euro thousand):

- interest on mortgage loans	1,481
- interest of financing	12,973

i. <i>Cover of losses:</i>	Euro/thousand	16,941
• subsidiaries		8,116
• associated		8,729
• other companies		95

The most significant amounts relate:

- for Euro 3,397 thousand, to the loss incurred by the subsidiary Alosa S.p.A. in liquidation. Such loss is connected to the payment made by the Company, as guarantor, of the final portion of bank indebtedness, guaranteed by the shareholders. It is also worth noting that the actions aimed at the recovery of the assets, by means of transactions, which should offset the remaining debts not guaranteed by the shareholders;
- for Euro 5,295 thousand, to the accumulated losses at December 31, 2001 of Astaldi Ferrocemento J.V. Pakistan;
- for Euro 4,471 thousand to the loss of Redo Association momentanee.

<i>Devaluation of equity interests</i>	Euro/thousand	118
• subsidiary companies		62
• associated companies		56

This item refers to the provisions made in respect of the deficits of investments, in particular those in liquidation.

<i>Provision for equity interest liabilities</i>	Euro/thousand	146
• subsidiary companies		130
• associated companies		16

This item represents the accrual for equity deficits, in particular referred to companies in liquidation.

- l. extraordinary income derives from insurance claims received, contingent and non-existent assets of an extraordinary nature for Euro 10,953 thousand.

The most significant are the following:

- gains from the transfer of investments to new Italstrade S.p.A. (formerly Place Moulin S.p.A.) for Euro 1,012;
- extraordinary income for Euro 1,033 thousand, deriving from the pay off of the debenture loan issued by Gruppo Dipenta Costruzioni S.p.A. of originally Euro 3,615 thousand;
- extraordinary income deriving from over-accrual of I.R.A.P. 2001 for Euro 211 thousand;
- extraordinary income deriving from higher costs already debited by consortia for Euro 547 thousand and by suppliers for Euro 522 thousand;
- inexistence of liabilities, for a total of Euro 1,241 thousand, deriving from the liquidation of the permanent establishment in Indonesia and of a group entity previously operating in the Republic of Democratic Congo;

- m. Euro 12,350 thousand of extraordinary charges include Euro 4,645 thousand, benefited by the Venezuelan permanent establishment. The remaining balance includes damages and accidents, extraordinary charges, transactions and other charges.



Explanatory notes concerning point 22 of the financial statements

Income taxes

The amount in the financial statements includes:

• I.R.P.E.G. for the year	Euro/thousand	9,516
• I.R.A.P. for the year	Euro/thousand	4,438
• direct taxes paid by foreign branches, not recovered as tax credits for Euro 1,697 thousand.		

As concerns prepaid and deferred taxes, following the merger of Italstrade S.p.A. into the Company during 2001, prepaid taxes for Euro 20,655 thousand were recognized, deriving from timing differences already existing in Italstrade S.p.A at December 31, 2000. This amount at December 31, 2001 decreased by Euro 10,200 thousand, due to the turn around effect of:

- Euro 9,516 thousand for current I.R.P.E.G. provided, substantially in line with the theoretical taxes calculated on the result before taxes;
- Euro 939 thousand against current I.R.A.P. provided, for Euro 4,438 thousand;

The remaining balance of prepaid taxes for Euro 10,200 thousand, to recover in future years, is substantially due to:

- fiscal loss carry-forwards for Euro 2,577 thousand, for which a reasonable certainty exists to obtain taxable income in the future to recover them, within the terms they are deductible on the basis of current tax Laws;
- statutory funds, not deducted in the respective years and other timing differences for Euro 7,623 thousand.

These prepaid taxes were not recognized in the prior years financial statements of Italstrade S.p.A., as their recovery had not been deemed certain due to the significant losses that the subsidiary was incurring. As a result of the merger, prepaid taxes have been recognized, as the merging Company Astaldi S.p.A. has a history of profits and is expected to be profitable in the future.

It is finally to be noted that the Company, during 2001, was subject to an audit regarding VAT, direct taxes and other taxes, pursuant to articles 51, 52, and 63 of Presidential Decree of 10/26/1972 No. 633; 32 and 33 of Presidential Decree 9/29/1973 No. 600 and Law 1/7/1929 No. 4.

The tax auditors' raised the following points:

- determination of changes in works in progress and, more specifically, the omitted taxation of a higher income, for Euro 123 million, pertaining to 95 through 99 tax years. Such higher income derives from the amounts of a various nature (compensation, reimbursements, claims) that the Holding Company may request from the customers, in addition to the amounts contractually due, in accordance with the regulations governing contracts;
- supposed undeductibility of losses, for Euro 32 million, incurred by some joint ventures in non European Union countries, covered by the Holding Company, in tax years 97, 98 and 99, in accordance with article 61, paragraph 5 of the Unified Text of Income Taxes.

Following the notification of the preliminary assessment by the Tax Auditors, the Company filed its counter-claims pursuant to article 12 of Law No. 212/2000, substantially maintaining that:

- *on the first point*, that the notion of "excess price" pursuant to article 60, paragraph 2 of the Unified Text, is typically and appropriately only referred to increases of contractual compensation deriving from the institute of "price revisions" (aimed, up to its recent abolition, at automatically adjusting the contractor's compensation to reflect fluctuations in the cost of labor and raw materials), to which, however, claims are totally extraneous.
- *on the second point*, that the interpretation of article 61, paragraph 3 bis of the Unified Text given by the tax auditors, both from the literal point of view and the rationale of the legislation, is not complying with the circumstances; in addition, it is noted that article 61, paragraph 3 bis of the Unified Text by no doubts only refers to write downs of investments and is not applicable to the circumstances.

The Tax Offices of Rome 1 and 4, giving nevertheless follow-up to the preliminary assessment of the Tax Auditors only for 1995 tax year, exclusively in connection with the claims of the contractor, notified to the Company appropriate assessments showing a request for higher taxes and penalties for a total of Euro 19 million. Against such assessments, the Company filed - in addition to the requests for cancellation to the same Tax Offices - counter-claims to the competent Tax Commission, where the considerations made pursuant to article 12 of Law No. 212/2000 were confirmed; in any case, the Company, to additionally demonstrate the illegitimate claims, referred also to two important pronouncements of the Supreme Court, fiscal department, recently intervened on the matter.

In conclusion, it is believed that the fiscal claims present remote possibilities to be actual liabilities for the Company.

RELATED PARTY TRANSACTIONS

Pursuant to the provisions of Consob communications of February 20, 1997 No. 97001574 and of February 27, 1998 No. 98015375, the following are the most significant amounts of financial and commercial transactions with unconsolidated entities (Euro Thousand):

Financial transactions	
<i>Subsidiaries</i>	
R.I.C. - Railway International Construction S.p.A.	7,459
Astaldi International Ltd.	7,260
Consorcio Astaldi-Columbus - Honduras	2,806
Eco Po Quattro S.C.r.l.	1,033
Italstrade S.p.A. (post fusione)	593
TE.CRO. S.C.r.l.	484
Astaldi Burundi Association Momentanée	276
Astaldi de Venezuela C.A.	275
Redo Association Momentanée	175
Euroast S.r.l. in liquidazione	134
DP 2M S.C.r.l. in liquidazione	44
Mormanno S.C.r.l. in liquidazione	39
Astaldi Construction Corporation	1
Total	20,579

<i>Associated</i>	
Messina Stadio S.C.r.l.	1,660
Alosa Immobiliare S.p.A. in liquidazione	1,250
Ghella Sogene De Costa Rica S.A.	849
Astaldi - Ferrocemento J.V.	711
Consorzio Recchi S.p.A.- Astaldi S.p.A.	558
C.F.M. S.C.r.l.	516
S.A.A.L.P. S.n.c.	466
Consorzio Ghella Astaldi-W.T.C.	430
Valle Caudina S.C.r.l.	354
SO.GE.DEP. S.r.l. in liquidazione	271
Consorzio Consarno	220
S.E.I.S. S.p.A.	125
Consorzio Contuy Medio	117
I.A.C. J.V. Taiwan	99
DI.SA. Disinguamento Sarno S.C.r.l.	95
Santangelo S.C.r.l. in liquidazione	93
V.A.S.CO. Imprese Riunite	79
Ecosarno S.C.r.l.	52
Piceno S.C.r.l.	47
Consorzio C.I.R.C.	36
S.E.P. Soc. en participation Tunisia	16
Metro Veneta S.C.r.l.	14
H.E.C.A. S.p.A.	13
ME.SA. S.C.r.l. in liquidazione	10
Roma Sud S.C.r.l. in liquidazione	8
Avola S.C.r.l.	3
Total	8,092

2001

Commercial transactions

<i>Subsidiaries</i>	<i>Receivables</i>	<i>Payables</i>	<i>Net receivables</i>	<i>Net payables</i>
Astaldi-Astaldi International J.V. Mozambico	17,668	1,744	15,924	-
Consorzio Astaldi-Columbus - El Salvador	22,931	11,459	11,472	-
Astaldi-Malawi Astaldi Astaldi Int. J.V.	9,743	1,790	7,953	-
Astaldi Senegal Association en participation	9,012	1,952	7,060	-
Seac S.p.a.r.l.	7,221	337	6,884	-
Consorzio Astaldi C.B.I.	6,672	3	6,669	-
Astaldi-Burundi Association Momentané	5,281	30	5,251	-
I.F.C. Due S.C.r.l.	4,978	5	4,973	-
Astaldi Guinée Association en participation	2,300	-	2,300	-
Consorzio Astaldi-C.M.B. Due in liquidazione	2,191	14	2,177	-
Astaldi-Rwanda Association Momentané	4,785	2,975	1,810	-
S. Leonardo S.C.r.l.	2,631	887	1,744	-
Montedil-Astaldi S.p.A. (MONTAST)	19	1,378	-	(1,359)
Viadotti di Courmayeur S.C.r.l.	432	1,850	-	(1,418)
Forum S.C.r.l.	766	2,224	-	(1,458)
Italstrade S.p.A. (post fusione)	1,301	2,781	-	(1,480)
Linea A S.C.r.l.	1,955	3,586	-	(1,631)
Pegaso S.C.r.l.	-	1,833	-	(1,833)
Consorzio Astaldi-Columbus - Nicaragua	1,473	3,534	-	(2,061)
Astaldi International Burundi Ass. Moment.	-	2,477	-	(2,477)
Eco Po Quattro S.C.r.l.	836	3,364	-	(2,528)
Astur Construction and Trade A.S.	-	3,402	-	(3,402)
Astaldi International Ltd.	69	3,551	-	(3,482)
Redo Association Momentané	1,039	4,533	-	(3,494)
CO.ME.NA. S.C.r.l.	1,074	5,883	-	(4,809)
Consorzio Astaldi-Columbus - Honduras	225	5,487	-	(5,262)
Consorzio A.R.Z. in liquidazione	34	5,447	-	(5,413)
Astaldi de Venezuela C.A.	1,636	7,724	-	(6,088)
Astaldi International Ltd.	710	8,733	-	(8,023)
R.I.C.-Railway International Construction S.p.A.	9,280	20,954	-	(11,674)
Consorzio Ferrofir	34	12,268	-	(12,234)
Susa Dora Qauttro S.C.r.l.	1,379	15,748	-	(14,369)
Pont Ventoux S.C.r.l.	4,113	24,265	-	(20,152)
Others	14,266	13,025	7,135	(5,894)
Total	136,054	175,243	81,352	(120,541)

<i>Associated</i>	<i>Receivables</i>	<i>Payables</i>	<i>Net receivables</i>	<i>Net payables</i>
Groupement Salini-Italstrade - Marocco	15,671	51	15,620	-
Consorzio A.F.T. Succ. Algeria	2,985	1,078	1,907	-
Vesuviana Strade S.C.r.l.	1,757	210	1,547	-
Messina Stadio S.C.r.l.	2,854	1,515	1,339	-
S.A.C.E.S. Succ. Somalia	1,314	-	1,314	-
Alosa Immobiliare S.p.A. in liquidazione	3,835	2,593	1,242	-
Consorzio Astaldi-ICE	1,194	62	1,132	-
I.F.C. S.C.r.l.	1,102	130	972	-
Astaldi - Ferrocemento J.V.	1,077	133	944	-
Consorzio Co.Fe.Sar.	222	1,496	-	(1,274)
Consorzio Iricav Due	91	1,510	-	(1,419)
Valle Caudina S.C.r.l.	56	1,726	-	(1,670)
Consorzio Qalat	5	1,711	-	(1,706)
Diga di Blufi S.C.r.l.	1,808	3,645	-	(1,837)
Isclero S.C.r.l.	1	1,955	-	(1,954)
S.A.C.E.S. S.r.l. in liquidazione	31	2,414	-	(2,383)
Consorzio L.A.R.	123	2,704	-	(2,581)
Monte Vesuvio S.C.r.l.	2,018	5,659	-	(3,641)
Consorzio Iricav Uno	6,842	11,075	-	(4,233)
Astaldi Bayindir J.V. - Turchia	43,663	47,932	-	(4,269)
Pegaso S.C.r.l.	1,142	17,614	-	(16,472)
Others	16,801	12,895	6,894	(2,988)
Total	104,592	118,108	32,911	(46,427)

To better clarify, it is noted that the most significant receivables refer to the support granted to organizations formed to perform specific works, both in Italy and abroad, in terms of goods and services (for instance, industrial tools, other machinery, the assistance of specialized personnel, etc.), as well as financial support.

The latter however, deemed to have a commercial nature as they are related to the specific activity of the Group and due to the particular legal structure of the entities in question, which provides for the commitment of the associates to proportionally share the financial and economic results of each initiatives.

As concerns payables, it is noted that their nature is substantially due to the allocation of costs of the consortia formed to perform specific works.

Final considerations

Finally, in accordance with the provisions of article 2427 of the Civil Code, points 15 and 16, we inform you that:

- the headcount of Italian and foreign employees, averagely in force during 2001, can be summarized as follows:

• senior management	76
• middle management	12
• clerical	650
• manual	2,045

Directors' emoluments and Statutory Auditors' fees

The emoluments and fees of the Directors and Statutory Auditors for carrying out their duties, also for other consolidated companies, are the following:

- Directors' emoluments: Euro 1,140 thousand;
- Statutory Auditors' fees: Euro 81 thousand.

It is worth noting that the Company prepared the consolidated financial statements, even though not obliged as, pursuant to paragraphs 3 and 4 of article 27 of Legislative Decree No. 127 of April 9, 1991, the consolidated financial statements are prepared by the holding company Fin.Ast. S.p.A, with legal offices in Rome, at via dei Portoghesi, 18.

Your Company, pursuant to article 43 of the mentioned Decree, submitted to the latter information necessary to prepare the consolidated financial statements.

The Board of Directors

2001

Intangible fixed assets

on the financial statements as of 31 December, 2001

Intangible fixed assets				
Year ended December 31, 2000				
Category	Historical value	Amortization	Net book value	Difference in the rate of change
Formation and start-up	3,632,715	756,208	2,876,507	-
Patents	1,236,060	261,706	974,354	-
Concessions, licenses, trademarks and similar rights	-	-	-	-
Intangible assets in progress and payments on	-	-	-	-
Other				
- Construction site installation costs	3,654,732	-	3,654,732	(907)
- Cost of preparing tenders	641,980	-	641,980	-
- Studies and design & planning	512,178	469,549	42,629	-
- Cost for improvements and incremental expenses on third party	2,105,069	842,028	1,263,041	-
- Other minor intangible assets	24,771,006	13,139,823	11,631,183	15,538
Total	36,553,740	15,469,314	21,084,426	14,631

(Euro)

Year ended December 31, 2001				
Increase for the year	Merger	Decrease and rectification	Amortization for the year	Net book value
-	-	-	(723,258)	2,153,249
123,956	282,733	(153,078)	(483,703)	744,262
4,607,219	-	-	(4,038,898)	568,321
316,009	-	-	-	316,009
3,605,491	10,508,452	-	(9,189,536)	8,578,232
1,240,977	-	2,343	(536,163)	1,349,137
17,146	-	-	(42,630)	17,145
-	-	-	(421,013)	842,028
4,986,794	12,531,222	28,534	(7,880,239)	21,313,032
14,897,592	23,322,407	(122,201)	(23,315,440)	35,881,415



Tangible fixed assets

on the financial statements as of 31 December, 2001

Historical cost	VALUE AT DECEMBER 31, 2000				Purchases	Transfers
	Value	Revaluation	Devaluation	Total		
Land	310,095	947,129	-	1,257,225	179,909	-
No capital buildings	242,906	214,593	-	457,499	-	-
Assets without charge	-	-	-	-	2,542,392	-
Capital buildings	12,572,823	13,203,045	-	25,775,868	4,545	-
Specific facilities	11,793,991	9,946	-	11,803,938	3,804,457	4,684
Generic facilities	5,881,719	5,261	-	5,886,980	1,297,276	7,230
Crafts	2,198,089	-	-	2,198,089	-	-
Excavators, power shovels and heavy vehicles	11,860,028	52,963	-	11,912,991	3,633,855	-
Light vehicles	2,257,901	207	-	2,258,107	1,216,435	-
Sundry small equipment	1,881,226	1,075	-	1,882,301	394,570	1,704
Light constructions	1,509,870	310	-	1,510,180	244,422	6,611
Metal sheet pile and shuttering	1,369,047	52,097	-	1,421,144	309,052	-
Furniture, fittings and office machines	2,136,627	-	-	2,136,627	341,536	-
Electronic machines and office systems	2,267,965	-	-	2,267,965	418,186	-
	56,282,288	14,486,625	-	70,768,913	14,386,636	20,229

Depreciation accumulated	Depreciation charge	FUND AT DECEMBER 31, 2000				Depreciation	Transfers
		Value	Revaluation	Devaluation	Total		
Land	0.00%	-	-	-	-	2,168	-
No capital buildings	0.00%	-	-	-	-	-	-
Assets without charge	3.00%	-	-	-	-	38,136	-
Capital buildings	3.00%	6,917,647	259,235	-	7,176,882	39,353	-
Specific facilities	15.00%	7,166,154	9,947	-	7,176,101	2,150,054	106,815
Generic facilities	10.00%	2,536,155	5,262	-	2,541,417	788,486	9,178
Crafts	10.00%	2,066,689	-	-	2,066,689	65,397	-
Excavators, power shovels and heavy vehicles	20.00%	8,978,792	52,963	-	9,031,755	1,660,118	93,035
Light vehicles	25.00%	1,668,887	207	-	1,669,094	511,831	-
Sundry small equipment	40.00%	1,622,661	1,074	-	1,623,735	225,465	383
Light constructions	13.00%	847,180	310	-	847,490	182,093	2,066
Metal sheet pile and shuttering	25.00%	1,121,149	52,096	-	1,173,245	169,030	-
Furniture, fittings and office machines	12.00%	1,375,575	-	-	1,375,575	177,427	-
Electronic machines and office systems	20.00%	1,722,310	-	-	1,722,310	355,061	-
		36,023,200	381,094	-	36,404,294	6,364,618	211,476

Net book value	VALUE AT DECEMBER 31, 2000			VALUE AT DECEMBER 31, 2001		
	Value	Depreciation fund	Net book value	Value	Depreciation fund	Net book value
Land	1,257,225	-	1,257,225	1,774,630	2,168	1,772,462
No capital buildings	457,499	-	457,499	457,499	-	457,499
Assets without charge	-	-	-	2,542,393	38,136	2,504,257
Capital buildings	25,775,868	7,176,882	18,598,986	4,717,652	1,612,003	3,105,649
Specific facilities	11,803,938	7,176,101	4,627,836	27,952,144	21,235,197	6,716,946
Generic facilities	5,886,980	2,541,417	3,345,563	7,815,129	3,892,218	3,922,910
Crafts	2,198,089	2,066,689	131,399	1,199,710	1,184,814	14,896
Excavators, power shovels and heavy vehicles	11,912,991	9,031,755	2,881,236	18,314,543	13,582,403	4,732,139
Light vehicles	2,258,107	1,669,094	589,014	3,969,918	2,416,426	1,553,492
Sundry small equipment	1,882,301	1,623,735	258,566	2,191,508	1,840,065	351,443
Light constructions	1,510,180	847,490	662,690	2,101,262	1,319,225	782,038
Metal sheet pile and shuttering	1,421,144	1,173,245	247,899	2,564,435	2,145,866	418,569
Furniture, fittings and office machines	2,136,627	1,375,575	761,052	2,753,170	1,956,212	796,958
Electronic machines and office systems	2,267,965	1,722,310	545,655	3,830,081	2,903,648	926,432
	70,768,913	36,404,294	34,364,619	82,184,073	54,128,382	28,055,691

(Euro)

INCREASE	DECREASE			DIFFERENCE OF EXCHANGE	VALUE AT DECEMBER 31, 2001		
	Merger	Disposals	Devaluation		Transfers	Value	Revaluation
531,951	(194,454)	-	-	-	827,501	947,129	1,774,630
-	-	-	-	-	242,906	214,593	457,499
-	-	-	-	-	2,542,393	-	2,542,393
-	(21,062,761)	-	-	-	(8,485,393)	13,203,045	4,717,652
15,872,342	(3,465,817)	-	(245,751)	178,291	27,942,197	9,946	27,952,144
1,235,988	(534,735)	-	(64,293)	(13,317)	7,809,867	5,261	7,815,129
-	(998,378)	-	-	-	1,199,710	-	1,199,710
5,374,733	(2,289,500)	-	(255,406)	(62,130)	18,261,580	52,963	18,314,543
778,908	(262,687)	-	-	(20,846)	3,969,712	207	3,969,918
163,898	(246,933)	-	(1,316)	(2,715)	2,190,433	1,075	2,191,508
1,229,434	(609,920)	-	(278,508)	(957)	2,100,952	310	2,101,262
1,033,935	(197,339)	-	-	(2,357)	2,512,338	52,097	2,564,435
666,312	(254,146)	-	(43,110)	(94,048)	2,753,170	-	2,753,170
1,375,256	(328,748)	-	(1,345)	98,766	3,830,081	-	3,830,081
28,262,756	(30,445,420)	-	(889,729)	80,688	67,697,448	14,486,625	82,184,073

INCREASE	DECREASE			DIFFERENCE OF EXCHANGE	FUND AT DECEMBER 31, 2001		
	Merger	Utilization for sale	Devaluation		Transfers	Value	Revaluation
-	-	-	-	-	2,168	-	2,168
-	-	-	-	-	-	-	-
-	-	-	-	-	38,136	-	38,136
-	(5,604,232)	-	-	-	1,352,768	259,235	1,612,003
13,846,737	(1,649,868)	-	(405,657)	11,016	21,225,250	9,947	21,235,197
896,090	(297,824)	-	(42,180)	(2,948)	3,886,957	5,262	3,892,218
-	(947,272)	-	-	-	1,184,814	-	1,184,814
4,616,231	(1,580,989)	-	(235,729)	(2,016)	13,529,441	52,963	13,582,403
472,698	(189,148)	-	-	(48,049)	2,416,220	207	2,416,426
156,556	(162,592)	-	(1,316)	(2,167)	1,838,990	1,074	1,840,065
1,027,254	(462,990)	-	(276,698)	11	1,318,915	310	1,319,225
986,582	(181,319)	-	-	(1,671)	2,093,770	52,096	2,145,866
652,633	(206,700)	-	(42,706)	(17)	1,956,212	-	1,956,212
1,137,696	(308,348)	-	(1,345)	(1,726)	2,903,648	-	2,903,648
23,792,475	(11,591,282)	-	(1,005,632)	(47,568)	53,747,288	381,094	54,128,382

List of subsidiary and associated companies

on the financial statements as of 31 December, 2001

Companies	A) Share capital	B) Stockholders' equity
1) - Subsidiaries companies		
Assistenza Sviluppo e Tecnologie Ausiliarie alle Costruzioni S.r.l. - (A.S.T.A.C.) - Via G.V. Bona, 65 - Rome - Italy	46,800.00	132,209.54
Asociacion Accidental Astaldi S.p.A. - C.B.I. S.r.l. - Località "El Portillo" - Tarija - Bolivia	0.00	0.00
Astaldi (Thailand) Company Limited - 21, 125 Fl. 17 U. W. Tower II S. - Bangkok - Thailand	256,786.20	(1,051,186.20)
Astaldi Africa S.p.A. - Addis Abeba - Ethiopia	1,032.91	1,032.91
Astaldi Arabia Limited - P.O. Box 58139 - Riyadh - Saudi Arabia	1,487,315.82	1,487,315.82
Astaldi Construction Corporation - 8220 State Road 85 Davie - Florida - U.S.A.	4,290,000.00	2,086,549.00
Astaldi de Venezuela C.A. - Venezuela - C.C.C.T. Primera E.P. 6 Of. 620 - Caracas - Venezuela	1,297,187.96	5,595,090.92
Astaldi International Burundi - Association Momentanée - Bujumbura - Burundi	56,734.37	651,113.07
Astaldi International Ltd. - 34-36 Gray's Inn Road - London - United Kingdom	2,000,000.00	1,955,576.50
Astaldi-Astaldi International J.V. Malawi - Blantyre - Malawi	11,346.87	(3,169,492.44)
Astaldi-Astaldi International J.V. Mozambico - R. Armando Tivane, 466 - Matola Maputo - Mozambique	11,346.87	(2,699,965.89)
Astaldi-Burundi Association Momentanée - Avenue de l'O.U.A. B.P. 325 - Bujumbura - Burundi	29,062.73	4,073,031.43
Astaldi-Caldart A.S.CAL. S.C.r.l. in liquidation - Via Giovanni Pacini, 12 - Palermo - Italy	46,481.12	32,977.33
Astaldi-Rwanda Association Momentanée - Rue de la Douane - Kigali - Rwanda	20,231.26	4,530,702.25
Astaldi-Senegal Association en participation - Avenue Roume Dakar, 16 4 ^{ème} G.S. - Dakar - Senegal	91,005.42	1,658,504.90
Astaldi-Socofran Association Momentanée - Democratic Republic of Congo	0.00	48,213.75
Astur Construction and Trade A.S. - Aydinpinar Cad. Kucukmehmetler Koyu - Turkey	528,336.68	4,556,830.90
Bussentina S.C.r.l. - Via G.V. Bona, 65 - Rome - Italy	25,500.00	25,822.84
CO.ME.NA. S.C.r.l. - Via Morghen, 36 - Naples - Italy	20,658.28	20,658.56
Colli Albani S.C.r.l. in liquidation - Via G.V. Bona, 65 - Rome - Italy	25,500.00	25,822.84
Consorcio Astaldi - C.B.I. - Av. Iturralde 1308 Esquina San Salvador - La Paz - Bolivia	0.00	0.00
Consorcio Astaldi-Columbus (El Salvador) - Avenida Antiguo Cuscatlan No. 9/A - Colonia La Sultana - El Salvador	10,043.52	10,043.52
Consorcio Astaldi-Columbus (Honduras) - Planteil El Carrizal, Bdl. Fuerzas Armadas - Tegucigalpa - Honduras	72,334.44	767,451.11
Consorcio Astaldi-Columbus (Nicaragua) - Planteil km.101,300 Carretera Panamerica Norte - Sebaco - Nicaragua	1,817.76	343,360.61
Consorzio A.R.Z. - Astaldi-R.I.C.- ZAIRE in liquidation - Via G.V. Bona, 65 - Rome - Italy	25,822.84	22,763.46
Consorzio Astaldi-C.M.B. Due in liquidation - Via G.V. Bona, 65 - Rome - Italy	10,329.14	4,843.94
Consorzio Ferrofir - Via Ombrone, 2/g - Rome - Italy	30,987.41	334,061.31
Consorzio Olbia Mare in liquidation - Via G.V. Bona, 65 - Rome - Italy	15,493.71	(723,545.82)
Cospe S.C.r.l. - Via G.V. Bona, 65 - Rome - Italy	10,200.00	10,329.14
Dalfer S.C.r.l. in liquidation - Via G.V. Bona, 65 - Rome - Italy	20,658.28	10,960.69
Diga di Arcichiaro S.C.r.l. - Via G.V. Bona, 65 - Rome - Italy	35,700.00	36,151.98
DIPA. S.C.r.l. - Via G.V. Bona, 65 - Rome - Italy	10,200.00	10,329.14
DP 2M S.C.r.l. in liquidation - Via G.V. Bona, 65 - Rome - Italy	10,200.00	(24,148.01)
Eco Po Quattro S.C.r.l. - Via G.V. Bona, 65 - Rome - Italy	25,500.00	25,822.84
Euroast S.r.l. in liquidation - Via G.V. Bona, 65 - Rome - Italy	15,300.00	(98,507.87)
Florbis S.C.r.l. in liquidation - Viale Sarca, 336 - Milan - Italy	46,481.12	26,637.19
Forum S.C.r.l. - Via G.V. Bona, 65 - Rome - Italy	51,000.00	51,645.69
Groupement Astaldi S.p.A. - Astaldi International Ltd. - B.P. 4230 Djibouti - Djibouti	0.00	0.00
I.F.C. Due S.C.r.l. in liquidation - Via G.V. Bona, 65 - Rome - Italy	45,900.00	1,834,288.00
I.F.C. S.C.r.l. in liquidation - Via G.V. Bona, 65 - Rome - Italy	45,900.00	44,737.66
Itaistrade S.p.A. (ex Place Moulin S.p.A.) - Via Agrigento, 5 - Rome - Italy	22,000,000.00	23,001,672.63
Linea A S.C.r.l. - Via G.V. Bona, 65 - Rome - Italy	25,500.00	25,822.84
Montedi-Astaldi S.p.A. (MONTAST) in liquidation - Via G.V. Bona, 65 - Rome - Italy	408,000.00	2,705,628.12
Mormanno S.C.r.l. in liquidation - Via G.V. Bona, 65 - Rome - Italy	10,200.00	(52,215.24)
Palese Park S.r.l. - Via G.V. Bona, 65 - Rome - Italy	1,020,000.00	1,032,913.80
Pont Ventoux S.C.r.l. - Via G.V. Bona, 65 - Rome - Italy	51,000.00	51,645.69
Porrettana S.C.r.l. in liquidation - Via G.V. Bona, 65 - Rome - Italy	25,822.84	13,153.98
Portovesme S.C.r.l. - Via G.V. Bona, 65 - Rome - Italy	25,500.00	25,822.84
Quattro Venti S.C.r.l. - Via G.V. Bona, 65 - Rome - Italy	51,000.00	51,645.69
R.I.C.-Railway International Construction S.p.A. - Via G.V. Bona, 65 - Rome - Italy	2,580,000.00	906,841.74
Redo-Association Momentanée - 228, Avenue des Fleurs B.P. 8734 - Kinshasa - Democratic Republic of Congo	0.00	(5,961,881.78)
S. Filippo S.C.r.l. - Via G.V. Bona, 65 - Rome - Italy	10,200.00	10,329.14
S. Leonardo S.C.r.l. - Via G.V. Bona, 65 - Rome - Italy	10,200.00	10,329.14
Silva S.r.l. in liquidation - Via Monte Santo, 1 - Rome - Italy	15,300.00	(35,513.40)
Susa Dora Quattro S.C.r.l. - Via G.V. Bona, 65 - Rome - Italy	51,000.00	51,645.69
TE.CRO. S.C.r.l. in liquidation - Via G.V. Bona, 65 - Rome - Italy	10,200.00	10,329.14
Toledo S.C.r.l. - Via Morghen, 36 - Naples - Italy	50,000.00	50,000.00
Tri.Ace. S.C.a.r.l. - Via G.V. Bona, 65 - Rome - Italy	45,900.00	46,481.12
Viadotti di Courmayeur S.C.r.l. - Via G.V. Bona, 65 - Rome - Italy	10,200.00	10,329.14
Viadotto Fadalto S.C.r.l. in liquidation - Viale Sarca, 336 - Milan - Italy	51,129.23	34,436.24
Total 1) - subsidiaries companies		

C) Profit (loss) for the year	D) % ownership	E) Book value	F) Share of net equity	G) Share of provision for risk	E-F-G
70,639.93	100.00%	53,195.06	132,209.54	0.00	(79,014.48)
0.00	70.00%	0.00	0.00	0.00	0.00
(1,057,067.81)	25.00%	68,745.53	(262,796.55)	0.00	331,542.08
0.00	100.00%	0.00	1,032.91	0.00	(1,032.91)
0.00	60.00%	892,389.49	892,389.49	0.00	0.00
229,136.00	90.00%	3,578,552.00	1,877,894.10	0.00	1,700,657.90
5,602,504.29	99.804%	1,297,205.29	5,584,124.54	0.00	(4,286,919.25)
(114,855.12)	30.00%	13,384.08	195,333.92	0.00	(181,949.84)
(698,611.81)	100.00%	3,280,527.05	1,955,576.50	190,239.40	1,134,711.15
(1,692,339.12)	60.00%	4,999.45	(1,901,695.46)	0.00	1,906,694.91
(1,688,918.44)	60.00%	5,105.70	(1,619,979.53)	0.00	1,625,085.23
(483,022.06)	90.00%	29,062.55	3,665,728.29	0.00	(3,636,665.74)
(1,349.83)	60.00%	14,053.73	19,786.40	0.00	(5,732.67)
1,513,539.95	60.00%	20,231.14	2,718,421.35	0.00	(2,698,190.21)
(1,431,763.92)	60.00%	54,602.92	995,102.94	0.00	(940,500.02)
23,942.46	60.00%	0.00	28,928.25	0.00	(28,928.25)
(55,712.71)	99.00%	563,992.99	4,511,262.59	0.00	(3,947,269.60)
0.00	78.800%	283,591.39	20,348.40	0.00	263,242.99
0.00	70.432%	14,549.63	14,550.24	0.00	(0.61)
0.00	60.00%	9,951.48	15,493.70	0.00	(5,542.22)
0.00	60.00%	0.00	0.00	0.00	0.00
0.00	98.00%	7,030.44	9,842.65	0.00	(2,812.21)
352,348.08	98.00%	8,372.73	752,102.09	0.00	(743,729.36)
1,229,491.22	98.00%	1,271.98	336,493.40	0.00	(335,221.42)
(3,059.38)	1.000%	227.64	227.63	0.00	0.01
3,494.25	99.995%	4,843.69	4,843.70	0.00	(0.01)
(17,584.64)	66.666%	20,658.28	222,705.31	0.00	(202,047.03)
(1,936.02)	72.500%	0.00	(524,570.72)	524,570.72	0.00
0.00	55.000%	5,681.03	5,681.03	0.00	0.00
(1,833.42)	91.300%	(0.01)	10,007.11	0.00	(10,007.12)
0.00	100.000%	36,151.98	36,151.98	0.00	0.00
0.00	100.000%	10,329.14	10,329.14	0.00	0.00
(14,521.82)	72.000%	7,436.98	(17,386.57)	0.00	24,823.55
0.00	80.000%	20,658.28	20,658.27	0.00	0.01
(115,444.35)	100.000%	0.00	(98,507.87)	98,693.79	(185.92)
(2,110.17)	99.980%	26,605.22	26,631.86	0.00	(26.64)
0.00	59.990%	30,982.25	30,982.25	0.00	0.00
0.00	60.000%	0.00	0.00	0.00	0.00
(28,719.36)	99.990%	17,759.98	1,834,104.57	0.00	(1,816,344.59)
(2,324.58)	66.660%	15,493.71	29,822.12	0.00	(14,328.41)
1,012,135.49	100.000%	21,594,955.59	23,001,672.63	0.00	(1,406,717.04)
0.00	100.000%	25,822.84	25,822.84	0.00	0.00
(3,615.20)	100.000%	650,735.69	2,705,628.12	0.00	(2,054,892.43)
(918.54)	74.990%	0.00	(39,156.21)	52,210.02	(13,053.81)
0.00	99.000%	1,022,584.66	1,022,584.66	0.00	0.00
0.00	56.250%	23,240.56	29,050.70	0.00	(5,810.14)
(12,668.86)	99.890%	0.00	13,139.51	0.00	(13,139.51)
0.00	80.000%	20,658.28	20,658.27	0.00	0.01
0.00	60.000%	30,987.41	30,987.41	0.00	0.00
(2,075,905.32)	100.000%	2,839,831.23	906,841.74	0.00	1,932,989.49
(8,563,546.76)	75.000%	29,487.06	(4,471,411.34)	0.00	4,500,898.40
0.00	80.000%	8,263.31	8,263.31	0.00	0.00
0.00	51.000%	5,267.86	5,267.86	0.00	0.00
(8,163.98)	99.000%	0.00	(35,158.27)	35,350.04	(191.77)
0.00	90.000%	46,481.12	46,481.12	0.00	0.00
0.00	100.000%	10,329.14	10,329.14	0.00	0.00
0.00	90.394%	45,197.00	45,197.00	0.00	0.00
0.00	80.000%	37,184.90	37,184.90	0.00	0.00
0.00	66.670%	3,718.49	6,886.44	0.00	(3,167.95)
0.00	80.000%	27,548.98	27,548.99	0.00	(0.01)
36,819,936.92		44,931,648.39	901,063.97	(9,012,775.44)	

Companies	A) Share capital	B) Stockholders' equity
2) - Associated companies		
A.F.M. Astaldi-Ferrocemento-Mambriani S.C.r.l. - Via G. V. Bona, 65 - Rome - Italy	45,900.00	25,130.82
Adduttore Ponte Barca S.C.r.l. - Via di Pietralata, 140 - Rome - Italy	46,481.12	46,481.12
Almo S.C.r.l. in liquidation - Via Privata D. Giustino, 3/A - Naples - Italy	46,481.12	46,481.12
Alosa Immobiliare S.p.A. in liquidation - Via G.V. Bona, 65 - Rome - Italy	10,320,000.00	(21,105,048.28)
AS.H.FO. Congo-Océan - Congo - B.P. 874 - Pointe Noire - Democratic Republic of Congo	0.00	0.00
Association en participation S.E.P. - Somatra Bredero - Tunisia	0.00	0.00
Astaldi Bayindir Joint Venture - Ilkadam Sokak, 19 Gaziomanpasa - Ankara - Turkey	0.00	0.00
Astaldi-Ecuador S.A. - Portugal 617 y 6 de Diciembre - Guayaquil - Ecuador	0.00	0.00
Astaldi-Ferrocemento J.V. Pakistan - 10-Ha Khayaban-E-Shujat - Karachi - Pakistan	56,734.37	(1,690,637.30)
Astaldi-Maroc S.A. - Rue Sergent Portelli, 9 - Casablanca - Morocco	0.00	0.00
Astaldi-Thiess J.O. - C. C. E. 412- Jl.Raya Kko- Cilandak - Jakarta - Indonesia	0.00	0.00
Avola S.C.r.l. - Via G.V. Bona, 65 - Rome - Italy	10,200.00	10,329.14
Blufi 1 S.C.r.l. in liquidation - Zona Industriale - Agrigento - Italy	25,822.84	13,089.14
C.E.I.T.R.A.L. in liquidation - Via Carlo Pisacane, 2 - Carpi - Italy	10,000.00	10,329.14
C.F.C. S.C.r.l. - Via privata D. Giustino, 2/C - Naples - Italy	46,481.12	46,481.12
C.F.M. S.C.r.l. in liquidation - Via privata D. Giustino, 2/C - Naples - Italy	41,316.55	41,316.55
Carnia S.C.r.l. in liquidation - Via G.V. Bona, 65 - Rome - Italy	45,900.00	46,481.12
CO.NO.CO. S.C.r.l. - Via G.V. Bona, 65 - Rome - Italy	25,500.00	25,822.84
Cogital S.C.r.l. in liquidation - Viale Italia, 1 - Milan - Italy	60,044.00	60,046.00
Columbus de Construcciones de Honduras S.A. de C.V. - Tegucigalpa - Honduras		
Salida Norte del Boulevard de las Fuerzas Armadas - Tegucigalpa - Honduras	43,581.36	72,210.49
Consorcio Conintur-Astaldi - Venezuela C.C.C.T. 1ª Etapa Piso 1 of. 107- Chuao - Caracas - Venezuela	0.00	0.00
Consorcio Contuy Medio - Venezuela - A.vda Andres Bello, Ed. Atlantic Piso 7, Ofic. 1-7 - Caracas - Venezuela	0.00	0.00
Consorcio Ghella-Astaldi-W.T.C. - S. Domingo - Dominican Republic	0.00	0.00
Consorcio Grupo Contuy - Proyectos y Obras de Ferrocarriles C.C.C. - Caracas - Venezuela		
Tamanaco Etapa Piso 6 Of.620 Chuao - Caracas - Venezuela	0.00	0.00
Consorzio Astaldi-Federici-Todini - Via G.V. Bona, 65 - Rome - Italy	46,481.12	46,481.12
Consorzio Astaldi-Federici-Todini Kramis - Via G.V. Bona, 65 - Rome - Italy	100,000.00	100,000.00
Consorzio Astaldi-ICE - Av .Libertador Bolivar, 1842 - Cochabamba - Bolivia	0.00	0.00
Consorzio Bonifica Lunghezza - C.B.L. - Via Calderon de la Barca, 87 - Rome - Italy	10,000.00	10,000.00
Consorzio C.I.R. - Via Salaria, 1039 - Rome - Italy	15,492.00	15,493.71
Consorzio C.I.R.C. - Via G.V. Bona, 65 - Rome - Italy	51,000.00	51,645.69
Consorzio Carnia - Viale Italia, 1 - Sesto S.Giovanni - Milan - Italy	51,645.00	51,645.69
Consorzio Co.Fe.Sar. - Viale Liegli, 26 - Rome - Italy	51,645.69	51,645.69
Consorzio Cogitau S.C.n.c. in liquidation - Via G.V. Bona, 65 - Rome - Italy	61,974.83	1,183,237.13
Consorzio Consarno - Via Napoli, 329 - Castellammare di Stabia - Naples - Italy	20,658.00	20,657.00
Consorzio Consavia S.C.n.c. in liquidation - Via G.V. Bona, 65 - Rome - Italy	20,658.28	19,589.37
Consorzio Dipenta S.p.A. - Ugo Vitolo in liquidation - Via Chiatamone, 57 - Naples - Italy	2,582.28	0.00
Consorzio Galileo S.C.r.l. - Via Francesco Petrarca, 22/A - Rome - Italy	10,000.00	10,000.00
Consorzio Gi.It. in liquidation - Via privata D. Giustino, 3/A - Naples - Italy	2,582.28	2,582.28
Consorzio Inau in liquidation - Viale Cesare Pavese, 20 - Rome - Italy	77,468.53	77,468.53
Consorzio Iricav Due - Via F. Tovaglieri, 413 - Rome - Italy	510,000.00	516,456.90
Consorzio Iricav Uno - Via F. Tovaglieri, 413 - Rome - Italy	516,456.90	516,456.90
Consorzio Ital.Co.Cer. - Piazza Buenos Aires, 5 - Rome - Italy	51,645.69	51,645.69
Consorzio Italveneziana - Via Salaria, 1039 - Rome - Italy	77,468.53	77,468.53
Consorzio L.A.R. - Via Palestro, 30 - Rome - Italy	206,582.76	206,582.76
Consorzio Metrofer - Viale Liegli, 26 - Rome - Italy	25,822.84	25,822.84
Consorzio Novocen - Via Oraz, 143 - Naples - Italy	51,645.69	2,006,353.99
Consorzio Qalat - Corso Carlo Marx, 19 - Misterbianco - Catania - Italy	10,327.00	10,329.14
Consorzio Recchi S.p.A.- Astaldi S.p.A. - Via Salaria, 1039 - Rome - Italy	51,645.69	51,645.69
Consorzio Rocca d'Evandro - Via Salaria, 1039 - Rome - Italy	61,974.83	175,332.78
Consorzio Schema Idrico Calabria Settentrionale in liquidation - Via Nobel, 2 - Parma - Italy	61,974.83	57,326.72
Consorzio Tre Fontane Nord in liquidation - Via G.V. Bona, 65 - Rome - Italy	15,493.71	3,383.91
Costruzione Invaso Vetto CO.IN.VE. S.C.r.l. in liquidation - Borgo Felino, 51 - Parma - Italy	10,329.14	10,329.14
DI.SA. Disinquamento Sarno S.C.r.l. in liquidation - Viale Italia, 1 - Sesto S. Giovanni - Milan - Italy	50,490.00	(333,377.00)
Diga di Blufi S.C.r.l. - Via G.V. Bona, 65 - Rome - Italy	45,900.00	46,481.12
Ecosarno S.C.r.l. - Viale Italia, 1 - Sesto S. Giovanni - Milan - Italy	50,490.00	51,127.00
Feraspi S.c.p.a. - Via Feliciano Scarpellini, 20 - Rome - Italy	139,320.00	139,443.36
Fosso Canna S.C.r.l. in liquidation - Via G.V. Bona, 65 - Rome - Italy	25,500.00	(14,269.27)
Fusaro S.C.r.l. - Via privata D. Giustino 3/A - Naples - Italy	10,329.14	10,329.14
G.i.r. S.C.r.l. in liquidation - Via G.V. Bona, 65 - Rome - Italy	46,481.12	43,898.84
Groupement Eurolep - Shiffandestrasse, 35 - Aarau 5000 - Switzerland	62,127.39	56,334.78

C) Profit (loss) for the year	D) % ownership	E) Book value	F) Share of net equity	G) Share of provision for risk	E-F-G
(20,154.42)	35.000%	8,795.79	8,795.79	0.00	0.00
0.00	24.330%	11,308.86	11,308.86	0.00	0.00
0.00	35.000%	16,268.39	16,268.39	0.00	0.00
(1,389,880.92)	50.000%	0.00	(10,552,524.14)	0.00	10,552,524.14
0.00	45.500%	4,652.76	0.00	0.00	4,652.76
0.00	40.000%	0.00	0.00	0.00	0.00
0.00	50.000%	0.00	0.00	0.00	0.00
0.00	20.000%	3,098.74	0.00	0.00	3,098.74
(774,437.07)	50.000%	20,314.32	(845,318.65)	0.00	865,632.97
0.00	49.000%	0.00	0.00	0.00	0.00
0.00	50.000%	0.00	0.00	0.00	0.00
0.00	50.000%	5,164.57	5,164.57	0.00	0.00
0.00	32.000%	4,188.52	4,188.52	0.00	0.00
0.00	31.000%	3,202.03	3,202.03	0.00	0.00
0.00	0.010%	23,235.91	4.65	0.00	23,231.26
0.00	50.000%	20,658.28	20,658.28	0.00	0.00
0.00	33.000%	15,338.77	15,338.77	0.00	0.00
0.00	45.000%	11,620.28	11,620.28	0.00	0.00
0.00	50.000%	30,023.00	30,023.00	0.00	0.00
(15,697.74)	25.000%	0.00	18,052.62	0.00	(18,052.62)
0.00	20.000%	0.00	0.00	0.00	0.00
0.00	28.300%	109,617.98	0.00	0.00	109,617.98
0.00	33.300%	46,071.42	0.00	0.00	46,071.42
0.00	32.330%	0.00	0.00	0.00	0.00
0.00	33.330%	15,493.71	15,492.16	0.00	1.55
0.00	49.995%	49,995.00	49,995.00	0.00	0.00
0.00	50.000%	0.00	0.00	0.00	0.00
0.00	49.000%	4,900.00	4,900.00	0.00	0.00
0.00	33.300%	5,164.57	5,159.41	0.00	5.16
0.00	25.000%	12,911.42	12,911.42	0.00	0.00
0.00	33.000%	17,043.08	17,043.08	0.00	0.00
0.00	30.000%	15,493.71	15,493.71	0.00	0.00
(27,317.96)	38.100%	23,612.40	450,813.35	0.00	(427,200.95)
0.00	25.000%	5,164.57	5,164.25	0.00	0.32
(1,068.90)	25.000%	4,897.34	4,897.34	0.00	0.00
0.00	50.000%	0.00	0.00	0.00	0.00
0.00	40.000%	4,000.00	4,000.00	0.00	0.00
0.00	50.000%	1,291.14	1,291.14	0.00	0.00
0.00	38.240%	29,623.97	29,623.97	0.00	0.00
0.00	32.990%	170,379.13	170,379.13	0.00	0.00
0.00	27.910%	144,143.13	144,143.12	0.00	0.01
0.00	30.000%	15,493.71	15,493.71	0.00	0.00
0.00	25.000%	19,367.13	19,367.13	0.00	0.00
0.00	29.410%	51,645.69	60,755.99	0.00	(9,110.30)
0.00	33.320%	8,607.62	8,604.17	0.00	3.45
1,805,633.06	40.760%	19,475.59	817,789.89	0.00	(798,314.30)
0.00	40.000%	4,131.66	4,131.66	0.00	0.00
0.00	50.000%	25,822.84	25,822.85	0.00	(0.01)
0.00	40.000%	24,789.93	70,133.11	0.00	(45,343.18)
(4,648.11)	33.000%	18,917.83	18,917.82	0.00	0.01
(2,042.26)	33.333%	1,127.97	1,127.96	0.00	0.01
0.00	40.000%	0.00	4,131.66	0.00	(4,131.66)
(42,502.00)	33.230%	0.00	(110,781.18)	110,781.18	0.00
0.00	50.000%	23,240.56	23,240.56	0.00	0.00
0.00	33.334%	17,043.08	17,042.67	0.00	0.41
0.00	40.000%	55,777.35	55,777.34	0.00	0.01
(15,811.10)	32.000%	8,263.31	(4,566.17)	0.00	12,829.48
0.00	50.000%	5,164.57	5,164.57	0.00	0.00
(2,582.28)	36.000%	15,803.58	15,803.58	0.00	0.00
(5,792.61)	22.000%	8,087.51	12,393.65	0.00	(4,306.14)

Companies	A) Share capital	B) Stockholders' equity
Groupement Salini-Italstrade - Morocco	0.00	0.00
Holding Eléctrica Centroamericana S.p.A. - (H.E.C.A. S.p.A.) - Via G.V. Bona, 65 - Rome - Italy	100,000.00	100,000.00
I.A.C. Joint Venture - 17F - 2, No.6 Min Chuan 2 Rad., - Chen Chen - Taipei - Taiwan	0.00	0.00
Isclero S.C.r.l. - Via G.V. Bona, 65 - Rome - Italy	12,000.00	12,000.00
M.N. Metropolitana di Napoli S.p.A. - Via Galileo Ferraris 101 - Naples - Italy	3,655,397.00	6,185,075.05
Marsico Nuovo S.C.r.l. - Via Dora, 2 - Rome - Italy	10,200.00	38,562.00
ME.SA. S.C.r.l. in liquidation - Via della Cooperazione, 30 - Bologna - Italy	40,800.00	41,316.55
Messina Stadio S.C.r.l. - Via G.V. Bona, 65 - Rome - Italy	45,900.00	46,481.12
Metroveta S.C.r.l. - Piazza Castello, 16 - Padua - Italia	25,500.00	25,822.84
Monte Vesuvio S.C.r.l. - Viale Italia, 1 - Sesto S. Giovanni - Milan - Italy	45,900.00	46,480.00
Nova Metro S.C.r.l. - Via Montello, 10 - Rome - Italy	40,800.00	41,316.55
Parking Puccini S.C.r.l. in liquidation - Viale Italia, 1 - Sesto S. Giovanni - Milan - Italy	45,900.00	46,480.00
Pegaso S.C.r.l. - Via F. Tovaglieri, 17 - Rome - Italy	260,000.00	260,000.00
Piana di Licata S.C.r.l. in liquidation - Via G.V. Bona, 65 - Rome - Italy	10,200.00	(248,756.32)
Piceno S.C.r.l. in liquidation - Viale Italia, 1 - Sesto S. Giovanni - Milan - Italy	10,200.00	10,330.00
Principe Amedeo S.C.r.l. in liquidation - Via G.V. Bona, 65 - Rome - Italy	10,200.00	(7,746.85)
Priolo Siracusa S.C.r.l. - Piazza Velasca, 4 - Milan - Italy	10,329.14	77,648.24
Raggruppamento Astaldi-Vianini in liquidation - S.P. per Fisciano km. 1 - Fisciano - Salerno - Italy	25,822.84	19,367.13
Roma Sud S.C.r.l. in liquidation - V.le Dell'Astronomia, 9 - Rome - Italy	10,200.00	4,503.12
S.A.A.L.P. S.n.c. in liquidation - Via Boncompagni, 47 - Rome - Italy	51,646.00	24,396.00
S.A.C.E.S. S.r.l. in liquidation - Via G.V. Bona, 65 - Rome - Italy	26,000.00	1,157,206.62
S.E.I.S. S.p.A. - Via Monte Santo, 1 - Rome - Italy	3,873,426.74	3,162,179.34
Sa.Di.Pe. S.C.r.l. in liquidation - Via Della Dataria, 22 - Rome - Italy	40,800.00	(122,312.48)
Santangelo S.C.r.l. in liquidation - Via G.V. Bona, 65 - Rome - Italy	51,000.00	28,345.00
Satalgec 1K - B.P. 8734 - Kinshasa - Democratic Republic of Congo	0.00	0.00
Satalgec Association Momentanée - Kinshasa - Democratic Republic of Congo	9,285.19	7,112,821.73
SO.GE.DEP S.r.l. in liquidation - Via dell'Astronomia, 9 - Rome - Italy	20,658.28	(18,882.58)
So.Gr.Es. S.C.p.a. in liquidation - Via Agnello, 19 - Milan - Italy	129,114.22	129,114.22
Tangenziale Seconda S.C.r.l. in liquidation - Piazza Velasca, 2 - Milan - Italy	45,900.00	45,964.66
Transeuropska Autocesta D.o.o. - Maksimirska 120/III 10000 - Zagreb - Croatia	6,466,390.57	6,199,788.33
Truncu Reale S.C.r.l. - Via G.V. Bona, 65 - Rome - Italy	30,600.00	30,987.41
V.A.S.CO. Imprese Riunite - Via Montello, 10 - Rome - Italy	51,645.69	84,472.80
Val Pola S.C.r.l. in liquidation - Viale Sarca, 336 - Milan - Italy	46,481.12	46,022.12
Valle Caudina S.C.r.l. - Via G.V. Bona, 65 - Rome - Italy	50,000.00	51,645.69
Vesuviana Strade S.C.r.l. - Via G.V. Bona, 65 - Rome - Italy	45,900.00	46,481.12
Total 2) - associated companies		
Grand total		



C) Profit (loss) for the year	D) % ownership	E) Book value	F) Share of net equity	G) Share of provision for risk	E-F-G
0.00	50.000%	0.00	0.00	12,214,205.66	(12,214,205.66)
0.00	50.000%	50,000.00	50,000.00	0.00	0.00
0.00	45.000%	0.00	0.00	0.00	0.00
0.00	31.170%	62,633.44	3,740.40	0.00	58,893.04
1,133,660.23	22.620%	3,298,708.14	1,399,063.98	0.00	1,899,644.16
6,525.00	25.000%	2,582.28	9,640.50	0.00	(7,058.22)
0.00	25.000%	10,329.14	10,329.14	0.00	0.00
0.00	33.330%	15,493.71	15,492.16	0.00	1.55
0.00	50.000%	12,911.42	12,911.42	0.00	0.00
0.00	50.000%	23,240.56	23,240.00	0.00	0.56
0.00	20.000%	8,263.31	8,263.31	0.00	0.00
0.00	50.000%	23,241.12	23,240.00	0.00	1.12
0.00	43.750%	113,750.00	113,750.00	0.00	0.00
(35,537.68)	35.000%	0.00	(87,064.71)	87,064.71	0.00
0.00	50.000%	5,164.57	5,165.00	0.00	(0.43)
(18,075.99)	50.000%	0.00	(3,873.43)	3,873.43	0.00
0.00	20.000%	2,065.83	15,529.65	0.00	(13,463.82)
(6,455.71)	50.000%	9,683.57	9,683.57	0.00	0.00
(5,826.02)	31.000%	3,202.03	1,395.97	0.00	1,806.06
0.00	30.000%	7,318.80	7,318.80	0.00	0.00
(43,210.60)	37.000%	9,554.45	428,166.45	0.00	(418,612.00)
225,982.27	48.330%	1,872,156.26	1,528,281.28	0.00	343,874.98
(148,887.19)	49.950%	0.00	(61,095.08)	61,353.10	(258.02)
(3,098.74)	45.000%	12,755.25	12,755.25	0.00	0.00
0.00	28.000%	0.00	0.00	0.00	0.00
3,826.47	28.000%	1.00	1,991,590.08	0.00	(1,991,589.08)
(34,352.11)	22.840%	3,533.24	(4,312.78)	0.00	7,846.02
0.00	25.000%	32,278.56	32,278.56	0.00	0.01
(516.46)	42.730%	19,640.70	19,640.70	0.00	0.00
(107,643.46)	49.000%	3,157,743.80	3,037,896.28	0.00	119,847.52
0.00	34.000%	10,535.72	10,535.72	0.00	0.00
(66,070.80)	29.000%	14,977.25	24,497.11	0.00	(9,519.86)
0.00	35.000%	16,107.74	16,107.74	0.00	0.00
0.00	39.180%	20,234.78	20,234.78	0.00	0.00
0.00	30.000%	13,944.34	13,944.34	0.00	0.00
		9,992,483.73	(573,212.79)	12,477,278.08	(1,911,581.55)
		46,812,420.65	44,988,970.18	13,378,342.05	(10,924,356.99)



2001

Variations in the items of the stockholders' equity

on the financial statements as of 31 December, 2001

	Share capital	Share premium reserve	Legal reserve	Reserve for treasury stock owned	Conversion reserve (loss)
Balance at December 31, 2000	58,382	8,757	4,668	361	21,372
Allocation of any profit/loss					
Euro conversion	39				
Payment of dividends			294		
Split					
Change in conversion					(1,492)
Merger					
Profit (loss) for the year					
Balance at December 31, 2001	58,421	8,757	4,962	361	19,880

(Euro thousand)

Extraordinary reserve	Reserve for special risk	Reserve for merger difference	Euro conversion difference	Profit (loss) for the year	Total stockholders' equity
2,876	798			5,887	103,101
(39)			(1)		(1)
977				(5,887)	(4,616)
(103)					(103)
		14,930			(1,492)
					14,930
				33,237	33,237
3,711	798	14,930	(1)	33,237	145,056

Variations in the items of the stockholders' equity

2001

Report of Statutory Auditors

on the financial statements as of 31 December, 2001

Dear Shareholders, we carried out our procedures on the financial statements of Your company as of December 31, 2001 prepared by the Board of Directors in the meeting held on February 28, 2002.

The balance sheet shows a net income of Euro 33.237.407.

The key data are as follows (all amounts in Euro):

BALANCE SHEET

ASSETS

Fixed assets	
- intangible	35,881,416
- tangible	29,134,788
- investments and other non current assets	102,649,064
Fixed assets, total	167,665,268
Working capitak	753,210,542
Prepayments and accrued income	1,742,872
Total assets	922,618,682

LIABILITIES AND EQUITY

Equity

- Share capital and reserves	111,818,653
- Net income for the year	33,237,407
Total equity	145,056,060
- Provision for risks	93,099,307
- Employees' severance indemnity	7,803,532
- Creditors	674,662,211
- Accruals and deferred income	1,997,572
Total liabilities and equity	922,618,682

MEMORANDUM ITEMS

Guarantees given for

- Loans	159,957,416
- Work in progress	1,226,077,571
- Others	139,888,312
Total guarantees given	1,525,923,299

Other memorandum items

- Leased assets	21,324,728
- Sales of receivables with recourse	148,928,611
Total other memorandum items	170,253,339
- Guarantees given by others on behalf of the Company	17,772,423
Total memorandum items	1,713,949,061

INCOME STATEMENT

- Value of production	742,828,465
- Costs of production	(672,741,936)
- Financial costs, net	(18,026,710)
- Adjustments to the value of financial investments	(19,260,606)
- Extraordinary items	(4,564,866)
- Net Income before taxes	28,234,347
- Current tax	(15,651,686)
- Deferred tax, assets	20,654,746

NET INCOME	33,237,407
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In the Directors' Report on Operations, the Board of Directors has provided you with all the information about the status of the company, its operations and financial situation, management expectations and post balance sheet events. The notes to the financial statements, prepared in compliance with article 2427 Civil Code, provide the accounting principles followed during the preparation of these financial statements, the description of the main items and of the main differences if compared to previous year. Our procedures have been performed to verify the compliance of these financial statements with the applicable regulations.

According to our opinion, with reference to the limits assigned by Laws to the Board of Statutory Auditors:

- the financial statements are in compliance with the Civil Code;
- the financial statements are in accordance with the book of the Company and with all the records;
- the Directors' Report on Operations prepared by the Board of Directors has provided you with the information requested pursuant to article 2428 of the Civil Code;
- all the information requested by article 10 of Law No. 72/83 have been provided;
- the article 2423 of Civil Code has been applied with no exceptions.

The intangible assets include 2.153 Euro/000 of expansion costs.

We agreed to such accounting treatment. The net book value is as follows:

Net Book Value as at December 31, 2000	Euro	2,876
Amortisation 2001	Euro	(723)
Net book value as at December 31, 2001	Euro	2,153

During the year, the Board of Statutory Auditors has taken part to the meeting of the Board of Directors, has meet the independent auditors (Reconta Ernst & Young) and has carried out recurring procedures.

We received the clearance letter of the independent auditors addressed to the Board of Directors and dated February 27, 2002 with no audit issues. During the year, we carried out our procedures related to the book-keeping, the accounting and the respect of the applicable regulations and of corporate by-Laws, as requested by article 2403 of Civil Code. On the basis of such procedures, we did not find any failing to regulations or corporate by-Laws.

Finally, we would like to underline the main events which took place during the year:

1. the spin-off and transfer of the assets of the subsidiary Italstrade S.p.A. with deed of agreement prepared on June 18, 2001 by Notaio Dott. Salvatore Mariconda, "repertorio" No. 40479, "raccolta" No. 10719;
2. the spin-off of some operations of Astaldi S.p.A. to a new company, with deed of agreement prepared on April 10, 2001 by Notaio Dott. Salvatore Mariconda, "repertorio" No. 40138, "raccolta" No. 10634;
3. the merger of Italstrade S.p.A. into Astaldi SpA, with deed of agreement prepared on July 2, 2001 by Notaio Prof. Gennaro Mariconda, "repertorio" No. 40546, "raccolta" No. 10741, registered in Rome on July 4, 2001.

On the basis of what said before, in our opinion the financial statements as of December 31, 2001 should be approved, together with the proposal of allocation of the net income of the year.

The Board of Statutory Auditors

Independent Auditors' Report

on the financial statements as of 31 December, 2001

 **RECONTA ERNST & YOUNG**

ASTALDI S.p.A.

FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2001

AUDITORS' REPORT

(Translation from the original Italian text)

AUDITORS' REPORT

(Translation from the original Italian text)

To the shareholders of
Astaldi S.p.A.

1. We have audited the financial statements of Astaldi S.p.A. as of and for the year ended December 31, 2001. These financial statements are the responsibility of the Astaldi S.p.A.'s management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. Our audit was made in accordance with auditing standards and procedures recommended by CONSOB (the Italian Stock Exchange Regulatory Agency). In accordance with such standards and procedures we planned and performed our audit to obtain the information necessary in order to determine whether the financial statements are materially misstated and if such financial statements, taken as a whole, may be relied upon. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, as well as assessing the appropriateness of the accounting principles applied and the reasonableness of the estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

For our opinion on the financial statements of the prior year, which are presented for comparative purposes as required by the law, reference should be made to our report dated June 26, 2001.

3. In our opinion, the financial statements of Astaldi S.p.A. comply with the Italian regulations governing financial statements; accordingly, they clearly present and give a true and fair view of the financial position of Astaldi S.p.A. as of December 31, 2001, and the results of its operations for the year then ended.

Rome, March 8, 2002

Reconta Ernst & Young S.p.A.

Signed by: Salvatore Fiorena, partner