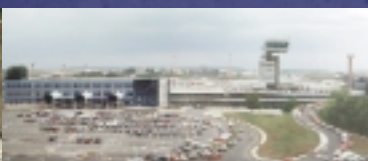




® ASTALDI

a n n u a l r e p o r t 2002



“To consolidate as leading

Italian general contractor and

m i s s i o n

enhance value, progress

and well-being for the communities”

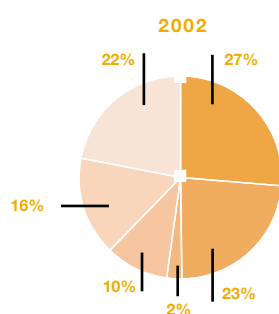
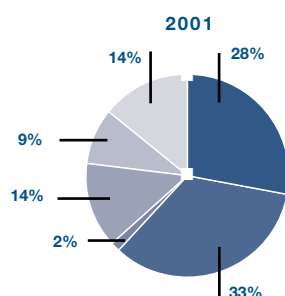
main ratios

(euro million)

	2000	2001*	2002
economic items			
total revenues	832	827	858
ebit	60	70	64
profit before taxes	22	15	26
net income	12	21	15
financial items			
gross self-financing margin	(57)	102	71
capital expenditure	(52)	20	(97)
% on total revenues			
total revenues	100	100	100
ebit	7.3	8.4	7.5
profit before taxes	2.7	1.9	3
net income	1.4	2.6	1.6
balance sheet items			
total assets	1,055	1,015	1,113
fixed assets	176	149	200
net invested capital	319	257	341
net debt	190	109	119
net equity	129	148	222

order backlog by line of business

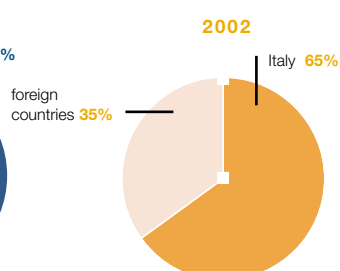
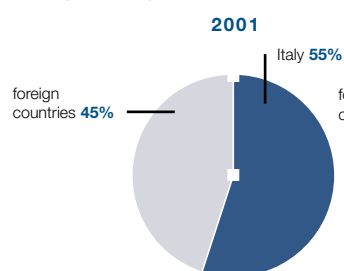
(euro million)



	2001	2002
railways and subways	745	905
roads and motorways	904	808
seaports and airports	40	82
hydroelectric power and other energy infrastructures	362	346
industrial and civil buildings	238	543
operations	377	755
total backlog	2,666	3,439

order backlog by geographical area

(euro million)



	2001	2002
Italy	1,465	2,218
foreign countries	1,201	1,221
total backlog	2,666	3,439

*pro-forma excludes revenues from real estate sale

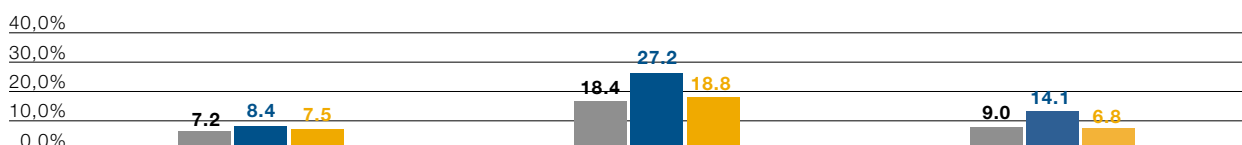
ratios

(percentages)

R.O.S.

R.O.I.

R.O.E.



2000 2001* 2002

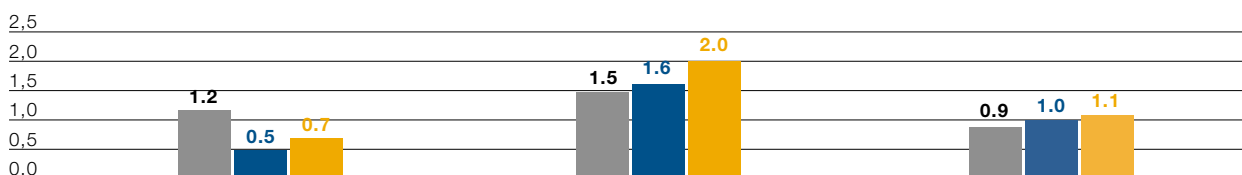
return on sales (R.O.S.) - operating income / total revenues
return on investment (R.O.I.) - operating income / net invested capital
return on equity (R.O.E.) - net income / net equity

(values)

GEARING RATIO

CURRENT RATIO

QUICK RATIO



2000 2001* 2002

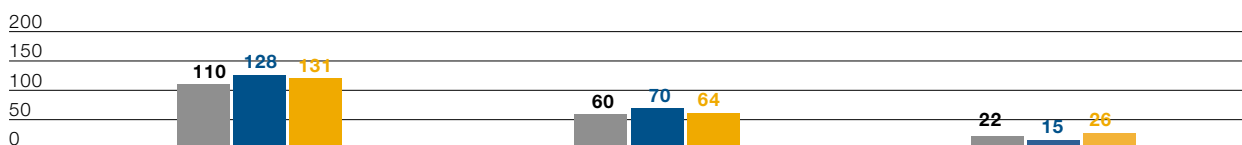
gearing ratio - net indebtedness / net equity
current ratio - short-term assets / short-term liabilities
quick ratio - total accounts receivables and cash / short-term liabilities

(euro million)

EBITDA

EBIT

EBT



2000 2001* 2002

EBITDA - earnings before interests, taxes, depreciation and amortization
EBIT - earnings before interests and taxes
EBT - earnings before taxes

net cash flow

(euro million)

	2000	2001	2002
net income	12	21	15
depreciation, amortization and provisions	50	86	56
dividends	(5)	(13)	(5)
gross self-financing margin	57	102	71

turnover ratios

(percentages)

Assets turnover
(Sales / total assets)

Inventory turnover
(sales / inventory)



2000 2001 2002

*pro-forma excludes revenues from real estate sale

a n n u a l r e p o r t 2002



FROM LEFT TO RIGHT:

ALGERIA

Taksebt Dam

ROMANIA

Bucharest Airport

ITALY

Salerno-Reggio Calabria Highway

ITALY

Rome Subway

ITALY

High Speed Railway

s u m m a r y

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l e t t e r o f t h e c h a i r m a n t o t h e s h a r e h o l d e r s

Letter from the Chairman to the shareholders

My dear shareholders

The annual accounts that we are presenting to you refer to a year that has been particularly important for your Group. In the month of March 2002, the shareholders' Annual General Meeting has, in fact decided to request the admission of Astaldi shares on to the Italian Stock Exchange (for a subscription of more than 30% of the share capital). The quotation, which also saw an approved increase in the share capital, took place in June of 2002. Its success, notwithstanding the difficult conditions on the financial markets, was unquestionable. The demand has more than covered the offer; while the most qualified institutional investors, both Italian and International, have express complete faith in your Company and in its growth prospects.

The changes that this event has brought have been significant. And not only for the most superb financial aspects, for which you will find full reference in the annual report, but above all for the cultural impact that they have produced. With the



ERNESTO MONTI
Chairman of Astaldi S.p.A.

quotation, Astaldi has in fact accelerated a process of innovation of its own business culture, a process that had already started with firm conviction some years earlier.

Transparency, management and human resources added-value, social commitment, sustained growth are becoming each day elements which are inter-woven and forming the basis of the mission and the values of the Group and that leads us to look at the future with further, enthusiastic prospects of growth. All that is taking place is following the goals of always: consolidating the leadership in Italy and abroad, confirming the Company as an important general contractor, maintaining faith by being trustworthy, financial solidarity and the ability to manage; talents which Astaldi has known how to express in its whole history. It is a challenge that, I am certain all the people who work for your Group want to undertake and that they will know how to overcome.

A handwritten signature in black ink, appearing to read 'Ernesto Monti', written over a light blue horizontal line.

m a i n e v e n t s o f 2 0 0 2

Main events of 2002

February – Issue of a Eurobond for € 150 Million.

March – Resolution of the Shareholders' Meeting to list Astaldi shares on the Star segment of the the Italian Stock Exchange. Flotation for an increase in capital for a maximum of 20,300,000 shares



FROM LEFT TO RIGHT:

DENMARK
Copenhagen Subway

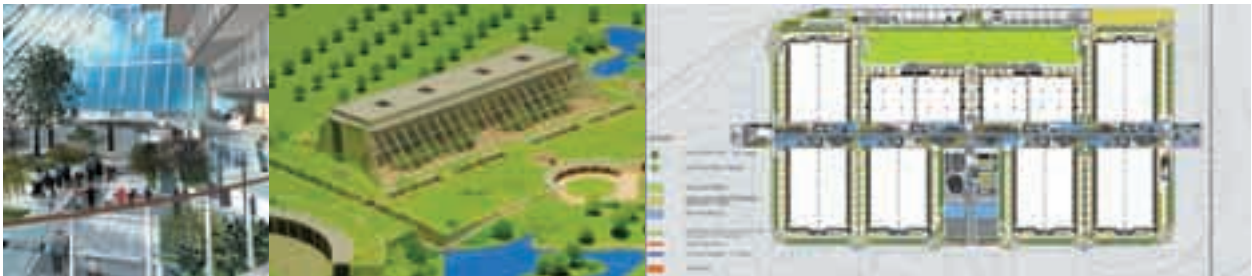
Italian Stock Exchange

March – Award, as general contractor (with Ansaldo Trasporti and Ansaldo Breda), of the Brescia light railway line with integrated automation

June – Start of trading of Astaldi shares on the Italian Stock Exchange

July – Award, as general contractor, of the contract for design and construction of the New Exposition Fair in Milan.

July – Award of the license for the construction and operation of the new Mestre Hospital.



November – Ambassador Luigi Guidobono Cavalchini co-opted as new member by the Board of Directors

FROM LEFT TO RIGHT:

ITALY
New Mestre Hospital
ITALY
New Mestre Hospital
ITALY
New Exposition Fair Centre in Milan

December – Board of Directors adopts the code of conduct on insider dealing.

c o m p a n y ' s m a n a g e m e n t

Company's Management

Honorary Chairman

Adriano Anselmino

Board of Directors

Chairman	Ernesto Monti
Vice Chairman	Paolo Astaldi
Managing Directors	Vittorio Di Paola
Directors	Caterina Astaldi
	Pietro Astaldi
	Stefano Cerri
	Enrico De Cecco
	Franco A. Grassini
	Luigi Guidobono Cavalchini
	Bruno Lecchi
	Lucio Mariani
	Giuseppe Marino
	Roberto Marraffa
	Vittorio Mele
	Nicoletta Mincato

General Managers

International activities	Giuseppe Cafiero
Chief financial officer	Stefano Cerri
Domestic activities	Nicola Oliva

Vice General Manager

Administration and finance	Paolo Citterio
-----------------------------------	----------------

Board of Statutory Auditors

Chairman	Eugenio Pinto
Auditor	Pierpaolo Singer
	Pierumberto Spanò
Substitute Auditor	Maurizio Lauri
	Domenico Nalin
	Antonio Sisca

Audit Company

	Reconta Ernst & Young S.p.A.
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c o m p a n y p r o f i l e

Astaldi is co-founder of Santa Cecilia Accademy in Rome

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The Group

The Group, general contractor leader in Italy, designs and realizes large works in the transport infrastructure, hydro-electric and energy production plants and non-residential building sectors.

Founded in the 1920's the business quickly developed a strong presence on the national territory, becoming in a short time one of the main players in the large infrastructure sector. The expansion strategy outside Italy was based on the objective of concentrating the activities in the countries where the Group already had deep-rooted presence, which allowed it to operate having full knowledge of the local conditions.

Right from the beginning of its activities, the Group has been the driving force in large-scale construction projects, distinguished by their technical, economic and political profile, adding to the development of the country. The increase in complexity and the size of the works carried out has gone hand in hand with the growth of Astaldi, whose name is now well known also for the technical innovation in the construction methods adopted.

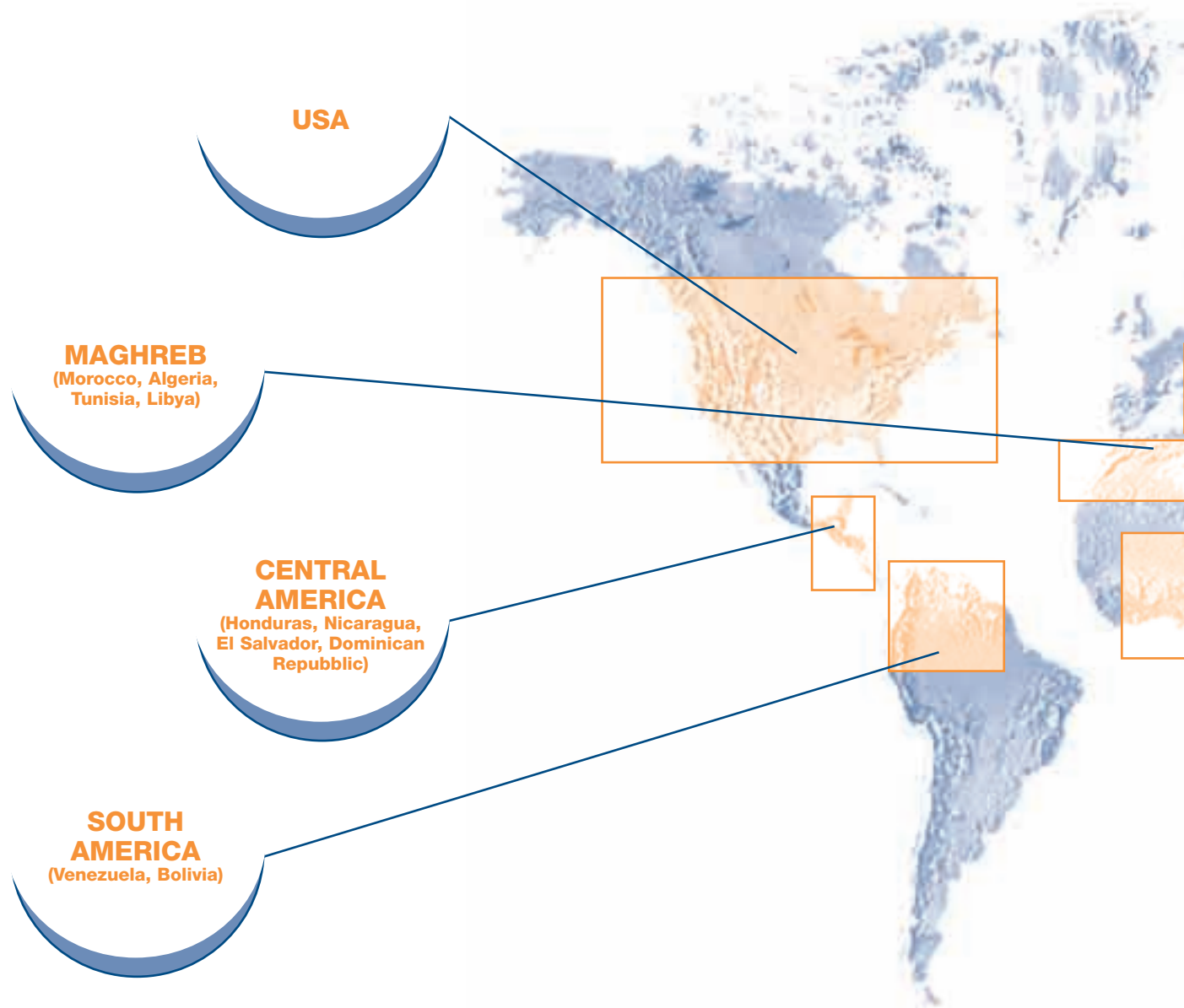


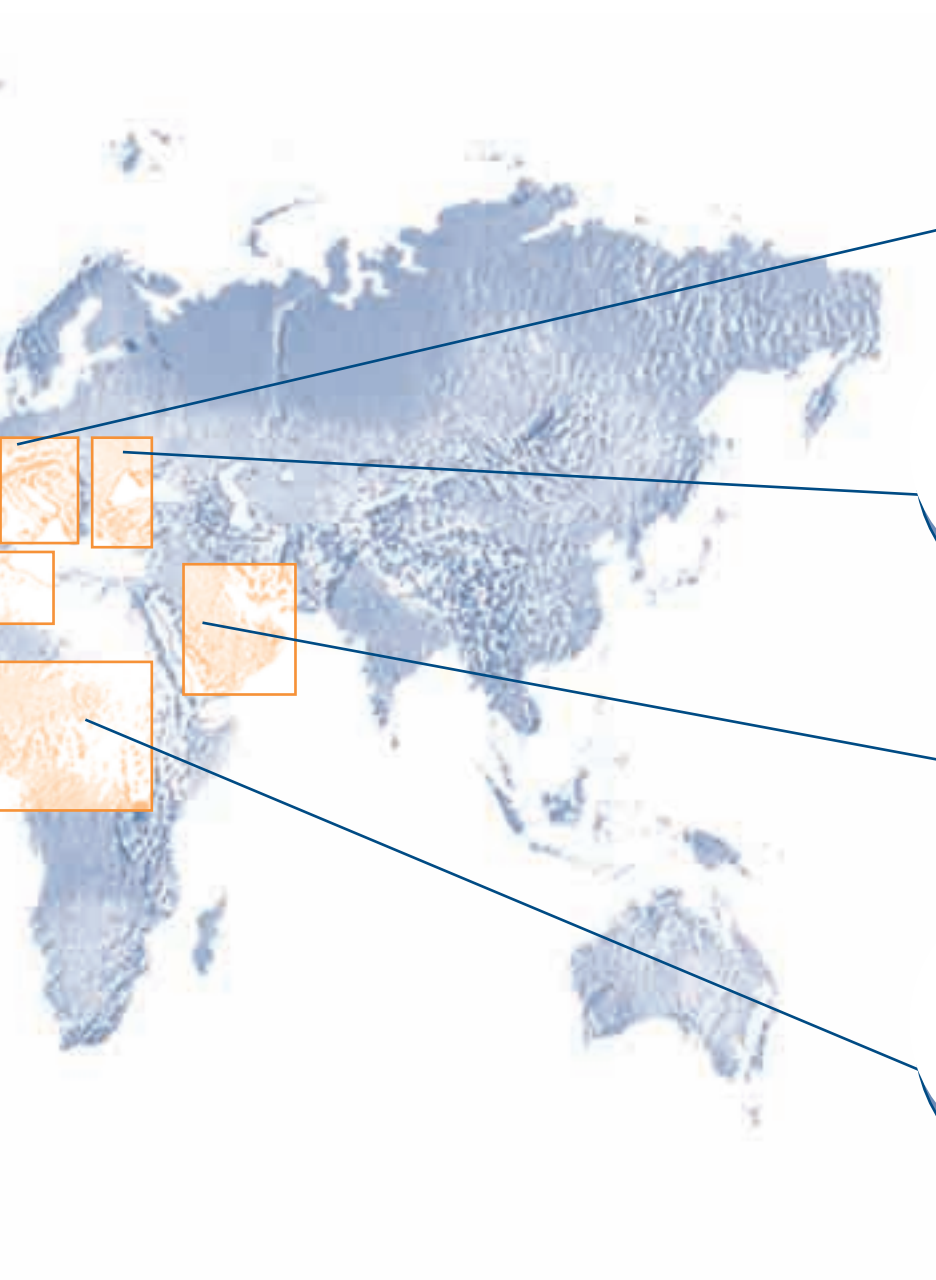
Today, the activity of Astaldi is not limited just to the construction phase of projects, but includes also taking an active role in the organization of financing for their realization. The long national and international experience gained has allowed the Group to create a vast network of relationships with governments, financial institutions, private bodies and international monetary bodies, which allows it to offer the most appropriate and complete solutions for the financing needs of the customer. At the end of 2002, the Group was engaged with more than 5,500 collaborators in 18 different countries in the world, working on projects which will produce revenue of more than € 858 million at the end of the financial year, of which 60% came from Italy.

FROM LEFT TO RIGHT:

ITALY
Po River at Occhiobello
ITALY
Favara Acqueduct in Sicily
ITALY
Cimiege Hydroelectric
power plant

International positioning





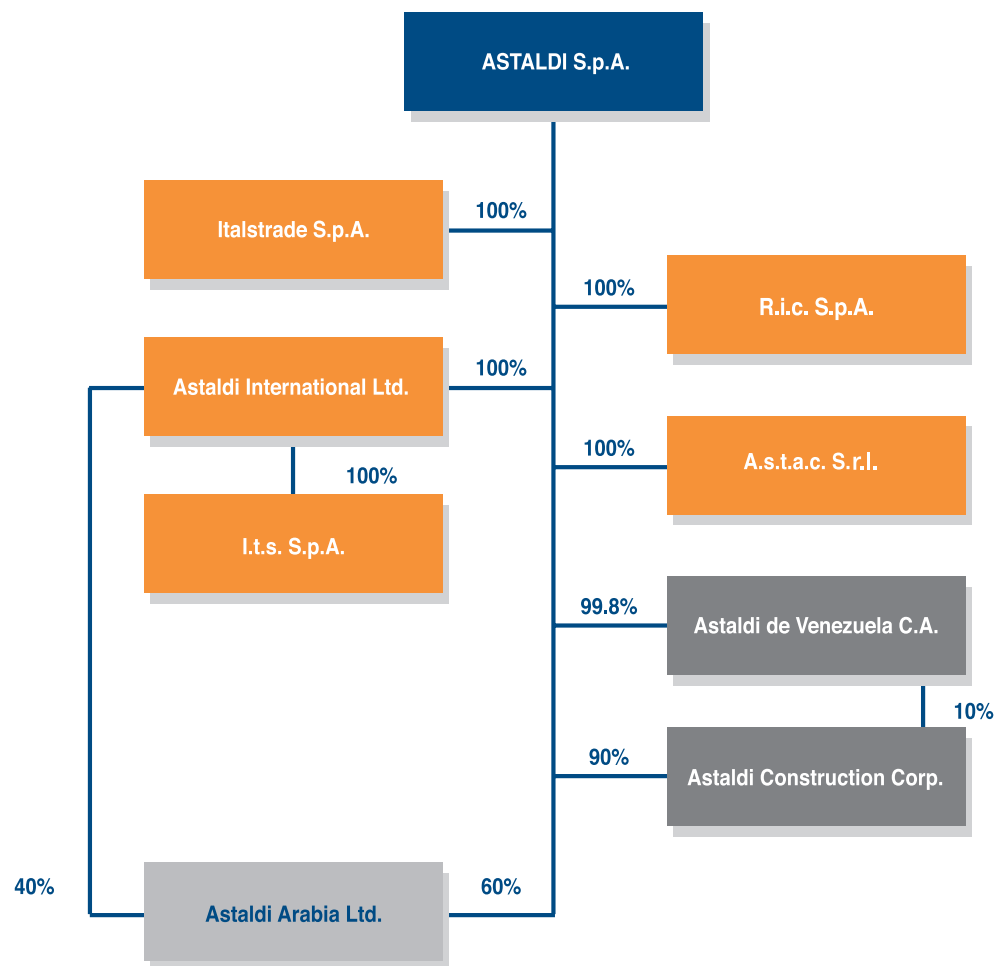
EUROPE
(Italy, Denmark, Greece)

**EASTERN
EUROPE**
(Romania, Turkey)

MIDDLE-EAST
(Saudi Arabia)

AFRICA
(Tanzania, Guinea,
Congo, Guinea Bissau)

The Group structure



Areas of activity

The main business of Astaldi is the realization of large infrastructures. Today the activities of the Group include all branches of civil engineering, hydraulics, transportation, electrical engineering, environment, land and infrastructure. The most significant area represents the construction of transport infrastructure, which includes: railways (high speed Rome-Naples, Turin railway hub and Milan railway hub in Italy, railway line Caracas-Tuy Medio in Venezuela), underground (Genoa, Naples, Brescia, Copenhagen), roads and motorways (Rome belt-way and Vicenza by-pass in Italy, Anatolian motorway in Turkey, other road works in Florida) and airports (Bucharest in Romania).

In the sector of hydraulic works and electrical production plants, Astaldi has gained a notable experience and technological know how which allows it to realize complete hydroelectric plants. Among the principle works completed are: the dam of Rosamarina and the hydro electric plant in Satriano in Italy, as well as the dams in Inga (Democratic Republic of the Congo), Balambano (Indonesia), Concepción



and Nacaome (Honduras), Xiaolandgi (China) and still others. Today the Group is involved – other than abroad in the dams in Algeria and Morocco – in the realization of the hydroelectric plant of Pont Ventoux, the largest underground hydroelectric work under construction today in Europe.

A further promising development is the industrial and civil building sector. The principle works in progress are: the New Exposition Center in Milan, the most important exhibition site at an European level, the new Hospital at Mestre, the University at Sassari, the Carlo Poma Hospital in Mantua and the Palaces of Justice at Imperia and Pescara.

The Group is involved in the realization of these works also with the objective of obtaining the greatest advantage from the synergies with the operation management of services. In the future, thanks also to the changing legal framework, operation management will represent a great contribution to the development of the Group as much as project financing. Already during the course of 2002, Astaldi was awarded, in the role as promoter, the contract to construct and operate the Hospital at Mestre, the first important project in Italy in project financing.

FROM LEFT TO RIGHT:

DENMARK
Copenhagen Subway
BOLIVIA
San Rafael Road Tunnel
VENEZUELA
Caracas-Tuy Medio Railway

The management team

One of the greatest strengths of the Group is represented by the capacity to provide strong and motivated management. On every new project, Astaldi always commits direct personnel at the highest level, capable of contributing to the achievement of the Group's objectives in the most efficient way. At the same time, the management of the business is entrusted to a management hierarchy composed of few levels capable of showing flexibility and dynamism in the determination of the strategic choices.



ITALY
Pont Ventoux Hydro-electric
Power Plant

At the head of the Group the structure is made up of:

- the Board of Directors presided by the Chairman, Prof. Ernesto Monti, which defines the policies and the strategies of the Group;
- the CEO, Ing. Vittorio Di Paola, who implements the strategies and policies defined by the Board of Directors through the coordination of the organizational structure;
- two general managers, international and domestic, respectively managed by Ing. Giuseppe Cafiero and Ing. Nicola Oliva responsible for the development and management of the commercial activities;
- the CFO, Stefano Cerri, responsible for all of the administrative, fiscal, legal, financial, etc., activities.

The strategic guidelines of the 2003-2005 industrial plan

The strategic guidelines for the next three years, approved by the Board of Directors last 18th March, all point to the consolidation of Astaldi's position as general contractor leader on the domestic market.

To this end, the plan aims at a selection of projects in favour of integrated contracts of design, construction and eventual operation management of major works with high added value and increased technical content, capable of enhancing the skills of Astaldi as a general contractor.

The 2003-2005 plan favours the search for national and international partners at the highest level, and the policy of sub-contracting jobs and projects with lower technical content to medium and small sized companies. It is in fact an objective of the Group to concentrate the financial resources towards the promotion of new initiatives either under the guise of general contractor or the promotion of new investments in project financing. This new orientation will translate itself in the next three years into an order book mainly orientated to the domestic market carrying out projects in general contracting and project financing, rather than towards those acquired with a traditional bid as a simple construction company.



As a result of the growing management and project complexity of the jobs that the Company is targeting, the 2003-2005 plan envisages a further strengthening of the management skill and its potential in terms of planning, organization, mobilization, co-ordination and control.

The orientation towards a greater selectivity of projects envisaged for the national market, is reflected also in the strategic guideline formulated for the foreign market, which will see the closure of activities in countries with scarce opportunity for development or in which there exists excessive competition with local businesses. On the other hand, it aims to reinforce the presence in those countries where it is possible to obtain credit coverage, where the company is already an established presence or in which there appear to be good business prospects.

This is a very short summary of the strategic guidelines that will drive the activities and the strategic choices of the Group in the next few years and that translate into a concrete and ambitious plan, which take account of, on one side, the new situation of instability which has arisen at an international level during 2002, and, on the other, of the potential that the domestic market will show in the near future.

ITALY

High Speed Railway- Rome to Naples stretch

Information on corporate governance

The system of corporate governance in force within the Company, which is described in detail within the report on management of the Group, continues to be maintained in line with the principles of the self-governing code for quoted companies, prepared by the Italian Stock Exchange in 1999 and recently revised, specifically on the basis of the recommendations formulated by Consob and in general with best practice found at an international level.

At the current time there are about 11 thousand ordinary shareholders. As at 31 December 2002, the shareholders with a holding of more than 2% of the share capital are as follows:

major shareholders	
Fin.Ast. S.r.l.	39.968%
Finetupar International S.A. (previously Finetupar S.A.)	12.133%
Interbanca S.p.A.	9.586%
Capitalia S.p.A. (previously Banca di Roma S.p.A)	4.673%
Gartmore Investment Management PLC	2.019%

Between the shareholders Fin.Ast S.r.l., Finetupar International S.A., Capitalia S.p.A, Interbanca S.p.A and FA.MI S.A. there is an internal agreement under art.122 of Law 58 of 24th February 1998, deposited at the Company Registry on 29th May 2002, which expires on 14th May 2005.

Concerning the corporate bodies, the Board of Directors has the central role, and is responsible for the strategic and organizational policies of the Company as well as of the verification of the existence of the controls necessary to monitor the performance of the Company as well as of the Group. The Board of Directors, on the basis of what is laid down in the self-governing code and also its own specific deliberations, in short:

- examines and approves the strategic plans of the Company and the business structure of the Group;
- grants and revokes proxies to management, defining their limits and the way they should be carried out;
- determines the remuneration of the managing director and other directors on the basis of proposals from the appropriate committee and taking in account the views of the Statutory Auditors;
- monitors the general performance of corporate management, verifying periodically the achievement of programmed results;
- examines and approves operations having a significant economic, capital or financial importance;
- verifies the adequacy of administrative and organizational structure of the Company and of the Group as implemented by the managing director (CEO).

The activities of the Board of Directors are co-ordinated by the Chairman who calls the Board meetings and leads their progress. The Chairman, who has no delegated management duties, presides over the general meeting and has powers to represent the Company in legal matters.

The Board of Directors of the Company is composed of a variable number of directors from nine to fifteen appointed for a period not exceeding three years but eligible for re-election. It is currently composed of the following fifteen members:

members of the board of directors	
Ernesto Monti	Independent / non-executive
Paolo Astaldi	Executive
Vittorio Di Paola	Executive
Caterina Astaldi	Not independent / non-executive
Pietro Astaldi	Executive
Luigi Guidobono Cavalchini	Not independent / non-executive
Stefano Cerri	Executive
Enrico De Cecco	Not independent / non-executive
Franco A. Grassini	Independent / non-executive
Bruno Lecchi	Not independent / non-executive
Lucio Mariani	Not independent / non-executive
Giuseppe Marino	Executive
Roberto Marraffa	Independent / non-executive
Vittorio Mele	Independent / non-executive
Nicoletta Mincato	Not independent / non-executive

As required by the self-governing code, the number and authority of the non-executive directors allow them to guarantee that their judgment has a significant influence on the assumption of the Board decisions. The number of independent non-executive directors is considered to be appropriate.

The Board currently in place for which the mandate expires with the approval of the financial statements of December 31, 2003 has not yet considered its' obligation to set up a Committee for the appointment of the directors, as the Board has not yet encountered difficulties in preparing nominations to fulfill their corporate duties.

In respect of the appointment of the directors, we refer to the Group Board of Directors' report.

During 2002, the Company however set up a Committee for the remuneration and eventual stock options and stock granting plans. Currently the Committee is composed of three directors for the greater part non-executive and its' principal duties are:

- to formulate the proposals to the Council for the remuneration of the Managing Director and of the directors in charge of specific engagements; and, on recommendation of the Managing Director, the determination of the remuneration of the Company's top management;
- to formulate proposals on incentive plans for directors, employees, collaborators;
- to advise on issues submitted by the Board of Directors regarding remunerations and similar issues.

During 2002, the Committee was primarily given an advisory role in the definition of the incentive plan approved by the Board of Directors on February 28th 2002 described in detail in the Directors' Report on the accounts of the Group.

In addition, a Committee for Internal Control has been set up, composed at the moment, by five non-executive directors, most of whom independent, with the following main tasks:

- assist the Board of Directors in the execution of the duties of the self-governing code;
- evaluate, together with the Company's Management and auditors, the conformity of the accounting principles used and their homogeneity for the drawing up of consolidated financial statements;
- evaluate the proposals of the External Auditors to obtain assurance on their relative roles, as well as the audit work plan and the conclusions from the auditor's report and the management letter;
- report to the Board of Directors, at least half-yearly, on the activities carried out and on the adequacy of internal control;
- monitor the adequacy of the self-governing code.

In addition, the Board of Statutory Auditors is, at the moment, composed of three regular auditors and two alternative auditors and will be renewed during the next ordinary Shareholders Meeting first called for 30th of April.

In the Group Board of Directors' report are explained the criteria and procedures for appointing the auditors.



BOLIVIA
San Rafael Road Tunnel

During 2002 the Board approved also the code of conduct concerning insider dealing, which imposes for the so called "key people" an obligation to inform on financial dealings in Astaldi shares exceeding, in a certain fixed term, a specified amount. It also imposes to communicate these operations to the market in a timing and manner foreseen by the regulations.

In the Group Board of Directors' report are included specific definitions to determine a "key person", the manner and timing to communicate the operations in question, as well as the communication of every relevant matter that can take place within the Company activity and in its subsidiaries that can potentially influence the price of the Company shares (so called price sensitive).

The approval of the ethical management code that provides the conduct rules to control the relationships with several classes of stakeholder, such as employees, public administration, financial markets, suppliers, contractors and sub-contractor, is still in progress.

Environment, quality, security

To protect the customers and all the other stakeholders, the Group has adopted at least five years ago a management system complying with the ISO 9000 requirements.

The related certification actually translates into an acknowledgment of the reliability of the Company, in respect of management and operating abilities, for the creation of a performance able to fully satisfy the consumer needs.

Today, the parent company Astaldi is in possession of the ISO 9001:1994 certificate. This certification guarantees the reliability of the entire production process, from the design to the execution, including post delivery customer service. The application of a similar business model in the subsidiaries has also permitted the certification of the activities of the subsidiaries Italstrade S.p.A. and R.I.C.-Railway International Construction S.p.A., for the phases of construction and eventual maintenance and assistance.

Astaldi is involved in improving constantly its performance through the timely and constant monitoring of its business processes. Astaldi has always worked with local communities, in accordance with their practices and laws, reducing to the minimum every kind of environmental impact.

From this emerges the commitment to guarantee the security and health of the employees and other persons that may be involved in the activities, operating with respect to local communities, their culture, their laws and their rules.



The value dedicated by Astaldi to the sustainable development, environment and culture can be seen in the role taken in some important institutions and organizations operating in those sectors.

Astaldi is a Corporate Golden Donor of FAI, the Italian Environment Fund (Fondo per l'Ambiente Italiano) that carries out measures to protect and safeguard the artistic and natural patrimony of our country.

Astaldi has also started a co-operation program with the University of Rome La Sapienza with whom it has promoted a Master degree on corporate governance.

d i r e c t o r s r e p o r t
o n t h e g r o u p a c t i v i t y

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Call of the Shareholders' Meeting

The shareholders are invited to the ordinary and extraordinary shareholders meeting held at the Rome legal Head Office, Via Giulio Vincenzo Bona n. 65, on April 30th 2003, at 9 a.m. for the first call and, if necessary, on May 2nd 2003 for the second call, same place and time, to discuss and approve the following agenda:

for the ordinary meeting:

- approval of the financial statements as of and for the year then ended December 31, 2002: discussion applicable and following form the same;
- renewal of the mandate of the Board of Statutory Auditors for the 2003-2005 three years period: discussion applicable and following form the same;

for the extraordinary meeting:

- proposal for the closing of a foreign branch.

Only the shareholders in possession of the adequate certification delivered by an authorized intermediary will be allowed to attend the meeting. The shareholders of shares that have not yet been registered will have to (i) previously deliver such shares to an intermediate for the input in the management system dedicated to their registration, in accordance with art. 51, Pronouncement Consob n. 11768

dated December 23, 1998 and (ii) ask for the emission of the afore-mentioned certificate. To facilitate the verification of the invitation to the meeting, the shareholders will have to send the necessary documentation to Genidata S.r.l. – for the attention of the Mrs. Anna Raviele – Via Fulvio Testi n. 126, 20092 Cinisello Balsamo (MI), by mail or fax to n. 02/26.24.22.05, at least five days before the first call.

In accordance with art. 25 of the Company's Statutes, the appointment of the Board of Statutory Auditors is decided on the basis of nomination lists presented by the shareholders, individually or jointly representing a minimum of 2% of the share capital and eligible for voting rights to the ordinary meeting. The lists, including personal and professional records of the applicants, will have to be filed in the legal Head Quarters at least ten days before the first call together with declaration of acceptance of the application, non-existence of ineligible or incompatible situations, and existence of eligibility requirements. The documentation relating to the points of the agenda, will be filed in the legal Head Quarters and at the Borsa Italiana S.p.A. in the terms and conditions currently in force. Shareholders have the possibility of obtaining a copy at their own expense.

Experts, financial analysts and accredited journalists that desire to attend to the Shareholders' Meeting, have to request attendance to the Astaldi S.p.A. – c.a. Office Investor Relations - by e-mail to investor.relations@astaldi.com or by fax to the n. 06/41.76.67.13, at least two days before the date of the first call.

For the Board of Directors
The Chairman
(Ernesto Monti)

A handwritten signature in black ink, appearing to read 'Ernesto Monti', is written over a large, stylized, handwritten 'Z' or 'L' shaped mark.

Management Report on the consolidated accounts for the financial year ended 31 December 2002

Dear Shareholders,

This management report relating to the consolidated accounts complies with the requirements of the Italian Civil Code and the consolidated accounts have been prepared, as required, according to the provisions of Law Decree 127/91.

The Group and the market

6 June 2002 was the first day of trading of the ordinary shares of your Company in the STAR sector of the stock market, regulated by Borsa Italiana S.p.A. (the Italian Stock Exchange), which had admitted the shares for official listing on the electronic share market in provision no. 2323 of the 14th May 2002.

The listing process had been planned since July 2000, the time when Banca di Roma S.p.A., Interbanca S.p.A. and Sofipa S.p.A. (now MCC S.p.A.) bought into the Company's capital, by subscribing to a capital increase and providing a convertible debenture loan to support the Group's development in terms of both turnover and profitability.

The arrival of new shareholders in the form of financial institutions was marked by the adoption of a new code of corporate governance, a code already in line with best practice standards for listed companies.

In order to further improve the Company's capacity for development and increase its visibility on the financial markets, the Shareholders' General Meeting of 11 March 2002 voted to request admission of the shares on the stock market. The same meeting ratified the resolution of the Board of Directors of 5 February 2002, in which the Company fully adhered to the principles contained in its Corporate Governance Code by setting up a remuneration committee and internal audit committee.

The listing took place with an offer of 35,800,000 ordinary shares in the Company with a par value of 1 Euro coming in part from a dedicated capital increase – voted for with exclusion of the option right provided for by art. 2441, paragraph 5 of the Italian Civil Code at the at the General Shareholders' Meeting on 11 March 2002 – and for the remaining part offered for sale by Finetupar S.A., Fa.MI.S.A. Interbanca S.p.A., MCC S.p.A. and Banca di Roma S.p.A..

The global offer, coordinated and directed by MCC S.p.A., Interbanca S.p.A. and Commerzbank AG, received requests for 49,000,640 shares from 11,877 applicants. On the basis of the requests received, 41,200,000 shares were assigned to 11,876 applicants of which 20,300,000 shares came from the capital increase, 15,500,000 from shares offered for sale by shareholders and 5,400,000 from the over allocation option.

The shares allocated were divided up as follows: 11,762,400 shares to 11,796 applicants from the retail market within the Public offering and 29,437,600 shares to 80 applicants in the area of institutional investors (of which 20,517,100 shares assigned to 47 Italian Professional Investors and 8,920,500 shares to 33 foreign Institutional Investors).

Despite unfavourable market circumstances, the Company achieved the objective of listing in the Star section of the stock market regulated by Borsa Italiana S.p.A.

The overall operation can be considered to be highly satisfactory, in terms of both quantitative (applications were around 1.4 times the offer) and qualitative results, particularly in the light of the high standing of both the Italian and foreign Institutional Investors, who by subscribing to shares expressed a clear faith in the value of the Company and its prospects for growth.

The macro-economic scenario in 2002 saw a blanket crisis in terms of both financial and economic indicators, which led the main observers and institutions to re-view the growth estimates for practically all areas of the world during the course of the financial year. The general crisis affected all the main industrialised countries indiscriminately, including the United States, which went from expected growth of over 1% to stagnation at 0.3%. With regard to the domestic scenario in Italy too, GDP increased by a modest approximate 0.4%.

In general 2002 saw a weakening of the financial markets linked on the one hand to the crisis among the New Economy companies, and on the other hand, mainly in the United States, to financial scandals which undermined the credibility of financial institutions and control organisms. It is against this back-



ground that the leading world Stock Exchanges recorded very heavy losses during the course of 2002: the Dow Jones lost 17%, Nasdaq 39%, Frankfurt 44%, and finally Mibtel 25%.

Additionally, from the beginning of 2002 the progressive weakening of the dollar and increase in the price of oil linked to the crisis in the Middle East contributed to accentuating an overall climate of uncertainty.

With regard to the Euro zone there have not been any significant signs of recovery, with the exception of the increase in exports in the second half of the year thanks to the increased strength of the Euro although this was not matched by a similar rise in internal consumptions, still affected by the widespread climate of uncertainty. A positive signal came from inflation remaining under control, in line with the objectives of the Central European Bank, which has made it possible to keep the purchasing power of wages and salaries intact.

Latin American countries have to be considered separately. Here the economic and financial position worsened considerably in 2002, hit by the Argentinean crisis and by its knock-on effect in neighbouring countries, particularly Uruguay and Paraguay. According to the main research bodies, an increase in GDP of around 3% should be recorded in 2003, powered also by the improvement in economic prospects at a world level and very low interest rates.

In this complex scenario, the construction sector mirrors the critical prevailing times. The pursuit of increased revenue levels and diversification at all costs,

FROM LEFT TO RIGHT:

ITALY

New Mestre Hospital

ITALY

New Mestre Hospital

ITALY

New Milan Exposition Fair Centre

which characterised the main world operators in the latter part of the '90s, was a model which dragged certain major Groups in the sector into an economic and financial crisis, and has now opened the way to a more prudent policy aimed at reducing investments and costs, whilst waiting for a recovery in the economy at a world level.

The Domestic Market

Within the context of the aforementioned scenario, in Italy a policy of Government spending on major construction works has been identified as an anti-recession mechanism for the economy as a whole. Expectations in relation to the recovery of this sector are solid, as are also the intentions expressed by the Government in economic and financial planning documents. In this context the public works market has already seen appreciable growth in 2002 with respect to the previous year (6.9% at current values).

The performance expected for the 2003-2005 three-year period indicates further growth for the sector, with a change, however, in the composition of the funds, which will reposition resources from small to major works. Already major works represent 50% of the market in terms of amount; in 1999 the same indicator was just 34%.



FROM LEFT TO RIGHT:

ITALY
Leonardo da Vinci Office District
in Prato
ITALY
Genoa Subway
ITALY
The Monte Bianco to Aosta
Highway

According to the leading studies of the sector, the current propensity to allocate funds to civil works in Italy is greater than in France and the United Kingdom. It is obvious that this is not an insignificant amount, and this leaves room for a reflection on the real extent of expenditure in public works in our country and on the role that the major new works can play in this context.

It is natural that in such a scenario the public works market in Italy has already begun to divide itself into three distinct segments: the first segment is one of major works in which there is a limited number of General Contractors, for which institutional regulations are currently being drawn up. The second segment is characterised by works in which SOA certified medium-sized companies play their part (20 thousand of the 47 thousand on the National Builders' List). The third segment comprises a very large number of small companies with a fairly fragmented reference market.

Within this context analysts and observers believe that one of the fundamental problems will be the capacity for expenditure of the public sector with respect to available resources, an index which should be interpreted as the operational capacity to manage large and medium size contracts efficiently and not as a limitation in the financial coverage of the same.

In conclusion, the domestic scenario of public works is positively conditioned by the requirement for new infrastructures for the economic models being followed. It concerns works which go beyond the traditional construction mould and which – by means of innovative tools such as project financing – are creating a new scenario, which is regulated by Law 109/94 and its amendments.

The International Market

The international scenario, as previously mentioned, is characterised by a situation of weakness mainly caused by a climate of uncertainty and insecurity following the terrorist attack of 11th September 2001, which destabilised all forecasts. However, an analysis of the macro-economic data for the United States shows it is possible to read the trend for 2002 in a different manner, as while the economy maintained a weak, but positive growth rate, it confirmed the country's emotional reaction with an appreciable increase in consumption, and a very strong increase in public spending put into place to sustain the economy.

Overall, observers agree on the fact that 2003 must represent the turning point year destined to restore growth to the levels of the '90s after three years of stagnation.

The impact that the economic situation in 2002 has had on the world construction sector has not led to the cancellation of major projects but only to their slowing down due to the difficulties caused by the political, economic and financial panorama.

According to the forecasts of the main observers, the Civil Engineering sector will be the driving force behind the construction market in Europe for the 2003-2004 two-year periods; in particular 2003 should record greater growth with an average rate of 4.4%. This increase, in national terms, sees growth in all the countries in the European Union with the exception of Germany. In Eastern Europe this will contribute to a decisive recovery over the three-year period (+8.9% in 2003 and +11.9% in 2004) after a three-year period of contraction (-3.7% average rate from 1999-2001).

With regard to other regions of the world, the lack of interesting prospects has confirmed Astaldi belief and strategy in the program of closures in the Sub-Saharan area that was decided in previous financial years and has now been substantially completed.

The Group has concentrated its focus on markets where its presence can be reinforced in the long term and where there are favourable development opportunities, such as the United States, Central America, Venezuela and the Maghreb.

In Central America and the USA in particular, the trend is satisfactory which also makes it possible to forecast that current levels of activity will continue in the future; in Latin America, where the Group presence is concentrated only in Venezuela, it is considered that the current contracts in the portfolio, an important priority for the country, are the only interesting ventures and that any further development of activities would increase financial requirements and the risk profile.

The lack of interesting prospects in the Turkish market, where the Group has been operating since the '80s, has determined a strategy of diversification towards the Middle East, in particular to Saudi Arabia and Qatar, where programmed investments are considerable and market share can be acquired within a reasonable

timeframe in the industrial plant sector, in partnership with major international operators.

In this context, it is considered that the Iraqi crisis certainly constitutes a serious but short-lived problem and that the nature of investments in the civil sector, together with alliances with major companies in the industrial plant sector, can ensure a balanced development process.

The policy of alliances and industrial synergies

The introduction of the "Legge Obiettivo", even before becoming definitive, has profoundly altered the market by identifying the key role of the General Contractor. That is, a Company that is capable of seeing a project through from start to finish in line with respect for execution times and costs, for which it assumes full responsibility.

This new context, gives increasing importance to the policy of entering alliances with partners able to share responsibility for both financial and operational aspects. In this scenario, the Company has decided to concentrate Group activities on the management of major works by means of strategic alliances to enhance management skills, both in relation to the coordination of small and medium size companies involved in the production phase, and in relation to engineering, planning and control activities which, together with proper procurement programming, enable uncertainties to be reduced to a minimum.



FROM LEFT TO RIGHT:

VENEZUELA

Caracas-Tuy Medio Railway

PAKISTAN

Sukkur By-pass

One of the fundamental points in this new panorama is balanced financial planning of contracts; the management of financial risk is more complex and therefore requires new models to be developed, learning from the experience gained by the Group in the international sector and from the possible synergies between financial institutions and the world of General Contractors.

It is precisely the rapprochement of the financial sector with the new General Contractor mode of operations that will define the criteria for selecting partners with whom to share the risk and opportunities presented by the ambitious prospect of implementing the "Legge Obiettivo".

This situation highlights the importance of agreements entered into with leading companies whose skills – united with the Astaldi Group expertise in the construction of integrated transport systems – will enable the Company to compete effectively for the considerable investments programmed in the sector.

The policy of diversification into complimentary sectors is, on the other hand, being implemented by means of a gradual planned increased involvement in

the operations management sector, which exploits the synergies between the production process that represents the Group's core business and contract management activities.

Reorganization of shareholdings

During the 2002 financial year the investment rationalisation policy was pursued by means of a progressive reduction in the number of shareholdings in foreign countries with limited development prospects, such as Central Africa, and an increase in investments in Saudi Arabia and Qatar where, once the Iraq crisis is over, there are expected to be considerable investments in the oil, energy and transport infrastructures.

The operational network

The Group's operational network, thanks to which the performance shown below was achieved in 2002, has developed through the operations of 27 foreign branches (secondary offices) detailed in the attachments to this report, 73 companies, located in Italy and abroad, in respect to which the Company has a controlling interest, as well as another 147 companies in Italy and abroad. There were numerous management, financial and economic relations between the Company and the legally and financially independent operating units as are normal in a sector where there is actual and varying solid dominance or influence. The relations of a particular nature, significance or entity have been detailed in the notes to the financial statements and commented on in the description of the operating units, which follows.

Economic and financial performance

main highlights for the group		
(in million euros)	2001	2002
total revenues	843	858
fixed assets	149	200
net financial indebtedness	109	119
ebit	83	64
result before taxes	29	26
taxation	1	(11)
net profit	30	15
self-financing (net profit + depreciation and amortisation + provisions)	125	82

As at 31 December 2002, the Astaldi Group, with over 5,500 employees, is committed to contracts in 18 operational countries, with a portfolio of orders (which will be detailed later) of around 3,400 million Euros at the end of the financial year.

The production trend for services and contracts for the 12 months of the year recorded a volume equal to around 757 million Euros, of which 44.7% relates to activities carried out in Italy and the remaining 55.3% to activities abroad. The geographic breakdown for 2002 shows a reverse in the trend of the previous financial

year, which recorded a predominance of domestic contracts; this phenomenon has also come about as a result of the production levels in certain countries including Central American countries, Romania and, as mentioned previously, Venezuela.

The quality and the importance of the operations acquired during the course of 2002 in Italy, will determine a greater incidence of domestic operations on overall production value in the future.

The latter part of the year saw the commencement of works relative to the New Exposition Fair Centre in Milan with the attainment of important project milestones and site opening.

With respect to 2001 the increase in contract revenues was around 3%. Total revenues



FROM LEFT TO RIGHT:

MOROCCO
Sidi Kacem-Meknès Railway
DENMARK
Copenhagen Subway
ROMANIA
Bucharest-Otopeni International
Airport

were confirmed at 858 million Euros with an increase with respect to the previous financial year of 3.7% on a normalised basis, i.e. excluding extraordinary items of income, which represents an appreciable result, taking into account the general economic trend and the partial contraction of activities in Turkey.

EBIT amounts to approximately 64 million Euros (7.5% of total revenues). This figure is lower with respect to the previous financial year, when the Profit & Loss statement benefited from a capital gain of 16 million Euros, gross of the theoretical fiscal effect, from the sale of the building in Via Po in Rome, formerly the Head Office of the Parent Company.

Labour costs show an increase, due to an extension of the scope of consolidation and the effect of new direct activities commenced during the financial year. In addition, there were charges related to the bonus paid to personnel following the Stock Market listing.

The provisions and write-down heading, which totals 31 million Euros, includes the allowances made for the purposes of recording the relevant margin on long term contracts on the basis of the cost-to-cost accounting principle. It is necessary to remember that during the course of the financial year a write-down of around 14 million Euros was made to take into account the current value of receivables outstanding referred to the Venezuelan customer held by the Parent Company. This write-down, linked to the trend in the value of local currency is partly offset by the application of contractual clauses, which recognise both the price review on the contractual items and the differential on the delayed payment of receivables.

Net financial charges amount to approximately 25 million Euros (26 million Euros in 2001) and benefit – if viewed in relation to the trend in the net financial position – from careful financial planning aimed at optimising the production cycle, with the main objective of containing the capital invested in operations by means of efficient

debtor management, effective use of financial resources resulting from the listing process and reorganisation of the Company financial structure.

The financial cycle for orders in progress during 2002 determined in certain cases a temporary working capital financing requirement, which meant increased recourse to financing sources. This relates in particular to operations in Turkey, which saw a slowdown in execution as a result of difficulties of a financial nature experienced by the former local partner.

In the second half of the financial year these difficulties made it impossible to utilise the financial resources related to the insurance indemnity and available for the project, whilst the consequent limitations imposed by Turkish bureaucracy prevented the customer from paying for the completed operations. Currently the customer, having overcome contractual and legal difficulties, is proceeding with certification of the partially completed works, a preliminary step towards payment of the amounts due. At the same time activities continue for renewal of the credit facility linked to exports and trade financing, amounting to approximately 300 million US dollars, which is expected to be operative in the second half of 2003.

Conversely, during the course of the year regular revenues were received for production carried out in Venezuela. In this regard, it is important to point out the payment made in the final period of the financial year pertaining to the contractual advance for the new Puerto Cabello-La Encrucijada railway contract, completion of which will link the capital Caracas to the most important commercial port in the country.

In order to monitor the exchange rate risk, the Group uses appropriate hedging instruments. These operations are not of a speculative nature, but are intended to minimise the economic effects of fluctuations of foreign currencies not belonging to the Euros zone.

The ratio between financial debt and own resources shows very positive values for the sector to which the Group belongs, confirmed at 54% (Debt/Equity Ratio).

During the course of the financial year, the Group's financial structure was restructured by means of the abovementioned capital increase – following listing on the Stock Market – both through the issue of a Eurobond for 150 million Euros (three year life, 6.5% fixed rate) which enabled optimisation of financing sources and activation of financial instruments dedicated to each individual project, additionally enabling full alignment of the financing sources with the requirements of ongoing operations.

Finally it should be pointed out that during the course of the financial year extra-contractual considerations were transferred, on a pro-solvendo basis to the Company Meliorfactor for approximately 38 million Euros.

Consequently, the Group's financial structure is as follows:

group financial structure		
(Euro/000)	2001	2002
short-term financial debt	(154,180)	(114,251)
medium to long-term financial debt	(98,638)	(39,675)
cash and cash equivalents	176,441	171,875
long term financial receivables	23,718	39,784
total ordinary finance	(52,659)	57,733
leasing	(20,231)	(26,872)
eurobond	–	(150,000)
convertible debenture bond	(36,152)	–
total net financial position	(109,043)	(119,139)

During the course of the financial year the net financial position showed a variation of around 10 million Euros which include on the one hand receipts resulting from the operation of listing the Company on the Stock Market, and on the other the payment of dividends of around 13 million Euros and important investments in specialised plant and equipment and in study and design activities in the area of Project Financing and General Contracting initiatives.

It is important to point out, as mentioned previously, that a positive trend was recorded for business in Venezuela, and thanks to the careful policy adopted by the Company it has been possible to keep invested capital to a minimum by carefully monitoring the receivable trend and collecting important debts which made it possible to minimise exposure to the country at the end of the financial year. Also from a currency point of view, operations currently underway in Venezuela are mainly paid for in hard currency, making it possible to neutralise any fluctuations in local currency.

The Profit and Loss Account and Balance Sheet are given below, expressed in the reclassified format, as well as the cash-flow statement (in thousand Euros):

reclassified consolidated profit and loss				
Euros/000				
	2001	%	2002	%
revenue from services and contracts	733,921	87.1%	757,418	88.3%
other revenue and income	109,107	12.9%	100,555	11.7%
total revenues	843,028	100.0%	857,973	100.0%
costs of production	(538,822)	(63.9)%	(585,613)	(68.3)%
added value	304,206	36.1%	272,360	31.7%
personnel	(93,472)	(11.1)%	(108,201)	(12.6)%
gross operating margin	210,734	25.0%	164,159	19.1%
other charges	(33,198)	(3.9)%	(33,420)	(3.9)%
ebitda	177,536	21.1%	130,739	15.2%
provisions	(48,645)	(5.8)%	(36,080)	(4.2)%
amortisations and depreciations	(45,885)	(5.4)%	(30,617)	(3.6)%
ebit	83,006	9.8%	64,042	7.5%
net financial income (charges)	(26,038)	(3.1)%	(25,072)	(2.9)%
revaluation (write-down) of equity investments	(21,835)	(2.6)%	(6,610)	(0.8)%
net extraordinary income (charges)	(6,265)	(0.7)%	(6,149)	(0.7)%
profit before tax	28,868	3.4%	26,211	3.1%
income tax	(19,079)	(2.3)%	(8,861)	(1.0)%
current (deferred) tax	20,655	2.4%	(1,839)	(0.2)%
net profit for the period	30,444	3.6%	15,511	1.8%
minority interests profit (loss) for the period	(417)	0.0%	(442)	(0.1)%
group net profit for the financial period	30,027	3.5%	15,069	1.8%

reclassified consolidated balance sheet

Euros/000

	2001	2002
net intangible assets	36,210	58,292
net tangible assets	67,200	93,725
equity investments	33,684	33,909
other net fixed assets	11,618	14,398
total net fixed assets (A)	148,712	200,324
inventories	34,675	40,620
contracts in progress	182,891	198,343
trade debtors	217,431	236,738
other assets	231,338	224,869
advances	(77,450)	(133,362)
subtotal	588,885	567,208
trade creditors	(153,792)	(195,154)
other liabilities	(203,414)	(144,453)
subtotal	(357,206)	(339,607)
working capital (B)	231,679	227,601
employee severance indemnity	(8,628)	(11,970)
contractual risks provision	(80,868)	(50,650)
other provisions	(33,764)	(23,855)
total provisions(C)	(123,260)	(86,475)
net invested capital (D)=(A)+(B)+(C)	257,131	341,450
cash and current financial receivables	176,442	171,875
long term financial receivables	23,718	39,785
medium to long-term financial debts	(115,405)	(212,594)
short term financial debts	(157,645)	(118,205)
net financial debts (E)	(72,890)	(119,139)
convertible debenture loans	(36,152)	–
consolidated Group equity	148,083	222,004
minority interests	6	307
equity (F)=(D)-(E)	148,089	222,311
personal guarantees	1,518,183	1,653,148
other off-balance sheet accounts	148,929	192,258
secured guarantees	–	–
third party guarantees in our favour	21,520	21,932
total off-balance sheet accounts	1,688,632	1,867,338

consolidated cash flow statement

Euros/000

2001

2002

operating activities

group net profit	30,027	15,070
deferred tax assets	(20,655)	1,839
depreciation of tangible assets	11,849	13,902
amortisation of intangible assets	24,371	22,178
provisions for risks and charges and write down of equity investments	65,045	18,493
provision for employee severance indemnity	3,441	5,046
provision for doubtful debtors	10,350	14,400
loss on disposals of fixed assets	968	385
gains on disposals of fixed assets	(22,248)	(1,932)
subtotal	103,148	89,381
utilization of provision for risks and charges	(28,045)	(40,210)
employee severance indemnity paid	(7,132)	(1,703)
decrease (increase) in inventory	32,384	(5,944)
decrease (increase) in contracts in progress	15,087	8,648
decrease (increase) in trade debtors	26,836	(57,813)
decrease (increase) in other assets	(48,360)	(14,217)
(decrease) increase in advances	(19,637)	55,912
(decrease) increase in trade creditors	16,566	41,362
(decrease) increase in other liabilities	(11,348)	(58,958)
net effect of demerger	(15,087)	-
net effect of change in consolidation areas	(8,034)	(4,948)
cash flow from operating activities a)	56,378	11,510
investment activities		
purchase of tangible assets (including leasing)	(12,794)	(60,079)
increase in intangible assets	(18,359)	(44,259)
proceeds from sale of tangible assets	37,697	20,531
(purchases) sale of equity investments	(18,075)	(13,688)
net effect of demerger	15,190	-
net effect of change in consolidation areas	16,553	670
cash flow from investment activities b)	20,212	(96,825)
financing activities		
increase (decrease) in short-term bank and other borrowings	2,964	(39,440)
net balance of loans obtained (repaid) during the year	(43,390)	(52,812)
payment of dividends	(4,616)	(13,403)
issuance of debenture loan	-	150,000
debenture loan paid off	(3,615)	-
capital increase	-	62,930
cash flow from financing activities c)	(48,657)	107,275
effect of change in consolidation area		
change in minority interests equity	(1,208)	301
effect of demerger	(103)	-
other changes	(327)	833
change in conversion reserve	(4,912)	(27,661)
variation in conversion and consolidation reserves d)	(6,550)	(26,527)
cash flow for the year a) + b) + c) + d)		
cash and cash equivalents at beginning of year	155,059	176,442
cash and cash equivalents at end of year	176,442	171,875
cash flow for the year	21,383	(4,567)

Investments

As can be seen from the cash-flow statement above, investments effected during the course of the financial year at a consolidated level amount to 118 million Euros, which break down as follows (in million Euros):

• intangible assets	44
• tangible assets	60
• equity investments	14

As mentioned previously, the financial year was characterised by careful re-definition of the Group financial structure, which saw the issue in February of a debenture loan for 150 million Euros with a life of three years; this operation made it possible to rationalise financing sources, with the aim of making them more consistent with the operating cycle.

In addition, as fully explained, in June Astaldi was listed on the Stock Exchange; this brought a capital influx of around 63 million Euros.

These two circumstances, highlighted in previous financial years as priority objectives within the area of Strategic Planning, have contributed to the commencement of the latest phase of growth linked to the strengthening of Astaldi in its role of General Contractor, in particular in the domestic market.

During the course of 2002 a boost was given to activities to reinforce technical and engineering structures in order to support the strong commitment to General Contracting activities. Development of new ventures during the financial year required significant effort of both a technical and a financial nature, enabling the Company however to achieve considerable success in 2002 in terms of the acquisition of new orders. The new set-up will increasingly be a feature of the Major Works market, as defined by the "Legge Obiettivo", and therefore the financial and asset structure, together with technical and management capacity, will be the Group's strong point in the challenge it has taken up.

Another characteristic element of this new scenario is represented by investments in shareholdings linked to Project Financing ventures. During 2002, the first important project in Italy was acquired through this means: the construction and subsequent management of the New Hospital in Mestre, in which the Company holds a 30% stake, for an investment of 6.4 million Euros.

Still with regard to investment activities, in line with strategy the 2002 financial year saw a strengthening of some areas such as Central America, in particular El Salvador, where investments in plant and equipment, meant the Group has already obtained considerable success in terms of the acquisition of new orders, production and results in this financial year.

Activity flows for the financial year have been characterised by substantial self-financing, for around 82 million Euros, as a result of considerable amounts for amortisation and provisions. Working capital requirements show an increase, which, as illustrated in the appropriate section, is linked to the contract in Turkey where there was an extension in the terms for collection of outstanding receivables. In the latter part of the year this situation was offset by an advance contractual payment of around 12 million Euros for the new Puerto Cabello-La Encrucijada railway contract, from the Venezuelan customer IAFE.

The increase in trade debtors has been followed by a similar increase in trade creditors, mainly due to the ongoing contract in Turkey, as a result of the policy of invested capital containment, which generally involves payments being made to suppliers after receipt of payments from the client.



FROM LEFT TO RIGHT:

VENEZUELA
Caracas-Tuy Medio Railway
TURKEY
Anatolian Motorway

Quality

In line with Group development policy, significant developments concerning the Company and certain Subsidiaries took place in the course of the financial year. Having introduced the management model, extended it to design activities, and been successfully audited by the Certification Body DNV, in May 2002 the Parent Company obtained extension of its Certification and was awarded the Quality System Certificate showing it meets the new ISO 9001:1994 standards.

With respect to the subsidiary Italstrade S.p.A., during 2002 the organisation structure was completely revised, also due to the effect of the new Company structure implemented in the second half of 2001. This was submitted for Audit by the Certification Body DNV, and having satisfied the requirements of the standard, it obtained renewal of the Certificate of compliance with ISO 9002:1994 standards. Finally, in July 2002 Certification Body DNV carried out an audit of subsidiary Company R.I.C. – Railway International Construction S.p.A., which works in the sector of railway superstructures.

The results of these preliminary checks made before the first issue of a certificate in accordance with the standard ISO 9002:1994 were positive, and the Quality System Certificate of compliance with the abovementioned standard for the “*Construction, Renovation and Maintenance of Railway Superstructures*” was awarded. Together with SOA approval obtained in cat. OS29 for class V, this constitutes the compulsory requirements to be able to qualify as an Executor of Public Works as of 1 January 2003.

At the present time the project to convert current certifications – which expire on 14 December 2003 – to the new ISO 9000:2000 standard schemes is currently under definition in conjunction with Certification Body DNV. The programmes underway have scheduled the above conversions to the time of the next periodical Audit for the Company and its Subsidiaries, expected to be held in July 2003.

Research and development activities

The Group has not incurred costs for research and development activities.

Human resources

As part of the program of ongoing professional development, specific training programs have been carried out in various sectors which range from Quality and Safety System updating courses, implementation of the Project Control process, updating in relation to personnel management – also by means of the introduction of a new IT system – to normal technical and standard updating activities. The total amount of hours dedicated to these training activities was around 2,300, equivalent to 0.4% of the staff's theoretical working hours.

The new graduate hiring programme has continued as provided for in Company plans, in order to guarantee suitable staff turnover within the Company structure.

The order portfolio

After publication in the Gazzetta Ufficiale on 26 August 2002, Law no. 443 of 21 December 2001 (the “Legge Obiettivo”) governing the *“creation of infrastructures and production sites of strategic and national interest”* became effective. This situation reinforces the most important assumptions that constitute the basis of the development programme, confirming therefore the positive forecasts for Group growth.

In the interim period before initiatives from the abovementioned “Legge Obiettivo” and related regulations become operative, it is important to highlight the considerable success of the Group in acquiring new contracts worth around 1.5 billion Euros in the course of the 2002 financial year, a figure that far exceeds the planned target.

It is important to remember that important acquisitions were made in the course of the financial year, in terms both of size and technological content, including the New Milan Exposition Fair Centre (275 million Euros in share quota), the Hospital of Mestre (65 million Euros in construction and 378 million Euros for shared management), the Brescia Underground (281 million Euros in share quota) and the first phase of the MOSE project in Venice.

The table that follows shows the trend in acquisitions by type of contract and geographical area, confirming the attention paid by the Company to the domestic market and to the development of the role of General Contractor. This policy is intended over the short term to concentrate Company resources on the management of complex contracts for significant amounts, avoiding the dispersion of capacity in the traditional market of public contracts, which is marked by strong competition.

order backlog by lines of business

(million of euros)	portfolio as at 01/01/2002	acquisitions	production	portfolio as at 31/12/2002
railways and undergrounds	745	495	(335)	905
roads and motorways	904	200	(296)	808
airports and ports	40	54	(12)	82
hydraulic and hydroelectric power plant works	362	34	(50)	346
civil and industrial building	238	369	(64)	543
licenses	377	378	–	755
total portfolio	2,666	1,530	(757)	3,439

The table that follows shows the geographical distribution of the portfolio:

order backlog by geographical area

(million of euros)	portfolio as at 01/01/2002	acquisitions	production	portfolio as at 31/12/2002
domestic	1,465	1,093	(339)	2,219
international	1,201	437	(417)	1,221
total	2,666	1,530	(757)	3,439

The portfolio and the domestic scenario

During the course of the year the national scenario was characterised by the completion of legislative activity aiming to create standards for implementing the major works contracts identified by the “Legge Obiettivo”.

In fact, as mentioned, Law Decree no. 109 of August 2002 completes the regulatory framework within which the strategic public works must be developed, as approved by CIPE resolution no. 121 of 21 December 2002.

The priority infrastructure projects identified (DPEF of 7/02) are:

- the bridge over the Straits of Messina, for which the Company has established a Consortium to compete in the contract tender, together with three important international groups (the French Vinci, German Hochtief and the Swedish Skanska), leading General Contractors at world level;
- the Salerno-Reggio Calabria motorway, for which the Company, in a Joint Venture with Vianini Lavori S.p.A. and Grandi Lavori Fincosit S.p.A., is currently presenting an offer to act as General Contractor for the modernisation and adaptation of the stretch included between 53.8 km (Sicignano) and 82.3 km (Atena Lucana);

Within the scope of the works covered by the “Legge Obiettivo”, the Company, with Vianini Lavori S.p.A. and Dragados, ranked first in the private bid, in accordance with Project Financing, to win the tender for the design, construction, financing and management of the Milan-Brescia motorway and is currently involved in the final phase of negotiations procedure.

In relation to Project Finance the Company, along with Ansaldo Trasporti, Ansaldo Breda and ATM, has also presented the Proposal for the design, construction, financing and management of the new underground MM5 line to the Milan City Council, and this is currently under review by the tender panel.

In addition, as confirmation that the Company possesses outstanding technical and organisational skills, during the course of the 2002 financial year it was awarded:

- in its role a General Contractor and group leader, with 50% of the joint venture (Astaldi/Vianini/Pizzarotti), the design and construction of the New Exposition Fair Centre in Milan (550 million Euros) beating off competition from groups such as Impregilo (Italy), Eiffage (France) and Bovis Lend Lease (United Kingdom). The project presented by the joint venture was developed by the Architect Massimiliano Fuksas; the New Exposition Fair Centre in Milan will be built on a total area of 1.4 million square meters and include 8 pavilions, 20,000 car parking spaces, 25 lockup garages, 20 restaurants, and 80 conference rooms, making it the top exhibition centre in the world to date. 1,500 people will work on the contract, including 200 engineers, designers and architects. Work is expected to reach completion in 2005. The importance of this project can be appreciated by the fact that after the contract had been awarded the first brick was put in place in the presence of the Prime Minister;
- In its capacity of group leader, the Company will construct and manage the new Hospital in Mestre having won the first important Project Finance contract in Italy. The design, which will be carried out by Architect Emilio Ambas, is to include a hospital structure of around 700 beds, set in woodland. Access to services by external users will be fully computerised, and the hospital will offer technologically advanced operating theatres and recovery rooms, innovative research laboratories, two casualty departments and radiology departments fitted with high tech equipment, underground parking services (around 1,000 car spaces) and connections with public transport services. In addition to commercial services such as restaurants, shops and other services, management of medical and non-medical services will also be provided by specialised companies. The contract, at the project financing phase, is worth 180 million Euros for the construction part (36% Astaldi share) spread over 4 years and around 1,260 million Euros for the management license (30% Astaldi share) for the next 24 years.

The Company has also recently received final confirmation that, in association with Ansaldo Trasporti and Ansaldo Breda, it has been awarded the contract for construction of the fully automated light underground line in Brescia, the first without manned trains and stations in Italy, for a total of 18.2 km divided into 3 lots.

The main activities for which the contract was awarded are the executive design, construction and start-up, two-year technical management and seven-year ordinary and extraordinary maintenance of the underground which will cut through the city of Brescia from Concesio along a North-South axis to the Brescia 2 suburb, connecting with the Eastern branch to the S. Eufemia district and Western branch to the exhibition centre.

The Customer Company, Brescia Mobilità, incorporated specifically for the purpose by the City Council on 17 October 2002, has designated the first stretch, partly made up of lots 1 and 2, 13.8 km in length, for which the value expressed in the provisional award is approximately 562.5 million Euros (of which Astaldi share is approximately 282 million Euros). The stretch is made up of significant works including 1.8 km of elevated motorway, 4 km artificial tunnels, 6 km of natural tunnels, 1.8 km of rises and trenches and 18 stations, 14 of which are underground.

Notes that the list of works included in the “Legge Obiettivo” includes extension of the Brescia Underground by around 4 km, and the preliminary project could be awarded to the same Joint Venture.

Moving on to developments in on-going works, we should mention the financing of works for the protection of the Venice lagoon (Mose system) in which the Company has a 25% stake in the Italvenezia Consortium; the contract award relative to lot C of Metroveneta (10.5 million Euros), lot 5 of the Salerno-Reggio Calabria motorway (25 million Euros) and also the acquisition of other contracts (24 million Euros) in connection with the Infralegrea Consortium (Astaldi – Giustino) for the construction of infrastructures to develop the Port of Pozzuoli.

Finally, the Company has been awarded a 30-year license for the executive design, construction and management of the car park, formerly Manifattura Tabacchi, in Bologna, near the Piazza VIII Agosto Car Park which the Company has been managing for some time.

Separate mention must be made of the definition of a draft model with new technical and economical content by the Bonifica Alli-Copanella Consortium and the Company for the recommencement and completion of works on the Melito Dam.

The most significant on-going contracts are summarised below, subdivided according to type.

Transport infrastructures

High Speed Railway

During 2002, construction continued on the Rome to Naples stretch. As defined at the time of the review on 15 June 2001 of the contract between the General Contractor IRICAV Uno, in which the Company has a 27.91% stake, and the Client TAV,



ITALY
High Speed Railway

the civil works and laying of the superstructure have essentially been completed, and the technological installations are underway, with the exception of the stretch immediately prior to the Naples junction. All of this is preliminary to the operational tests with trains on the line which will commence in 2003.

Iricav Uno Consortium production, in terms of the share relating to the Company, for design, expropriation, General Contractor activities and technology services for the 2002 year was 27.6 million Euros.

In addition to this, consortium member Company Pegaso S.c.r.l. carried out works worth around 29 million Euros, in terms of the share relating to the Company, whilst for the lots of Cassino and Ferentino, lots under the responsibility of

Italstrade S.p.A., incorporated by merger into the Company in 2001, annual production was 13.6 million Euros.

On the other hand, in relation to the Verona-Venice stretch, arbitration is underway for the recognition of damages suffered by the Iricav Due Consortium, in which the Company is a reference partner with 32.99% of Company share capital, in connection with cancellation by TAV of the contract with the resulting enforcement of guarantees. During the course of this arbitration procedure a technical evaluation of one of Iricav's claims was carried out.

This is related to project activities and the value of relative considerations. The result of the evaluation was acceptance of Iricav's position and a valuation 70% in line with the claims it had presented. It is therefore likely that the Arbitration Board may be in a position to issue a decision in 2003.



The Turin Rail Link

Susa Dora Quattro S.c.r.l., in which the Company has a 90% shareholding, continued in 2002 with the works related to the first phase of extension of the railway between Corso Vittorio Emanuele II and Corso Grosseto, part of the expansion of the Turin Corso Vittorio Emanuele-Fiume Dora Riparia Rail Link, worth approximately 170 million Euros.

Work is almost complete on the diversion of obstructing below ground services, which involved all the problems typical of infrastructure construction in urban areas. In addition, blind drilling excavation has commenced for the construction of a drainage system collector, which interferes with the railway line under construction. At the same time work on the railway works connected with the temporary diversion of the Turin-Milan Railway Line running through the Porta Susa station has been completed.

Work has continued on the construction of reinforced concrete membranes which make up the new railway tunnel, and in November work commenced on the new Porta Susa station (open excavation and foundation lining).

In particular, in October construction of the new road underpass of Corso Regina Margherita (West phase) was completed.

But the most important event, which characterised and significantly conditioned performance of this contract, was in June last year following the request from the Administration Department of the Turin City Council for modification of the height of the final section of the stretch of the railway line. This modification requires crossing under the bed of the river Dora instead of the construction of a bridge over the Dora. This resulted in the suspension of work in the final part of Corso

FROM LEFT TO RIGHT:

ITALY

Turin Rail Link

DENMARK

Copenhagen Subway

Regina Margherita to Dora Riparia River which accounts for around a third of the entire lot. Negotiations are underway with the Customer for the definition of a new project solution and recovery of the greater costs incurred.

Production carried out during 2002 is equal to 22 million Euros with progressive production of 35.4 million Euros.

The Milan Rail Link

The subject of this contract is the construction of the railway structure, super-structure, T.E. and L.F.M. lines on the Milan Rail Link between the stations of Porta Venezia, Porta Vittoria, Rogoredo and the Lambro junction, for an overall dual-track stretch of 4 km.

The contract has been divided into two lots, with separate delivery times:

- lot “20” between the stations of Porta Vittoria and the Lambro Junction
- lot “30” included between the stations of Porta Vittoria and Milano Rogoredo.

Provisional adjudication of the tender by the Client took place in October 2001, and the Company was only formally awarded the contract on 30 April 2002 following the resolution by the Client of problems pertaining to certain work areas.

Allocation of the work took place on 17 June 2002, but the relative allocation of areas took place only partially, and in addition, in some of the areas allocated, there were significant hindrances which made it impossible to commence the regular phased work according to the contract programme.

Subsequently, between June and August 2002, other work areas were allocated and many of the hindrances in the work areas allocated in June 2002 were resolved and this allowed work to commence.



ITALY
The North West Rome Road Link

In the 2002 financial year, the deforestation, cleaning and preparation of work areas, operations for the disposal of military weapons and preparation for contract plans for the bulkheads in the Buccari Porta Vittoria and the Piranesi bridge areas were completed.

Production for the year was around 3 million Euros.

The North West Rome Road Link

During the 2002 financial year, work continued on construction of the road link between Via Foro Italico (Farnesina) and Via Pineta Sacchetti (Policlinico Gemelli), which was begun during the previous financial year, after the Company was awarded the contract for the tender announced by the Municipality of Rome.

The project involves two lanes in each direction travelling through separate parallel tunnels. The around 1,250 metre stretch in the area of Monte Mario comprises two natural tunnels; the stretch up to the end of the lot continues for around 1,600 metres, and is constructed through artificial tunnels. All the tunnels are fitted with proper ventilation, lighting, fire-safety and warning equipment.

In August the Rome City Council approved an additional variation, for a supplementary amount of 1.2 million Euros, which makes the new contractual amount 78.3 million Euros and an increase in the planned duration of the works of 30 days, for a total of 1,060 days.

25 million Euros of production was achieved during this period, for a progressive value of 27 million Euros, equivalent to 34.61% of the work.

During the financial year events took place which impeded the regular flow of work and limited organic progress of the same. The main causes can be attributed to interference from existing conditions (e.g. below-ground services and archaeology) and the occurrence of unforeseen geological difficulties, which created greater and considerable difficulties for the tunnel excavation work. This meant a period of suspension and the adoption of an alternative approach to dealing with that stretch of the tunnel. The operational difficulties encountered during progress with the tunnel also made it necessary to adopt alternative methods with respect to the approved construction project. The survey incorporating the variation is currently being prepared and will require the approval of the Administration Department.

During the course of works, the city traffic interfering with the works was diverted, and the public services interfering with the stretch of work were temporarily repositioned, to be moved later to a service tunnel to facilitate inspection and maintenance operations and ensure greater safety for residents. This has meant con-



struction has continued in the areas free of interference. Delays in the execution of works led the Company to formally present a new schedule of works to update the contract timings, with an expected increase of 349 days.

BOLIVIA
Rio Taquesi Dam

Salerno-Reggio Calabria Highway

2nd Lot

These works were completed and currently the accounts are being closed and trials are under way.

The proposal for an amicable agreement over claims has been put to the State Advocate's Office by the Customer ANAS for a prior opinion.

Production was carried out for a value of 5.3 million Euro.

3rd Lot

All works have been completed with the exception of those relating to the motorway exit at North Cosenza, previously suspended and only re-allocated in April.

For the latter, a technical and supplementary variation survey has been approved, which also included extension of the completion date to April 2003, the date by which the works will definitely be completed.



FROM LEFT TO RIGHT:

ITALY
Salerno-Reggio Calabria Highway
ITALY
Villanova-Piraonni Fast-traffic Road

5th Lot

The contract was awarded in the first few months of the year. Work commenced in May 2002. The works were suspended for the entire summer period to avoid further disruption to the traffic, already badly affected by the other lots under construction, and recommenced in the month of September. Preliminary activities commenced (disposal of military weapons, project verifications, expropriations etc.) and site installations.

The South Vicenza Ring Road

During 2002 construction work continued on the South Vicenza Ring Road; all the problems due to unavailability of areas and delays in the removal of hindrances leading to the interruption of work in previous years having been overcome.

The most significant works were: commencement of tunnel restructuring under the Berici Hills through the execution of a design variation proposed by the Company; completion of planking of the Vicenza Est viaduct and the via Pelosa underpass, completed and open to traffic. A variation survey is being completed which will include a series of modifications to the works determined mainly by requests from of Local Entities in the course of the works. Production for the financial year was 14.9 million Euros.

The Milan to Naples A1 Highway

During the 2002 financial year, variation survey no. 2 and the second amicable agreement on provisions were agreed with the Customer. Extension of the third lane of the A1 Milan to Naples Highway on the Orte to Fiano Romano stretch, lots 1 and 2, for around 16 km, was completed.

The work carried out during the year related essentially to extension of the walkways on two viaducts on the river Tiber, overall around 1 km in length, consisting of reinforcement of the edge beams with carbon fibre fabric (FRP) and extension of

the paving with the use of carbon reinforced bars and high resistance geo-dynamic sprayed concrete.

Production carried out during the year was for approximately 2.8 million Euros.

The Monte Bianco to Aosta Highway

During the financial year in question, the last work to be carried out, the Verrand viaduct, was completed and in August, after completion of static inspection, the motorway was opened to traffic up to the Courmayeur exit.

In subsequent months certain additional works were carried out as required by the Customer and completed in the month of December.

The final accounts for the works are currently being prepared.

The Futani to Centola Fast-traffic Road

During the course of 2002 the work, which commenced in June 2001, continued, although with difficulties linked first with the failure to formalise the contract due to the appeal of a competitor Company to the State Court, and second with the requirement to review certain initial design choices which proved to be unsuitable, resulting in the preparation of a supplementary technical variation survey.

Following the latter assessment, the contractual amount increased from 69.7 million Euros to 84.5 million Euros.

The works carried out during the financial year were worth around 8 million Euros.

The first months of the following financial year may be negatively affected by reduced productivity due to the circumstances mentioned previously.

The Campania region has redrawn the map of the towns at risk of earthquake, and added three new boroughs to the map.

This involved a further review of the project and adaptation of structures already constructed to meet new seismic parameters, with a consequent delay in the completion of works of around 3 to 4 months.

Naples Subway

Execution of Line "1" of the Naples underground was awarded by the City Council on a license basis to M.N. Metropolitana di Napoli S.p.A., a Company comprising twelve partners and in which the Company holds 22.62%. This license holder commenced work some time ago and has contracted the various work lots out to shareholders, both individual and Joint Ventures and/or consortium companies.

The Company CO.ME.NA. S.c.r.l., in which the Company has a 70.43% shareholding, was established in order to carry out works on the 1st lot - the Piscinola-Vanvitelli stretch, and the IVth lot - the operational stretch of Vanvitelli-Dante. The Company continued with the works allocated during the 2002 financial year, regularly and essentially in line with forecasts.

During the financial year in question, completion of the "Policlinico" multi-storey car park meant all the works in lot I were completed, whilst the Museum Station – Cavour Railway Station (Line 2) link on the Vanvitelli-Dante stretch (IV lot of Line 1) was completed and at the beginning of June 2002, and construction work continued on the Museum Station – National Museum link.

During October work on the railway superstructure on the stretches allocated was completed and in December the entire dual-track Piscinola-Dante stretch became operational.

Construction work continued during the financial year on structures, finishings and civil engineering at the Materdei Station, which will be completed by the end of the next financial year. Variation surveys have been presented and approved by the Customer, and these have determined an overall increase in the amount awarded of around 6 million Euros. Production carried out during the financial year was worth 12.0 million Euros.

Also, in as part of the construction of Line "1" of the Naples underground, Toledo S.c.r.l., in which the Company has 90.394% of share capital, has been awarded the contract for the construction of two underground stations, called Università and Toledo, along with all plant and construction of the railway superstructure for the entire stretch from Dante to the Business Centre, for a total of amount around 94 million Euros.

With preliminary works completed, construction of the station structures commenced during the financial year under review. Works proceeded normally and in line with forecasts until mid November, when there were delays beyond the contract schedule due to extended archaeological surveys.

It is expected that work will recommence on the University station no earlier than April/May of the current year.

Production carried out during the 2002 financial year (in spite of the forced slowdown), was for 12.5 million Euros, equivalent to the total amount of the contract.

The "Metroveneta"

On 12 July 2002 contract works on lot C of the Veneto Regional Subway System were awarded for a total amount of 24.9 million Euros. The contract was signed on the 17 December 2002 and works commenced in January 2003.

The work consists of removing the level crossings on the railway lines, restructuring the stations, constructing the new Borbiago barrier on the Milan to Venice motorway and electrification of the Mestre – Mira – Buse stretch.

Hydraulic and hydroelectric power plant works

Pont Ventoux Hydro-electric Power Plant

Construction works on the Pont Ventoux Hydro-electric Power Plant in Piedmont, the most important currently under construction in Europe, continued during the 2002 financial year, and 85% physical progress was achieved. In particular certain important civil and plant installation works were essentially completed during the financial year, including the Susa Dam on the Dora River and the underground station. Civil buildings and plant for management and control of the plant are at an advanced stage of construction.



During the course of the financial year the economic and schedule terms of the project for completion of the diversion tunnel were fully defined in a specific agreement with the Customer AEM of Turin. The project has been subject to serious construction difficulties in the past, and its completion allows commencement of operation of the plant.

Production carried out in 2002 amounted to around 24.4 million Euros in terms of the quota pertaining to the Company.

In relation to the considerable dispute with the Customer AEM in Turin, a complex arbitration process is still underway. An initial technical assessment made during the previous financial year, which essentially accepted the arguments of the Company, was followed by a further technical assessment to determine the amount of financial compensation due for the significant design and construction changes, including altering the route of certain tunnels and a change in the location of the station. This technical assessment is still in preparation.

Continuation of the arbitration process while work continued, up to such an advanced stage of plant construction, brought about also by the intention of the Customer AEM of Turin to refer resolution of the problems which are the subject of the dispute to final legal arbitration, also required a high level of responsibility both from Astaldi and from its partners Eiffage Construction S.A. during the last financial year, in order to avoid interrupting the progress of work and the costly construction, respecting the commitments undertaken and in order to complete the plant as quickly as possible.

ITALY
Pont Ventoux Hydro-electric
Power Plant

Civil and industrial construction

The New Milan Exposition Fair Centre

The contract for the development of the New Exposition Fair Centre, awarded by Sviluppo Sistema Fiera to the Astaldi, Pizzarotti and Vianini Joint Venture (General Contractor) is being implemented by N.P.F., the Nuovo Polo Fieristico S.c.r.l., established for the purpose, in which the Company has a 50% stake.

Activities up until the end of December mainly comprised completion of the definitive project and obtaining of the necessary authorisation, as well as development of the executive design, which was 75% completed at the end of December, site installation and selection of the main civil and installation suppliers.

Excavation works and preparation of reclaimed land are progressing.

During November the first of the three mobilisation milestones was achieved for a value of 10.5 million Euros and in December, five of the six "executive design" milestones were achieved for 44.8 million Euros of a total of 55.9 million Euros.

Production for the financial year was 6.8 million Euros.



ITALY
The New Milan Exposition
Fair Centre

The "Carlo Poma" Hospital in Mantua

On 30 November 2002 construction of the "Carlo Poma" Hospital in Mantua was completed. The project was delivered three months ahead of the estimated completion date in the last signed contract supplement, which resulted in payment of a premium. Production in the course of the financial year was worth 5.9 million Euros and the total amount of works 18.5 million Euros.

Science City – Lot 3

With the exception of some secondary production work, the contract was completed on 20 November 2002 within the contractual terms and the project was inaugurated in the presence of the President of the Republic on 3 January 2003. Production for the financial year was 7.6 million Euros.

The works were carried out almost during the year with considerable efforts in production and economics. They consisted essentially of the BIC buildings, Advanced Training Centre and Exhibition and Conference Spaces.

The international context

During the last financial year the Company's presence in world markets was rationalised. The search for new markets commenced in 2001 to replace markets abandoned or in the process of being abandoned, and this enabled the Company to acquire an important position in Florida, USA, and good prospects in the Middle East. Once the current Iraq crisis has been resolved, considerable investments are expected in the oil, gas, energy and transport infrastructures by Joint Ventures between State agencies and other major multinational Corporations, which normally offer certainties in terms of time and availability of financing.

The scale of promotional investments, total dominance of the market by Japanese companies and uncertainty of financial sources have forced the Company to cease attempting to penetrate the markets of China, Taiwan and Thailand respectively, whilst the potential and interest of the Libyan market is still the being assessed. The most significant contracts are detailed below, subdivided according to type of work and geographical area.

Transport infrastructures The Americas

Venezuela

Construction work on the Caracas-Tuy railway continued in 2002 at good rates of production, which enabled completion of the excavations, as well as lining of all the tunnels (around 10 km). In addition the viaducts with steel beams were almost completed in lot 4 and half of those in lot 3.

Production worth 85 million Euros was achieved in 2002.

In July an agreement was signed to commence works on the 108 km Puerto Cabello-La Encrucijada railway in the name of the "Contuy Group Consortium" in which the Company has a 33.33 % shareholding as group leader with the IAFE (Independent State Railway Body), for a total amount of around 1,400 million Euros.

Project and installation activities commenced, leading to production of around 10 million Euros.

At the end of July SACE issued an insurance guarantee for 128.57 million Euros. In the meantime, preparation on the Loan Agreement continued with Banca Intesa – Société Générale for 165.5 million dollars of financing for the first stage of the contract, including 36 million Euros of commercial credit.

In December the Client paid the first advance, of which the share pertaining to Astaldi is 12 million dollars.

During 2002 the Company joined the Metro Los Teques Consortium with a 30% share for the carrying out of civil works on 9 km stretch of a light underground linking Caracas to the city of Los Teques, for a value of 230 million Euros.

In 2002 production by the Consortium was 43 million Euros.

In May, through its subsidiary Astaldi de Venezuela C.A., the Company was also sub-contracted by the same Metro Los Teques Consortium to build 4 km of tunnels for a value of 110 million Euros and during the year produced 22 million Euros.

The United States

The year 2002 saw continuing growth of Astaldi Construction Corporation in line with the plans, confirming development expectations and the potential of the South East Florida market.

During the year the Company gained a significant increase in turnover, in terms of both invoicing and new contracts won.

In fact, looking at the value of certification and acquisition of new orders in 2001, for construction activities alone, respectively 4 and 41 million dollars, in 2002 these increased to 26.7 and 42.6 million dollars respectively.

This increase was possible thanks to the diversification of activities achieved by establishing a new division alongside the road works division at the beginning of 2002 for the execution of systems and networks for waste water, drinking water, drainage, etc.. This niche work, all financed by state funds, has shown itself to be particularly fertile both in terms of the quantity of contracts available and of the lesser degree of competition with respect to road works.

In confirmation of this fact, in the course of 2002 contract works were awarded in the utilities sector for a total value of 36.7 million dollars, and in the road works sector (under the Florida Department of Transportation), for a value of 5.9 million dollars.

The Company also won orders for 15.8 million dollars during January, therefore the portfolio is around 44 million dollars in the utilities sector and 27.2 million dollars in the road works sector, thereby enabling a growth in turnover to be forecast for 2003.

The commercial programme for 2003 is focused on the preparation of bids for works with state financing both in the utilities and road works sectors, in order to ensure the Company a sufficient portfolio of contracts. At the current time the general economic uncertainty in the country does not seem to have had an influence on the volume of state contracts, even if it will be necessary to wait for a few months before fully understanding what direction the market will take.

Nicaragua

The San Benito-Yalagüina road works were completed in March 2002 three months ahead of the contract schedule. This situation, together with the total satisfaction in terms of quality of the local Transport Ministry, our traditional client, meant the Company benefited from an 800,000 dollar bonus. In 2002 new contracts were begun relative to reconstruction of the Izapa – Nagarote road (24 Km.) and two lots of the Muhan – El Rama road (56 Km in total). Whilst the first site generated around 5 million Euros during the year and were heading for punctual completion as forecast for the beginning of 2003, works on the two Muhan – El Rama lots were affected by exceptional rainfall which affected Southern Nicaragua in the second half of 2002. Production on this site was therefore restricted to around 2 million Euros in 2002. Appropriate project and organisational changes and the introduction of more equipment should make it possible to recover the delays in the first six months of 2003 and keep intact “the reputation for contract punctuality” which remains an important favourable deciding factor with respect to the local competition.

El Salvador

The year 2002 saw this country significantly increase government investment in infrastructure works (mainly road works) that the local Government has identified as a driving force for economic development. The Company has responded with perfect timing to the increased demand with important new investments (around 8 million Euros) to expand and modernise its plant and machinery. This has enabled the acquisition of important contracts executed to the total satisfaction of our traditional client, the Ministry of Public Works.

Against this favourable background, a small contract for 4 million Euros was successfully completed as part of the programme for surfacing the Santa Tecla – La Libertad road. A slightly more important project, in economic and organisational terms, was resurfacing a road over 140 km in length in just five months. This 16 million Euros contract was financed by a special fund set up by the local Government for maintenance of the national road network (Fovial). New plant and machinery, in addition to the constant efforts of our personnel, proved to be an essential component for winning this order and completing it within the estimated deadline.

Also last year the Company was awarded the most important road work contract put out to tender in the country for a value of over 40 million Euros, which involves the construction of a 10.9 Km ring-road around the capital San Salvador with substantial excavation of the hills surrounding the city. As can be imagined, the site suffered innumerable setbacks during the expropriation phase and therefore produced 7 million Euros during the financial year. However, thanks also to the direct involvement on the part of the local government authorities, these problems were significantly reduced in the first few months of 2003 and it is therefore possible that the accumulated delays may be recovered, at least in part, thanks to the considerable amount of equipment allocated to this contract.



Finally mention should be made of work at the Comalapa Air Base, begun in 2002. The Company is constructing a new airport parking area on behalf of the US Corps of Engineers and ABB Susa at a cost of around 6 million Euros. This work, for a US client and under US contract management, is being carried out under a regime of regulations and quality and safety procedures to the highest standards, which will moreover be a qualified testimonial of the Company's work. Also in 2002 work commenced on replacing the 34 km of the Pan-American Carretera road, another contract for around 7 million Euros.

FROM LEFT TO RIGHT:

USA
Fort Mayer Airport, in Florida
ITALY
Arcichiaro Dam
TURKEY
Anatolian Motorway

Bolivia

Work continued, through the Astaldi-Cbi Consortium in which the Company has a 50% shareholding, on the San Rafael road tunnel of 90 m² average section, 1300 metres long, financed by the BID, CAF, KFW and Bolivian government. The project involves excavation and lining of the tunnel and electrical and mechanical installation of lighting, ventilation and fire-safety systems. Work progress at the end of 2002 is satisfactory and in line with planned timings.

The Company branch also continued with promotional activities in the area in 2002.

Europe

Turkey

In 2002 the Company continued with construction of Lot 2 of the Gumusova-Gerede stretch of the Istanbul-Ankara motorway. The works were completely redesigned and constructed according to new project criteria adopted after the earthquake of 1999. The new project, managed by the Company, used the most recent technological advances in the field of public works construction in areas of high seismic risk.

After the previous joint venture went into liquidation due to the local partner's financial problems, the Company signed an addendum to the original contract, which in addition to resolving a temporary problem, recognised the Company as the owner of the remainder of the works to be carried out.

Resistance from the former local partner, which meant financial resources from the insurance payment available for the project were temporarily unavailable, and limitations imposed by Turkish bureaucracy prevented the Customer from paying for the works carried out. In spite of this, the extent of the works carried out was taken into consideration in the works in progress. At the same time the banks mandated to provide the additional financing proceeded in the negotiations with the Turkish Treasury Ministry to finalise financing for 300 million dollars. Approval on the financial agreement is expected for the second half of 2003.

Elections coinciding on 3 November 2002, the consequent changeover in the Public Administration and a focussing of attention on the worsening situation in the Middle East have not favoured a rapid solution to our problems.

We consider that this situation should be completely settled within the first six months of 2003.

Romania

Subsidiary Italstrade S.p.A. is continuing with development and modernisation works at the Bucharest-Otopeni International Airport, which are being managed through the established organisation of the Company in Romania.

Financing for the currency portion is guaranteed by HSBC, London office, and for the part in Romanian Lire by the Romanian State. The second phase of works, currently underway, has been extended to 31 August 2003.

During the year the bulk of the work was concentrated on construction of the do-

mestic flights terminal, which should be completed by the end of next May. Due to the technical modifications and improvements requested by the Client during the course of the work it has not been possible to complete all of works in the overall project with the financing provided thus far. The Client has therefore taken steps to obtain further financing. Addendum 5 to the contract has been signed,



and this estimates completion of the works at an additional cost of around 44 million Euros. This sum has to be guaranteed by a new export loan for around 18 million Euros, for which a State guarantee is currently being issued, for around 12 million Euros by a trade loan granted to the Client by HSBC and for the remainder from the Client's own funds and/or with recourse to a bank loan from the local market.

During the course of 2002, contracts were also won for major renovation of the main no. 73 route from Pitesti to Brazov, for around 10 million Euros. The works are being financed with local funds. As at 31 December 2002 around one-third of the work had been carried out. Completion is expected by the end of August 2003.

In addition, the Astaldi-Italstrade JV was awarded the contract for construction of the Craiova city by-pass, financed by JBIC (Japanese Bank for Interational Cooperation) for around 14 million Euros. The site will become operational next spring, as soon as the Customer has made the areas available.

Denmark

The COMET Consortium, in which the Company has a 15% stake, has completed works on the construction of the Copenhagen underground, which was opened to the public in the month of October 2002. The final accounts are currently being prepared.

Overall, production for the financial year was around 31.8 million Euros (a 4.7 million Euros share). Since its early stages the project has been upset by a series of events of a technical nature not originating from the Consortium, which have hindered the regular flow of work. The contract fee has therefore been subjected to several increases. As a result the Client has recognised the basis of the Consortium's claims for an amount greater than 2/3 of the contract amount, accepting claims for a total of 310 million Euros which were fully paid during the course of 2002.

Negotiations are underway with the Client for the possible agreement of a Full and Final Settlement, which could lead to further payments being agreed.

DENMARK
Copenhagen Subway

Croatia

The arbitration relating to the Zagreb-Gorican Motorway project was suspended in 2000 to verify the possibility of reaching an agreement and recommence collaboration in order to be able to complete the project. As the negotiations remained without a solution, in May 2002 the Company recommenced arbitration proceedings at the Vienna Chamber of Commerce for the recovery of credit claimed. The arbitration is fairly complex from a procedural point of view and very complex in terms of the structure of the project financing.



FROM LEFT TO RIGHT:

MOROCCO

Sidi Said Dam

ITALY

Arcichiaro Dam

Africa

Morocco

In March 2002 the subsidiary Italstrade in a joint venture with other local companies was awarded the contract for construction of the national road known as the "Rocade Méditerranéenne", a tender offered by the Infrastructure Ministry – Traffic and Road Management, worth an amount of around 66 million Euros. The contract came into force on 14 April 2002 along with the works order. The works carried out during the course of 2002 include setting up the site and commencing excavation works, for a total amount of around 4 million Euros.

The progress of works has been delayed with respect to the contract schedule due to unforeseen geological situations in the areas involved in the first phase of excavation works, and the Customer is currently seeking a solution.

Congo

The Loémé River project will be completed within the first quarter of 2003. The project has been delayed due to geological problems, which will be paid for by the Client with an increase in the contract payment.

The Sibiti road project, commenced in 2001 under very favourable contract conditions, is proceeding according to schedule. The government is planning to reconstruct the entire road network in the Sibiti region and the Company should acquire a significant part of these works.

Work on the 18.3 million Euros contract for restructuring the Bouansa-Moukoulou road, with particularly favourable contract conditions, commenced during the second six months of 2002 despite failure to make the advance payment of 30% of the contract value. The Company is completing the Bouansa main roads and

production activities are scheduled to begin within the first six months of 2003. In 2002 the Company also carried out civil works relative to phase 1 of the project for extension of the Djeno on behalf of Agip. It is expected that phase 2 of the project will be completed in 2003.

Guinea

The Fataala River bridge project, financed by the European Union for a total of 32 million Euros, is in the execution phase in line with forecasts.

Production in 2002 was 9.5 million Euros, inclusive of significant additional works on the foundations, which will produce an increase both in the amount of works and the planned contractual schedule of 32 months. Claims are being prepared to quantify the costs relative to extension of the contract programme.

The project for resurfacing the KanKan-Djelibakoro road, financed by the European Union and totalling 25 million Euros, is in the execution phase with a slight delay with respect to forecasts, due to late delivery of the areas for installation and quarrying. These delays have brought about a fall in production for the financial year and claims have been presented to obtain an extension to the contractual programme, expected to be 24 months, as well as the relative financial compensation.

Tanzania

The Company is proceeding with work on the Mwanza road project.

After initial difficulties the site was reorganised during 2002 and the works can now be completed in accordance with a new contract programme, which is currently being negotiated with the Client. The negotiation relates to additional work and an extension of the contractual programme for approximately 10 months for a total of approximately 4 million Euros.

Production in 2002 was approximately 7.5 million Euros.

Hydraulic and hydroelectric power plant works

Africa

Morocco

Construction works on the Sidi Said Dam continued through the subsidiary Italstrade S.p.A., with site installations, dam foundation excavation works, and tunnels in which installation of concrete linings has commenced. The temporary diversion work for the Moluoya River has been completed. During 2002 the production carried out was for approximately 11 million Euros.



ALGERIA Taksebt Dam

Algeria

The Taksebt Dam has been completed to the full satisfaction of the Client, l'Agence Nationale des Barrages, and the maintenance year is now underway. This will end with final delivery of the work by the A.F.T. Consortium, in which the Company has a 33% shareholding.

Works on the Kramis Dam in the Orano region commenced during the course of the 2002 financial year, for a total amount of approximately 58 million Euros, 50% of which pertains to the Company.

Transaction with related parties

Transactions between the Company and related parties, mainly concerned the exchange of assets, provision of services, sourcing and use of financial means with parent and group companies. These transactions fall within the area of ordinary management of the Company and are regulated by market conditions that is the conditions that would be applied between two independent parties. All transactions are carried out in the interests of the Company.

The amounts of transactions of a commercial, other and financial nature with related parties and descriptions of the more significant transactions are highlighted in the notes to the financial statements.



Main Subsidiaries

Italstrade S.p.A.

Italstrade S.p.A. – currently 100% owned – operates exclusively in the foreign market, directly through three subsidiaries in Morocco, Albania and Romania, which manage contracts in their own territory, and indirectly through a subsidiary Company in Libya.

During the course of 2002 actions were taken to reinforce the position of the Company in the market by means of participating in numerous pre-qualifications and tenders for the purpose of acquiring new contracts and retaining the Company's legal qualifications.

Thanks to this intensive activity new contracts were obtained in Morocco and Romania.

The contract portfolio for definite orders is 115 million Euros of which 72 million in Morocco, 42 million in Romania and the remaining 1 million in Libya.

The 2002 financial year closed with a loss of 5 million Euros essentially due to the ongoing contract in Morocco in relation to which action has commenced against the Client to obtain compensation for unexpected costs originating from problems relating to the Client.

In subsequent years the general reduction in costs, good development prospects in Romania, ongoing action to resolve disputes on orders in Albania and Romania and progressive increase in the Company's production and margins, will enable profits to be restored within the context of the wider range of activities of the parent group.

The consolidated Profit and Loss Account and Balance Sheets are presented in reclassified form.

FROM LEFT TO RIGHT:

ITALY

Arcichiaro Dam

USA

PGA Boulevard in Florida

reclassified consolidated profit and loss

(thousands of euro)

	2001	2002
total revenues	40,543	30,653
costs of production	(32,433)	(25,110)
personnel	(3,935)	(4,858)
gross operating margin	4,175	685
ebit	(285)	(4,556)
net financial income (charges)	590	(588)
revaluation (write-down) of equity investments	(6)	–
extraordinary income (charges)	284	–
profit before tax	583	(5,144)
income tax	(96)	–
net profit for the financial period	487	(5,144)
net profit (loss) pertaining to minority interests	377	–
net group profits	110	(5,144)

reclassified consolidated balance sheet

(thousands of euro)

	2001	2002
total net fixed assets (a)	8,796	7,650
working capital (b)	9,086	9,869
total reserves (c)	(3,549)	(3,017)
net capital invested (d)=(a)+(b)+(c)	14,333	14,502
net liquidity (e)	8,335	2,370
net group equity	22,748	16,872
minority interests	(80)	–
equity (f)=(d)+(e)	22,668	16,872

A.S.T.A.C. S.r.l. – Assistenza Sviluppo e Tecnologie Ausiliarie alle Costruzioni

This Company, currently 100% controlled by Astaldi S.p.A., ended the financial year with a profit of approximately 13 thousand Euros net of tax.

Revenues were realised through technical and commercial intermediary activities for the purchase of goods and services and management of production materials and machinery, mainly for group companies.

During the course of 2002, the subsidiary issued orders for procurement of material and machinery for a value of around 76 million Euros on behalf of represented companies.

Astaldi Finance S.A.

For the purposes of stabilising sources of external financing for the Group, Astaldi Finance S.A., established under Luxembourg Law at the beginning of 2002 and 100% controlled by the Company, issued a Eurobond for 150 million Euros, with a three-year life and a coupon of 6.5% deferred for the investor. The Company, in line with current international market practice has guaranteed this loan.

R.I.C. – Railway International Construction S.p.A.

In 2002 this wholly-owned Company continued with the construction of the railway superstructure, on the High Speed Rome-Naples line from 24.3 km to 105.1 km, producing approximately 4.64 million Euros. In addition, thanks also to activities carried out through our subsidiary in Venezuela for the construction of the Contuy Medio railway works, it produced 2.68 million Euros from the superstructure activities in Venezuela, realising a net profit for the year of approximately 1.99 million Euros.

Astaldi Construction Corporation

As previously mentioned, this 100% owned Company, with registered office in Miami, Florida, currently operates in the Florida regional market, mainly in the sector of road and railway infrastructures and public utilities.

During the financial year under review overall production was 33 million Euros with a profit of around 8 million Euros.

Own Shares

As at 31 December 2002 the Company did not hold own shares. In fact, during the process of listing on the stock market, the Company transferred all its own shares in the portfolio as at 31 December 2001 free of charge to the assignees of the stock granting plan.

Parent Company shares held by Subsidiaries

No parent Company shares are held by Subsidiaries.

Events after the financial year

As far as the acquisition of new orders is concerned, activity is underway for the signing of a contract for the construction of a plant for gas liquefaction in Qatar, implementing the plans of previous years to develop new markets in the Arab region to replace abandoned African markets.

Also important is the sale of all the Venezuelan public securities originally accepted as payment of amounts owed for construction works on the Tuy Railway in Venezuela.

On 5 March 2003 Shareholders AGM approved a plan for buying own shares for investment purposes and to favor regular trading performance, authorising the Board of Directors to buy ordinary Company shares over the next eighteen months on the stock market. The maximum amount was set at 9,842,490 shares with a par value of 1.00 Euros each at a price of not less than 1.00 Euros and not more than the average for the last 10 days of stock market trading to the date of purchase plus 10%.

The Board of Directors was also authorised to sell shares purchased at a price per share price of not less than the average price of the last 10 days of stock market trading prior to the day of sale less 10 %.

A reserve will be established for the purpose, through transfer from the available reserve for merger surplus of 14,929,668 Euros and from the extraordinary reserve of 9,670,332 Euros, for the purchase of own shares for an amount of 24,600,000 Euros,

with the limitation for the Board of Directors that the book value of own shares held in the portfolio does not exceed the amount of this reserve at any time.

On the 31 March 2003 there were 365,000 own shares in the portfolio, purchased at an average price of 1.73 Euros.

Management forecast

In an international context such as the one described above, the strategy already implemented in 2002 will be even more effective in the stringent selection of projects in foreign markets where the Company presence has been deep-rooted for many years. In the domestic market commercial and industrial efforts will be concentrating on following up the investment in major contracts, thanks also to the definitive application of the "Legge Obiettivo", of which the regulation is shortly to be reviewed by the Cabinet.

This Regulation identifies the definition criteria for the General Contractor, a company category which puts this Company in an authoritative leadership position together with very few competitors. This situation creates an unrepeatable opportunity for development, not only in terms of turnover, but also in terms of profitability.



FROM LEFT TO RIGHT:

BOLIVIA

Rio Taquesi Dam

ITALY

Esaro Dam

Growth will be made possible also through the strengthening of Company's financial and assets position, making the Group more competitive. This has already been proven during the 2002 financial year when all of the most important contracts for a General Contractor were awarded to the Company, such as for example the Brescia underground, the New Milan Exposition Fair Centre and New Mestre Hospital.

Corporate governance information

Introduction

The corporate governance within the Company continues to be maintained in line with the principles contained in the *“Corporate Governance Code for listed companies”* – published by Borsa Italiana S.p.A. in October 1999 and recently revised in July 2002 – with the recommendations formulated by Consob on the subject and, more generally, best practice in the international environment.

In accordance with the instructions issued by the Italian Stock Exchange, the Company’s corporate governance system is illustrated below in the light of the principles established by the code under discussion.

Company shareholders

Company shareholders are made up of more than 11 thousand shareholders who own ordinary shares.

In accordance with the entries in the Shareholders Register, supplemented by the notices received in accordance with article 120 of Law Decree no. 58 of 24 February 1998 and other available information, shareholders an investment greater than 2% of the Company share capital fully paid up and represented by shares with voting rights as at 31 December 2002 were as follows:

main shareholders	
Fin.Ast. S.r.l.	39.968%
Finetupar International S.A. (formerly Finetupar S.A.)	12.133%
Interbanca S.p.A.	9.586%
Capitalia S.p.A. (formerly Banca di Roma S.p.A.)	4.673%
Gartmore Investment Management PLC	2.019%

A syndicate agreement is in force between the shareholders Fin.Ast. S.r.l., Finetupar International S.A. (formerly Finetupar S.A.), Capitalia S.p.A. (formerly Banca di Roma S.p.A.), Interbanca S.p.A. and FA.MI. S.A., in accordance with article 122 of Law Decree no. 58 of 24 February 1998 deposited with the Companies Register on 29 May 2002 and published as an extract, in accordance with the law, in the nationally distributed daily *“Milano Finanza”* on 24 May 2002.

Board of Directors (article 1 – 5 of the Code)

Composition and duration of office

In accordance with the provisions of the Company By-laws, the Board of Directors of the Company is made up of a variable number of 9 to 15 Directors, appointed for a period not greater than three years who can be re-elected on expiry of the mandate.

Currently, the Board of Directors of the Company, whose mandate expires with the approval of the accounts as at 31 December 2003, is made up of the fifteen members described below:

members of the board of directors

Ernesto Monti	Independent / non executive
Paolo Astaldi	Executive
Vittorio Di Paola	Executive
Caterina Astaldi	Non independent / non executive
Pietro Astaldi	Executive
Luigi Guidobono Cavalchini	Non independent / non executive
Stefano Cerri	Executive
Enrico De Cecco	Non independent / non executive
Franco A. Grassini	Independent / non executive
Bruno Lecchi	Non independent / non executive
Lucio Mariani	Non independent / non executive
Giuseppe Marino	Executive
Roberto Marraffa	Independent / non executive
Vittorio Mele	Independent / non executive
Nicoletta Mincato	Non independent / non executive

As required by the Corporate Governance Code, there are sufficient non-executive Directors, in terms of number and authority, to ensure that their opinion carries sufficient weight in management decision-making. Non-executive directors bring their specific skills to the board's discussions, contributing to decision-making in the interests of the Company.

In accordance with article 3.1 of the Corporate Governance Code, a suitable number of non-executive Directors are independent inasmuch as:

- they are not involved either directly, indirectly, or on behalf of third parties, nor have they recently entered into economic relations with the Company, its subsidiaries, Executive Directors, shareholder or group of shareholders which control the Company to such an extent that it affects their independent judgement;
- they do not own directly, indirectly, or on behalf of third parties, shareholdings of such importance as to enable them to exercise control or significant influence on the Company, nor do they participate in syndicate agreements for control of the Company;
- there are no family ties between Executive directors of the Company or individuals in the situations described in the previous points.

In line with the new formulation of article 1.3 of the Corporate Governance Code, details are hereby given of the roles as Director or Auditor each Director holds in other companies listed on regulated markets, also abroad, financial companies, banks, insurance companies or of a significant size:

activity carried out as art. 1.3 of the corporate governance code

Ernesto Monti	Member of the Board of Directors of Finanziaria Tosinvest S.p.A. Member of the Board of Cofiri S.p.A. and Finmeccanica S.p.A.
Paolo Astaldi	Managing Director of Fin.Ast. S.r.l.
Vittorio Di Paola	–
Caterina Astaldi	Director of Fin.Ast. S.r.l.
Pietro Astaldi	Managing Director of Fin.Ast. S.r.l.
Luigi Guidobono Cavalchini	Chairman of the Board of Directors of Unicredit Private Banking
Stefano Cerri	Managing Director of Italstrade S.p.A.
Enrico De Cecco	Director of Navigazione Montanari S.p.A., Astrim S.p.A. and Emmegi Detergents S.p.A.
Franco A. Grassini	Chairman of the Board of Directors of Marche Capital S.p.A. and Medcap Investimenti S.p.A. Director of Ifitalia S.p.A.
Bruno Lecchi	Director of Unipol Merchant S.p.A., Bios S.p.A., Edipower S.p.A., SCC S.p.A.
Lucio Mariani	Director of Banca di Latina S.p.A.; Auditor of Fintecna S.p.A., Locafit S.p.A. and Enel Distribuzione S.p.A.
Giuseppe Marino	Chairman of the Board of Directors of Pont Ventoux S.c.r.l.

Roberto Marraffa, Vittorio Mele and Nicoletta Mincato do not carry out other activities as per art.1.3

The role of the Board of Directors

The Board of Directors has a central role within the Company's organisation. In fact it has overall responsibility for the strategic and organisational direction of the Company, as well as the ensuring the necessary controls are in place to monitor the performance of the Company and the Group.

On the basis of the provisions of the Corporate Governance Code and its own specific resolutions the Board of Directors:

- examines and approves the strategic plans for the Company and the Group Company structure;
- assigns and revokes mandates to managing directors, defining the limits and methods of operation, as provided for in article 23 of the Company By-laws, which also requires the appointed bodies to report at least quarterly to the Board in relation to activities carried out as part of the mandate;
- decides, on the basis of the proposals formulated by the relevant committee and with the approval from the Board of Auditors, on fees for remuneration for the managing director and directors who hold specific offices;
- oversees general Company management performance, with particular reference to conflicts of interest, using information received from the Managing Director and the internal control committee, periodically checking results are achieved as planned;
- examines and approves transactions with a significant impact on the Company economics, finances or assets, especially if carried out between related parties (see sub-transactions with related parties);
- verifies the suitability of the general organisational and administrative structure of the Company and the Group put in place by the Managing Director;
- reports to shareholders at Meetings.

In compliance with the provisions of the By-laws, according to which the Board of Directors meetings must be held at least every fortnight, during the course of 2002 seven Board of Directors were held, with a small number of apologies, all of which were justified.

With reference to the 2003 financial year and in compliance with the Stock market regulation of the matter, on the 15 January 2003 the Board of Directors approved and notified Borsa Italiana S.p.A. of a schedule of dates for the next meetings of the Board for approval of the accounts, the half-yearly report and quarterly reports.

The Chairman coordinates the Board of Directors' activities. He convenes the Directors' meetings and leads proceedings, ensuring that the Directors are provided with the necessary documentation and information necessary in order for the Board to be able to express an informed opinion on the matters subject to discussion in good time – except in cases of necessity or urgency. He also chairs the meeting and has powers of legal representation.

Finally, the Chairman has not been granted management powers.

Appointment of Directors (article 7 of the Code)

In compliance with art 7.1 of the Corporate Governance Code, article 16 of the Company By-laws require nominations, together with information regarding the personal and professional characteristics of the candidates for the role of Director, to be deposited at the Company's registered office at least ten days prior to the date set for the first convocation of the General meeting.

The Board currently in office has not considered it necessary to institute a Committee for the appointment of Directors as it is not presently encountering difficulties in proposing candidates to hold Company offices.

Directors Remuneration (article 8 of the Code)

A significant part of the fees paid to Directors and senior managers is made up of emoluments linked to the achievement of individual pre-established objectives and/or the profit results achieved by the Company.

In this regard, on the 28 February 2002, the Board of Directors approved the Incentive Plan through which ordinary shares in the Company were assigned for free (stock grant) – already held by the Company – to certain executive Directors and senior managers (9 beneficiaries). In addition, conditional upon achievement of previously defined Company objectives, summary options will be assigned (20 beneficiaries) – stock appreciation rights – which will provide a cash payment of the difference between the share price (calculated as an arithmetical average of the market price in the last month) and the established exercise price. The value of the options may reach a maximum of 150% of the annual gross salary (R.A.L.).

On 5 February 2002 the Board of Directors, in compliance with article 8 of the Corporate Governance Code, also set up a Committee dealing with remuneration and any anticipated stock options plans and plans for assigning shares. This Committee, also on the basis of recent modifications to the above Code, has the duty to:

- formulate proposals to the Board, without the presence of the directly interested parties, for the remuneration of the Managing Director and of those who cover particular offices, as well for the determination of criteria for the remuneration of senior managers in line with the Managing Director's instructions;

- formulate proposals relative to any incentive plan reserved for Directors, employees and collaborators;
- formulate proposals and oversee procedure in order that the information provided to shareholders and to the market guarantees that the mechanisms for determining the extent of payments to Company members are transparent, in compliance with regulations in force governing Company matters and in any case conforming with financial markets' best practice;
- provide opinions on the questions posed from time to time by the Board of Directors on the subject of remuneration or any other inherent or related matter.

The Remuneration Committee is currently made up of three Directors, the majority of which are non-executive, in accordance with the following schedule:

members of the remuneration committee	
Ernesto Monti (Chairman)	Non-executive
Paolo Astaldi	Executive
Bruno Lecchi	Non-executive

During the course of 2002 three Committee meetings were held, in which the Committee carried out a consultancy role in terms of defining the individual beneficiaries of the Incentive Plan as described above and for the relative amounts, as well as establishing the Company's parameters which condition the assignment of options.

Internal Audit (articles 9 and 10 of the Code)

On the 12th October 2001 the Managing Director set up the Internal Audit Service, placing Mr. Marco Trubiani in charge, who in accordance with art. 9 of the Self Governance Code, took on the role of Internal Control Manager.

The Manager's role requires participation in all internal Company organisation Committees.

The main duties of the Manager are to concern himself with the Company System of Internal Control, carrying out all appropriate and necessary actions, including those of direction, monitoring, recording critical areas and opportunities for improvement in the Company's organisation, in close collaboration with the Quality Management Service.

The Internal Control Manager has been appointed in a staff position to the Managing Director in the Company organisation chart with instructions to report on his own activities to the Audit Committee, the Board of Statutory Auditors and the independent auditors.

On 5 February 2002, the Board of Directors, in compliance with art. 10 of the Corporate Governance Code, also set the Audit Committee which, following recent changes to the Corporate Governance Code, has the duty to:

- assist the Board in the completion of tasks provided for in article 9.2 of the Corporate Governance Code;
- evaluate the work plan prepared by the internal audit services and receive their periodical reports;
- evaluate, together with Company administration managers and auditors, the suitability of accounting policies adopted and their homogeneity for preparation of the consolidated Company accounts;

- evaluate the proposals formulated by the independent auditors to secure the relative appointment, as well as the work plan prepared for the audit, the results presented in the audit report and in the advisory letter;
- report to the Board on the activities carried out and the suitability of internal controls, at least every six months, at the time of approval of the financial statements and of the half-yearly report;
- monitor the suitability of the Corporate Governance Code;
- undertake the additional duties assigned by the Board of Directors, particularly with respect to relations with the independent auditors.

Members of the Board of Statutory Auditors may participate in Committee meetings.

In light of the aforementioned modifications to the Corporate Governance Code, the composition of the Committee has been integrated, with the result that it is currently composed of five non-executive Directors, the majority of whom are independent, as shown below:

members of the internal control committee	
Lucio Mariani (Chairman)	Non-executive
Enrico De Cecco	Non-executive
Roberto Marraffa	Non-executive
Franco A. Grassini	Independent/non-executive
Vittorio Mele	Independent/non-executive

The most significant activities put in place in 2002 by the Audit Committee during the three meetings include the following:

- analysis of the offers formulated by professional organisations called upon to evaluate risks, Company controls, and auditing of Company processes highlighted for 2002;
- examination of the accounting policies adopted by the Company for the preparation of the financial statements and of the consolidated financial statements;
- analysis of Astaldi subsidiary companies for the purposes of highlighting the “important subsidiary companies” to be subjected to compulsory audit, in accordance with article 165, paragraph one, of Decree 58/98 and article 151 of Consob Regulation no. 11971/99.

For the purposes of planning and defining the organisation and control model for the prevention of risks/contravention of law provided for by Decree 231/01 the existing organisation model was analysed to highlight at risk areas and activities, in collaboration with external consultants and experts in Risk Consulting and Project Management procedures, as well as legal consultants.

As part of the steps taken to bring the Company organisation in line with the measures of Decree 231/01, the Company Code of Ethics has been prepared and is being approved. This contains behavioural rules to regulate Company relations with a series of interlocutors, including employees, Public Administration, the financial market, service contractors and sub-contractors.

Transactions with related parties (article 11 of the Code)

On the 23rd April 2002 the Board of Directors positively verified compliance of the

structure for internal appointments to the Board with the recommendations of the Corporate Governance Code.

With particular reference to relations with related parties during the same meeting the Board of Directors of the Company resolved to reserve as its own exclusive duty the approval of:

- all transactions between the Company and related parties other than subsidiary and associated companies (related third parties);
- all transactions between the Company and the subsidiaries other than the project-specific companies - meaning companies and other partnership legal entities created for the execution of specific contracts – in the case where the value of the same exceeds 4 million Euros for each transaction.

The Board of Directors has also resolved that the Managing Director reports to the Board at least once every three months on unusual or non-typical transactions – meaning by this those not intended for the execution of individual contracts and not temporary – between the Company and project-specific companies the value of which exceeds 5 million Euros for each transaction. In relation to unusual and/or non-typical transactions of a lesser amount, the Board has resolved that the Managing Director shall provide information with the same frequency by type of transaction and in consolidated form.

Treatment of confidential information (article 6 of the Code)

At the meeting held on 12th November 2002 the Board of Directors of the Company approved the Continuous Information procedure for the purposes of proper internal management and timely external communication of any important fact which occurs within the context of the activities of the Company and its subsidiaries and which, at least potentially, could significantly influence the price of the Company's shares (price sensitive information).

In summary, the procedure in question highlights times and methods within the Company for the distribution and disclosure of this information and the involvement of functions periodically concerned, ensuring that the resources which most come into contact with the aforementioned information act as a link between their own area of responsibility and top Company management, in order to ensure adequate evaluation of these facts or issues. It is also planned that an appropriate Evaluation Committee (formed by the Company Affairs and Legal Service, Investor Relations and top management involved) will be involved to provide adequate support in the correct interpretation of regulations regarding the sector and for the concrete formulation and disclosure of the statements in question.

At the meeting of 12 November 2002 the Company Board of Directors also approved the Behaviour Code in relation to insider dealing.

The Code provides that significant people, are obliged to inform to the Company Affairs and Legal Service of transactions on Astaldi shares which exceed pre-fixed amount, within a pre-established timeframe, for the purposes of making appropriate disclosures to the market according to the timeframe and in the manner provided for by the Code.

In summary, the Code provides that the significant people communicate with the Company Affairs and Legal Department for the above purposes:

- within 3 days of stock market opening from the end of the calendar quarter, transactions on Astaldi shares the value of which, either individually or cumulatively, exceed 25 thousand Euros;
- promptly, and within 1 day of stock market opening following execution, transactions in relation to Astaldi shares for which the value is, either individually or cumulatively, greater than 125 thousand Euros.

The Code also establishes the so-called close periods or periods of time following events of particular significance, in which the significant people must not be involved in transactions relating to Company shares.



FROM LEFT TO RIGHT:

INDONESIA

Balambano Dam

HONDURAS

Nacaome Dam

ROMANIA

Bucharest-Otopeni International
Airport

In particular, these periods are identified as follows:

- the 30 days which precede communication to the public of the consolidated financial statements accounts, the draft financial statements and the half-yearly report;
- the 15 days prior to communication to the public of the quarterly report;
- the 15 days which precede the issue of the first price sensitive communication concerning possible transactions such as: P.O. effected by the Company or on its financial instruments; mergers, de-mergers or acquisitions of which Astaldi is a part; any other extraordinary transaction of a nature that could affect the price of the Company financial instruments.

Relationships with institutional investors and with shareholders in general (articles 12 and 13 of the Code)

The Company, also further to admission to listing on the STAR sector of the Italian Stock Market, appointed Alessandra Onorati as the person responsible for investor relations.

In accordance with the provisions of article 13 of the Company By-laws – according to which *“The running of the General Meeting, both ordinary and extraordinary, is disciplined by a regulation, approved by the Ordinary General Meeting and valid for all subsequent meetings, until such time as it is modified or replaced”* – the Ordinary General Meeting of 11 March 2002 approved the *“General Meeting Regulations”* which established clear and unequivocal rules for the ordered and functional running of General Meetings, without prejudicing the rights of each shareholder to express their opinions and put forward requests for explanations and clarifications in relation to the matters under discussion.

The Board of Directors in office has not considered it necessary to present the General Meeting with proposals on reduction in the thresholds provided for by Law

in order to issue shares and to exercise the rights put in place for the protection of minority shareholders.

In addition, for the purposes of favouring dialogue with shareholders and the market, the Company regularly publishes information on its web site both of an accounting nature (financial statements, half-yearly and quarterly reports) and that which is of interest to the majority of shareholders (such as press releases, Behaviour Codes in relation to insider dealing, Directors Report on Agenda items on the General Meeting, etc.).

Statutory Auditors (article 14 of the Code)

The Board of Statutory Auditors, whose mandate will cease on approval of the financial statements as at 31 December 2002, is currently made up the three Statutory Auditors and two Deputy Auditors.

The By-laws, in compliance with the provision of Decree 58/98, provides for the “list vote” mechanism for the purposes of ensuring the presence of the representatives of minority shareholders on the Board of Statutory Auditors.

By express provision in the By-Laws, the lists must be deposited at the Company's registered offices at least 10 days prior to the date established for the general meeting in first convocation. Together with each list, within the same time period, declarations must be deposited in which the individual candidates accept their candidacy and attest, under their own responsibility, the non-existence of causes of ineligibility and incompatibility, as well as the existence of the requirements provided for by Law to cover the office of Statutory Auditor.

Each shareholder may present or concur with the presentation of a single list and each candidate may be listed in only one list otherwise he will be ineligible.

Only shareholders which on their own or together with other shareholders represent 2% of shares with voting rights may present a list to the general meeting. Finally, it is highlighted that the Board of Statutory Auditors will be renewed during the next Ordinary General Meeting of the Company on 30 April 2003, in first convocation.

Incentive plan

The Board of Directors of the Company has approved, with the resolution of 5 February 2002 and of 28 February 2002, respectively, the guidelines for the incentive plan and the relative Regulations. The Incentive Plan provides for the free assignment of 756,000 own shares in the Company portfolio, and for the transfer, free of charge, of options (“Options”) for the Managing Director, Senior managers and independent and/or coordinating and continuing collaborators of the Company. The transfer of Options is conditioned by the attainment by the Company of profit and financial objectives predetermined by the Board of Directors, the achievement of which is ascertained by the same Board of Directors at the time of approval of the draft financial statements.

With the Board of Directors resolution of 23 April 2002 and 9 May 2002 and in implementation of the Incentive Plan, the Company assigned 756,000 of its own shares for free to certain members of the Board of Directors and to certain manager.

Regulation of the Incentive Plan provides that the Company's own shares assigned for free may not be transferred, except by "mortis causa", for a period of three years from the date of assignment; in the event where the work or collaboration arrangement of the assignee is terminated prior to the three-year period, due to unjustified conduct by the same (justified dismissal, resignation for unjust reasons, etc.), the Company has the right to purchase the shares held by the manager, at a price equal to the par value of the share.

The awarding for free of 756,000 shares owned by the Company in implementation of the Incentive Plan has been authorised by the Shareholders AGM on 11 March 2002.

In addition, at the time of first implementation of the Incentive Plan, the Company identified certain manager entitled to receive the Options.

The awarding of Options is conditioned by the achievement by the Company of profit and financial objectives predetermined by the Board of Directors, the achievement of which is ascertained by the same Board of Directors at the time of approval of the relative draft financial statements. Regulation of the Incentive Plan anticipates that the Options may not be transferred, except by "mortis causa"; in the event where the work or collaboration arrangement of the assignee is terminated prior to the three-year period, due to reasons traced back to unjustified conduct by the same (justified dismissal, resignation for unjust reasons, etc.), the Company has the right to proceed with the cancellation of the Options.

The Options will accrue at the time of assignment and will be exercisable, to at least 50% within the 31 December of the financial year in which they were assigned, and the remaining 50% (or lesser share) within the 30 April of the following year. The exercise of Options does not involve the subscription of new Astaldi shares, but will determine the amount of cash payment to be made to the assignee equal to the difference between the "normal value" of Astaldi shares, (equal to the arithmetical average of the closing price of Astaldi shares traded on the stock market in the month prior to the date at which the Option is exercised) and the exercise price of the Options, set by the Board of Directors at 2.43 Euros per share.

The cash amount attributed following the exercising of Options may not in any case exceed 150% in a year of the gross annual compensation paid to the assignee relative to the financial year in which the Options were assigned.

Shares held by Directors and Statutory Auditors

In accordance with the provisions of article 79 of Consob resolution no. 11971 of 14 May 1999, subsequently modified with resolution no. 12475 of 6 April 2000, the table which follows lists the shares held by Directors and Statutory Auditors, as well as spouses not legally separated and minors, directly or through subsidiary companies, Trust companies or through brokers, indicated in the Shareholders Register, from the communications received and information acquired from the same Directors and Statutory Auditors. All persons who during the course of the 2002 financial year held offices of Directors and Statutory Auditors, also for part of the year are included.

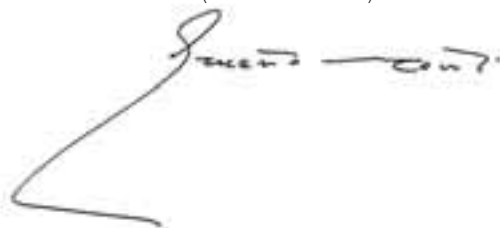
shares held by directors and statutory auditors

name and surname	shareholding company	no. of shares held at the end of 2001	no of shares acquired	no of share sold	no of shares held at the end of 2002
Anselmino Adriano		-	-	-	-
Astaldi Paolo	Astaldi S.p.A.	-	10,000	-	10,000
Astaldi Caterina		-	-	-	-
Astaldi Pietro		-	-	-	-
Cafiero Giuseppe		-	-	-	-
Cerri Stefano		-	-	-	-
De Cecco Enrico		-	-	-	-
Di Paola Vittorio	Astaldi S.p.A.	-	1,600	-	1,600
Grassini Franco A.		-	-	-	-
Guidobono Cavalchini Luigi		-	-	-	-
La Marca Ermanno		-	-	-	-
Lecchi Bruno		-	-	-	-
Mariani Lucio		-	-	-	-
Marino Giuseppe		-	-	-	-
Maraffa Roberto		-	-	-	-
Mele Vittorio		-	-	-	-
Mincato Nicoletta		-	-	-	-
Monti Ernesto		-	-	-	-
Oliva Nicola	Astaldi S.p.A.	-	800	-	800
Pagani Paolo		-	-	-	-
Pinto Eugenio		-	-	-	-
Ramondelli Aldo		-	-	-	-
Singer Pierpaolo		-	-	-	-

Conclusions

Shareholders, the consolidated financial statements show a net profit of 15,069,862 Euros after amortizations, provisions and consolidation adjustments.

For and on behalf of The Board of directors
The Chairman
(Ernesto Monti)



a n n u a l r e p o r t a s o f
3 1 d e c e m b e r 2 0 0 2

During 2002, Astaldi won the contract for the design, construction and operations management of the New Mestre Hospital, the first important "project finance" in Italy

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(euro)

2001

2002

A) Subscribed capital unpaid		
B) Fixed assets:		
I. Intangible assets:		
1) Formation and expansion expenses	2,153,692	7,986,049
3) Patents and rights to use patents of others	744,262	576,885
4) Concessions, licenses, trademarks and similar rights	568,321	568,321
5) Goodwill	–	180,000
6) Works in progress and advance-payments	316,009	–
7) Other:		
a) construction site installation costs	8,907,229	8,792,908
b) cost of preparing tenders	1,434,808	1,750,166
c) other	22,085,450	38,437,927
<i>Total other</i>	<i>32,427,487</i>	<i>48,981,001</i>
Total I - Intangible assets	36,209,771	58,292,256
II. Tangible assets:		
1) Land and buildings	26,213,897	25,782,808
2) Plant and machinery		
a) specific plants	14,377,274	21,977,762
b) general plants	4,246,870	6,001,653
c) crafts	14,896	3,667
<i>Total plant and machinery</i>	<i>18,639,040</i>	<i>27,983,082</i>
3) Other fixtures and fittings, tools and equipment		
a) excavators, power shovels, heavy vehicles	11,692,372	26,813,816
b) light vehicles, ships, planes	2,445,170	3,162,279
c) various small equipment	577,126	2,219,965
d) light constructions	1,171,644	1,300,068
e) metal sheet pile and shuttering	298,567	1,026,089
<i>Total tools, fittings, fixtures and other equipment</i>	<i>16,184,879</i>	<i>34,522,217</i>
4) Other		
a) electronic office equipment	975,760	1,165,663
b) furniture, fittings and office equipment	1,591,678	1,450,888
c) freely transferable assets	2,515,585	2,427,985
<i>Total other</i>	<i>5,083,023</i>	<i>5,044,536</i>
5) Tangible assets in course of construction and payments on account	1,079,098	391,929
Total II – Tangible Assets	67,199,937	93,724,572
III. Investments		
1) Equity investments in:		
a) subsidiaries	20,412,162	13,903,559
b) associated companies	10,130,398	17,255,660
c) other companies	3,141,087	2,750,189
<i>Total – Investments</i>	<i>33,683,647</i>	<i>33,909,408</i>
2) Loans and Long-term receivables from:		
a) subsidiaries	2,185,982	1,098,901
b) associated companies	8,091,522	11,436,996
c) other equity investments	979,481	1,862,038
d) other entities	23,723,224	39,784,486
<i>Total loans and long-term receivables</i>	<i>34,980,209</i>	<i>54,182,421</i>
4) Own shares	361,437	–
Total III Investments	69,025,293	88,091,829
Total fixed assets B)	172,435,001	240,108,657
C) Current Assets		
I Inventories		
1) Raw materials and consumables	19,271,650	31,723,665
3) Contracts in progress	182,891,119	198,342,573
4) Finished goods and goods for resale	11,313,197	917,558
6) Assets and materials in transit	4,090,006	7,978,319
Total I – Inventories	217,565,972	238,962,115
II Debtors		
1) Trade debtors:		
within the next financial year	211,240,234	235,504,776
beyond the next financial year	6,190,347	1,233,385
<i>Total trade debtors</i>	<i>217,430,581</i>	<i>236,738,161</i>
2) Subsidiaries	61,557,587	47,288,285
3) Associated companies	32,952,379	24,334,758
4) Parent companies	4,694	17,524
5) Other debtors		
a) tax authorities		
within the next financial year	59,754,089	48,074,307
beyond the next financial year	52,048	20,885,007
<i>Total amount due to Tax authorities</i>	<i>59,806,137</i>	<i>68,959,314</i>
b) personnel	934,760	859,805
c) social security institutions	1,571,294	1,888,988
d) deposits		
within the next financial year	5,393	87,294
beyond the next financial year	1,285,055	888,582
<i>Total deposits</i>	<i>1,290,448</i>	<i>975,876</i>
e) amounts due to equity investments	2,051,032	2,382,733
f) other receivables	68,827,590	71,517,610
<i>Total other debtors</i>	<i>134,481,261</i>	<i>146,584,326</i>
Total II – Debtors	446,426,502	454,963,054
III Investments which are not permanent		
6) Other investments	40,861,470	16,614,171
IV Cash at bank and in hand		
1) Bank and postal current account	135,106,456	154,886,319
3) Cash on hand	474,133	374,678
Total IV Cash at bank and in hand	135,580,589	155,260,997
Total current assets C)	840,434,533	865,800,337
D) Prepayments and accrued income		
1) Issue premium	–	1,045,833
2) Prepayments and accrued income	2,337,019	5,599,537
Total prepayments and accrued income D)	2,337,019	6,645,370
Total assets	1,015,206,553	1,112,554,364

BALANCE SHEET

LIABILITIES

(euro)

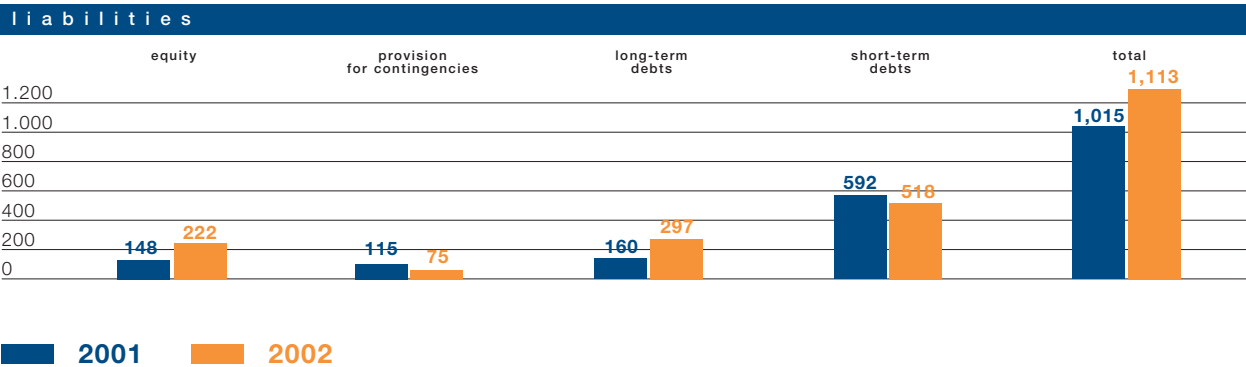
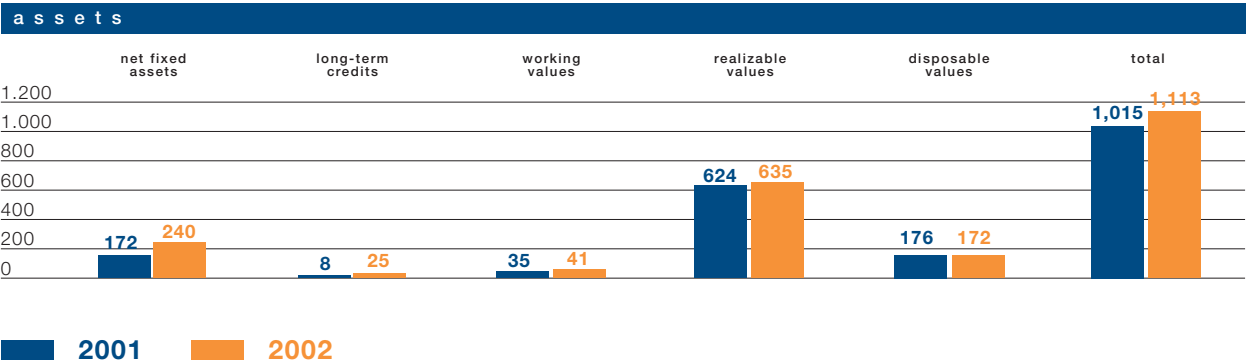
	2001	2002
A) Equity		
I. Subscribed capital	58,421,010	98,424,900
II. Share premium reserve	8,757,495	67,836,096
III. Revaluation reserves	13,773	236,279
IV. Legal reserve	4,962,144	6,624,015
V. Reserve for own shares	361,437	-
VI. Statutory reserves	-	-
VII. Other reserves		
1) Conversion reserve or loss	20,413,363	(7,247,758)
2) Extraordinary reserve	6,506,634	25,053,338
3) Reserve for specific risks	798,334	798,334
4) Euro conversion difference	(2,270)	(2,271)
Total other reserves	27,716,061	18,601,643
VIII. Profit (loss) carried forward	17,824,879	15,211,684
XI. Profit (loss) for the financial period	30,026,685	15,069,862
Total Consolidated Group Equity	148,083,484	222,004,479
Minority interests	(411,610)	(135,875)
Minority interests profit (loss) for the financial period	417,148	442,481
Total Equity A)	148,089,022	222,311,085
B) Provisions for risks and charges		
3) Other		
a) for contractual risk	80,868,255	50,650,190
b) for losses on equity investments	33,764,267	20,554,847
c) for taxation	-	3,300,000
Total provisions for risks and charges B)	114,632,522	74,505,037
C) Employee severance indemnity	8,627,677	11,969,848
D) Creditors		
1) Debenture loans		
beyond the next financial year	-	150,000,000
2) Convertible debenture loans		
within the next financial year	36,152,491	-
Total debenture loans	36,152,491	150,000,000
3) Amounts due to banks		
within the next financial year	154,180,195	114,250,512
beyond the next financial year	98,637,724	39,674,830
Total amounts due to banks	252,817,919	153,925,342
4) Amounts due to other financiers		
within the next financial year	3,463,520	3,953,734
beyond the next financial year	16,767,797	22,918,807
Total amounts due to other financiers	20,231,317	26,872,541
5) Advances received		
within the next financial year	37,540,768	55,185,622
beyond the next financial year	39,909,340	78,176,825
Total advances received	77,450,108	133,362,447
6) Trade payables		
within the next financial year	149,877,959	189,006,616
beyond the next financial year	3,914,380	6,147,248
Total amounts to suppliers	153,792,339	195,153,864
8) Amounts due to subsidiaries	90,332,920	21,847,100
9) Amounts due to Associated companies	48,778,188	58,576,861
10) Amounts due to parent companies	-	-
11) Amounts due to tax administrations		
within the next financial year	26,123,443	10,536,109
beyond the next financial year	121,517	-
Total amounts due to tax administration	26,244,960	10,536,109
12) Amounts due to Social Security Institutions	4,330,089	5,459,500
13) Other creditors		
a) other entity interests	5,048,351	8,794,669
b) deposits and caution		
beyond the next financial year	49,837	28,880
c) personnel	8,093,230	4,695,879
d) other	17,884,444	23,676,280
Total other creditors	31,075,862	37,195,708
Total creditors D)	741,206,193	792,929,472
E) Accruals and deferred income	2,651,139	10,838,922
Total liabilities and equity	1,015,206,553	1,112,554,364

OFF-BALANCE SHEET ACCOUNTS

(Valori in euro)

	2001	2002
A) Personal guarantees		
1) Guarantees for credit lines		
a) for subsidiaries	43,108,535	63,764,439
b) for associated companies	81,542,433	83,539,510
c) for third parties	9,806,634	15,429,384
Total guarantees for credit lines	134,457,602	162,733,333
2) Guarantees for works		
a) for subsidiaries	144,169,335	269,439,603
b) for associated companies	708,222,833	688,397,032
c) for third parties	391,444,844	414,645,648
Total guarantees for works	1,243,837,012	1,372,482,283
3) Other guarantees	139,888,312	117,932,546
Total personal guarantees A)	1,518,182,926	1,653,148,162
B) Other off-balance sheet accounts		
1) Risk of recourse from factors	148,928,611	164,805,900
2) Other	24,099,428	27,452,250
Total other Off-balance sheet accounts B)	173,028,039	192,258,150
C) Third party guarantees in our favour	21,520,090	21,931,591
Total off-balance sheet accounts	1,712,731,055	1,867,337,903

Financial Ratios



	2001	2002
TOTAL AVAILABLE FUNDS (realizable values+disposal values) / short-term debts	1.35	1.56
READY CASH (disposable values / short-term debts)	0.30	0.33
CASH AT BANKS AND ON HAND	1.41	1.64
((working values + realizable values + disposable values) / short-term debts)		
FIXED ASSETS BACKING	2.35	2.24
__((equity + provision for contingencies +long-term debts) / (net fixed assets + long-term credits))		
SELF FINANCING RATIO ((equity + provision for contingencies) / (short-term debts + long-term debts))	0.35	0.36

PROFIT AND LOSS ACCOUNT

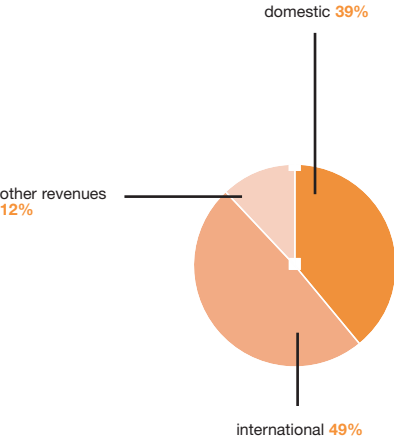
(valori in euro)

	2001	2002
A) Value of production:		
1) Net turnover from sales and services		
a) from contracts	726,138,903	686,164,586
2) Variation in inventories of finished goods and in work in progress	(17,351,407)	-
3) Variation in contract in progress	25,133,750	71,252,938
4) Work performed for own purposes and capitalised	13,752,686	9,292,345
5) Other revenues	95,353,675	91,263,331
Total value of production A)	843,027,607	857,973,200
B) Cost of production		
6) For raw materials, consumables and other goods	90,767,374	128,683,108
7) For services	439,181,272	465,628,364
8) For use of assets owned by others	9,904,655	7,482,456
9) For personnel		
a) wages and salaries	64,570,578	76,290,159
b) social security charges	18,119,493	17,223,482
c) provision for severance indemnities	3,441,183	4,451,837
e) other costs relating to staff	7,340,513	10,235,347
Total personnel	93,471,767	108,200,825
10) Amortisation, depreciation and write-down		
a) amortisation of intangible assets	24,370,877	22,177,560
b) depreciation of tangible assets	11,848,855	13,901,663
d) allowance for doubtful debtors included in current assets and other accounts included in cash at bank and on hand	10,350,066	14,399,819
Total cost for amortisation, depreciation and write-down	46,569,798	50,479,042
11) Variations in inventories of raw materials, consumables and goods for resale	(1,031,939)	(16,180,806)
12) Risk allowances	45,884,662	14,940,078
14) Other operating charges	33,198,299	33,420,180
Total cost of production B)	757,945,888	792,653,247
Difference between value and cost of production (A-B)	85,081,719	65,319,953
C) Financial income and charges		
15) Income from equity investments		
a) from subsidiaries	144,498	2,084,951
b) from associated companies	9,245	585,260
c) from other equity investments	54,346	13,057
Total income from equity investments	208,089	2,683,268
16) Other financial income		
d) other income not included above		
1) from parent companies	82,168	-
2) from associated companies	358,492	-
3) from others	15,813,550	17,750,983
Total other financial income	16,254,210	17,750,983
17) Interest charges and similar charges		
1) from others for other financial charges	42,500,597	45,506,490
Total (15+16-17)	(26,038,298)	(25,072,239)
D) Value adjustments in respect of investments		
18) Revaluation		
a) of equity investments	15,256	556,971
19) Write-down		
a) of equity investments	21,850,802	7,166,917
b) of shares recorded under the current liabilities	2,074,839	1,277,133
Total adjustments (18 - 19)	(23,910,385)	(7,887,079)
E) Extraordinary income and charges		
20) Income		
a) other income	8,054,308	6,268,192
21) Charges		
a) capital losses on disposal of assets	274,523	327,504
b) taxation of previous years	9,381,543	3,434,815
c) other charges	4,663,619	8,654,384
Total extraordinary charges	14,319,685	12,416,703
Total extraordinary charges (20-21)	(6,265,377)	(6,148,511)
Profit (loss) before income taxes (A-B+C+D+E)	28,867,659	26,212,126
22) Income taxes on the income of the period		
a) current taxes	19,078,572	8,860,973
b) deferred tax assets	(20,654,746)	1,838,810
Total taxes	(1,576,174)	10,699,783
23) Profit or loss of the period		
a) consolidated	30,443,833	15,512,343
b) minority interests profit/loss for the period		
- profit	(417,148)	(442,481)
26) Group profit (loss) of the period	30,026,685	15,069,862

Total Revenues

total revenues

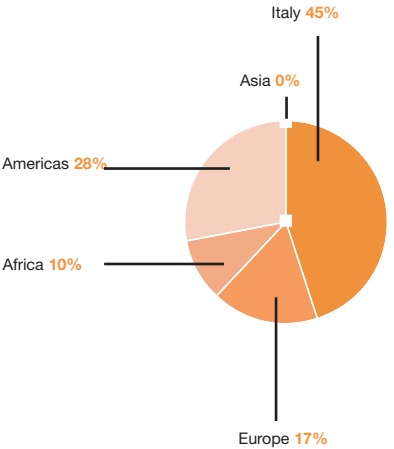
(€ million)



	2002
contract revenues – domestic	339
contract revenues – international	418
other revenues	100
total	857

contract revenues by geographic area

(€ million)



	2002
Italy	339
Europe	131
Africa	78
Americas	209
Asia	–
total	757

Explanatory notes to the consolidated accounts

Basis of presentation

Astaldi S.p.A. has prepared the consolidated accounts in accordance with the principles provided for in Law Decree no. 127/91 which enacts the VII EEC Directive.

The accounts are complete with the table of exchange rates applied, the scope of consolidation, the list of non-consolidated companies, the schedule of movements in the net consolidated balance sheet account items, the schedule of relations between the parent company accounts and the consolidated accounts and the cash-flow statement.

It is stated that the reference date for the consolidated accounts coincides with the end of the financial year of the Parent company Astaldi S.p.A. and of the majority of Subsidiaries, included in the scope of consolidation.

The latter's accounts have been appropriately reclassified and adjusted to comply with the accounting principles and valuation criteria of the parent company. In the event where the company year for the consolidated companies does not coincide with the calendar year, interim accounts have been prepared by the Directors, which reflect the conventional Group financial year.

Moreover, in certain cases, reported in the notes that follow, balance sheet and profit and loss items have been reclassified for the previous financial year for the purposes of better representation. Credits and debits with subsidiary, Associated and other companies, attributable for significant amounts to relations with consortia-type companies, have been reported at net values with reference to the prevailing amount with respect to each individual counterpart. In the paragraph relative to related parties, the gross amounts of credits and debits are provided with respect to the abovementioned entities.

Consolidation principles

The consolidation principles adopted are the following:

- a) the accounting value of the shareholding held by the Parent company included in the scope of consolidation has been written-off against the net equity of the consolidated companies assuming the assets and liabilities;
- b) any increased value paid with respect to the accounting net equity of the shareholding at the date of the purchase is attributed to the individual items in assets and liabilities to which this increased value refers;
- c) any remaining positive difference is recorded under the item Consolidation differences; any remaining negative difference is accounted for in the Consolidation reserve for risks and future charges to cover estimated future losses or in the consolidation reserve included in Equity;
- d) the balance of the results is entered under the item Profit (losses) carried forward;
- e) debit, credit, costs and revenues, dividends collected and losses set aside and any other transactions entered into between the companies included in the scope of consolidation have been eliminated;
- f) value adjustments and provisions made exclusively in application of taxation regulations have been eliminated;

- g) the capital and reserve quotas and results for the financial period pertaining to minority shareholders are recorded under an appropriate item in the balance sheet and the profit and loss account. In addition, in the case of losses incurred by companies included in the scope of consolidation, in which there are minority shareholders, the portion of loss attributed to the latter does not exceed the relative share in Equity relating to them with the exception of cases where a commitment has been obtained by the same minority shareholders, to cover the losses relating to them.

The accounts for foreign consolidated companies and stable foreign organisations (the accounting of which is carried out using a multi-currency system) are converted into Euros in accordance with the following criteria:

- assets and liabilities at the exchange rate as at the date of the financial statements;
- profit and loss account items by applying the average exchange rate for the year;
- components of capital and reserve are translated at historical exchange rates.

Exchange rate differences deriving from the translation of Equity at the historical exchange rates with respect to year end exchange rates, including the difference resulting from the translation of result for the period at the average exchange rates, are included in Equity in the "Conversion reserve o loss".

Scope of consolidation

The scope of consolidation, in addition to the parent company Astaldi S.p.A., comprises:

- a) companies or other legal entities in which the Parent company owns, either directly or indirectly, 50% of the company share capital or in which it exercises overall control; these companies are consolidated using the line-by-line method;
- b) companies or other legal entities in which the parent company exercises joint control with other shareholders; these companies are consolidated using the proportional integration method.

For the purposes of consolidation, the accounts approved by the general meeting of shareholders or partners have been used, or in their absence, accounting forecasts approved by the board of directors.

Controlling shareholdings in Consortia and Joint Venture companies have been excluded from the scope of consolidation which, on redebiting the costs to partners, do not have their own profit and loss results and for which the relative accounts, after eliminating of inter-group assets and liabilities, do not have any significant net worth.

Accounting principles and valuation policies

The accounting principles and evaluation policies comply with the provisions of art. 2426 of the Italian Civil Code and reflect those provided for by the National Council of Professional Accountants and Bookkeepers; these principles are consistent with those of the prior year.

Furthermore, for the purposes of better representation of the asset and financial position of the company, the following is highlighted:

- a) leased assets, in the absence of a specific Italian accounting principle, have been accounted for in accordance with I.A.S. accounting principle no. 17, which provides for:
 - recording of the cost of the assets in fixed assets, and the pertaining depreciation of the assets;
 - reporting of the financial debt to the grantor, with the relative accounting of financial charges;
- b) accounts receivable transferred with recourse have been removed from the balance sheet highlighting the level of risk of recourse in the Off-balance sheet accounts.

There have been no departures with respect to articles 2423 and 2423 bis of the Italian Civil Code.

It is also pointed out that the items represented by Arabic numbers which do not show a balance in the current and the previous financial year have not been included in the accounting schedules; consequently, the numbering is not progressive.

The Balance sheet and the Profit and Loss account have been prepared in Euros, (without decimals), in accordance with art. 16 of Law Decree 213/1998 and art. 2423 par. 5 of the Italian Civil Code.

These explanatory notes have been prepared in thousands of Euros.

The accounting principles and valuation criteria adopted are as follows.

Intangible assets

Intangible assets represent costs and expenses with multi-year utility and have been accounted for and recorded on the basis of the cost effectively incurred inclusive of directly attributable ancillary charges.

This amount is presented in the accounts net of the relative amortisation, which is calculated in relation to the residual useful life of the asset; in particular:

- formation and expansion expenses show charges incurred by the parent company and other companies for the constitution and increase in the Company capital and are amortised with a straight-line method in five years;
- costs relative to the acquisition of intellectual property rights and licences, trademarks or similar rights are amortised on the basis of the expected length of time over which the asset will be used;
- concession rights represent the value, net of payments received, of the land rights relative to parking spaces, intended for sale, in car parks constructed in the municipalities of Turin and Bologna. Entering in the profit and loss account occurs in the year of sale;
- goodwill represents the excess of the purchase price over the fair value assigned to tangible and intangible assets less the fair value assigned to liabilities assumed. Amortisation is provided over the estimated future periods to be benefited with a straight line method in five years. In the case of a longer period, adequate disclosure is given in the notes;
- construction site installation costs show the costs incurred for the planning and organisation of contracts acquired and are amortised based on the physical progress of the contract;
- tender preparation costs, for participation in contract tenders, (awaiting formal contract award), have been written down of the costs for which there is

- not a reasonable certainty of contract award; in the event of contract award, such costs are based on the physical progress of the works;
- other intangible assets are mainly related to the value of contractual rights within the scope of current initiatives both in Italy and abroad, to costs for studies, project and other fixed assets.

With regard to amortisation policies of costs included in this item we highlight below the various methods utilised:

- the values of *contractual rights* are amortised, with respect to current legislation, on the basis of the progress of the relative contracts;
- expenses for *studies and project* are amortised on a straight line method at a constant rate on the basis of the lesser period between the residual contract duration and 5 years.

Tangible assets

The value of Tangible assets, represented by fixed assets and of assets comprising machinery and equipment utilised for the purpose of production activity, has been on the basis of the purchase price or the construction cost, inclusive of directly attributable ancillary charges.

For certain property assets (land, buildings, plant, machinery and equipment), revaluations have been applied in application of the current laws in the countries in which the group operates.

Costs for modernisation and improvement, which extend the economical life of the assets, are added to the value of the same.

Tangible assets also include leased assets, as described previously.

Depreciation is calculated with the straight line method at a constant rate in relation to the residual useful life of the asset, within the limits of the tax rates considered representative of the estimated useful life of the asset.

Freely transferable assets are depreciated in accordance with the financial method over the lesser period between the useful estimated life of the asset and the duration of the concession.

For assets acquired during the year the depreciation rates are reduced by 50%.

Payments into the plant account, reducing the cost of the assets to which they refer, are recorded at the time of formalisation of the relative resolution.

Equity investments

Equity investments in subsidiary and associated companies excluded from the scope of consolidation are accounted for, if significant, using the equity method, which involves recording the investment at a value equal to the pertaining percentage of equity, after having applied the adjustments provided for in the principles for the preparation of consolidated financial statements.

Other investments are stated at cost, inclusive of directly attributable ancillary charges, adjusted if necessary to reflect permanent losses of the value.

Companies in liquidation are stated at cost, adjusted to consider the relevant liquidation expenses.

Dividends are recorded on an accruals basis at the moment at which the right to drawing arises as a result of the resolution made by the Annual General Meeting of shareholders of the shareholding company, (by the Board of Directors in the case of controlled companies) to distribute the profit or, as appropriate, reserves. This

is on the condition that the date of approval of the accounts of the shareholding company and the relative resolution for distribution of profits takes place prior to approval of the Company accounts.

Losses from equity investments, which exceed the book value for which there is a commitment to settlement, are accounted for (after having written-off the book value) in the provision for losses in equity investments. In the subsequent financial year if the reasons which brought to the write-down fail to occur, the equity investment previously adjusted are re-valued within the limits of the write-down previously effected and the adjustment is recorded to profit and loss account.

Debtors and creditors

Debtors are stated at their presumed realisable value by means of the for doubtful debts net. Creditors are stated at their nominal value.

Debtors and creditors in foreign currency

Debtors and creditors denominated in foreign currencies are originally recorded at the exchange rate in effect at the date of the transaction.

Current assets and liabilities denominated in foreign currencies are restated at the prevailing exchange rate as at the balance sheet date. Profits and losses, which result from the restatement, are recorded to profit and loss as items of a financial nature. Long-term assets and liabilities in foreign currency are restated at the prevailing exchange rate at the balance sheet date. The profit from the restatement is deferred to the financial year in which it will be realized

Inventories of raw materials and consumables

Inventories are carried at the lower of cost or market value using the weighted-average cost method.

Contracts in progress

Long term contract in progress at year end are stated in accordance with the stage of completion of the works performed, not yet officially recognized by the customer, and thus not yet billed and included in revenues, but identified with reasonable certainty, applying the method of the physical measurement, and evaluated on the basis of the revenue contractually agreed. Through provisions and utilisation of the contractual risks Reserve, the operating margins of the contracts are adjusted for the purposes of entering these on an accruals basis.

For the purposes of verifying any loss margin at the end of individual contracts, to be recorded to profit and loss in compliance with the principle of prudence, comparison of the contractual payments and revenues Associated with the contract with the estimated costs for the entire duration is made.

Charges considered for execution of works include:

- raw material purchase costs;
- costs relative to services rendered by subcontractors;
- labour costs;
- indirect costs (sale costs, general costs and administrative costs).

The valuation of the contract margins reflects the estimate made at the time of preparation of the financial statements, the assumptions used in the valuation are reviewed regularly, and the adjustments resulting from such process are recorded

in the financial year in which such revision is made by creating the reserve for contractual works.

The contracts are considered completed on completion of all the main anticipated activities, including inspection support and acceptance by the customer.

The valuation of reserves, as indicated by the rules of the “Legge Quadro” in connection with contracts with public entities, representing claims with economic contents different than that which is 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.

Finished goods and goods for resale

This records the construction cost of buildings ready for sale, which are lower than current market prices.

Investments which are not permanent

Securities and investments that do not constitute fixed assets are recorded at the lower of the specific purchase cost, inclusive accessory charges, and the market value deduced from regulated market or from other financial market indicators.

Cash and banks on hand

Cash and banks on hand represents the liquid amounts available at year end.

Discounts and premiums on loans

Discounts and premiums on loans comprise prepaid financial costs or revenue, net of the portion recorded in previous financial years and to the current. The discount on loans is amortised based on the duration of the loan.

Accruals and deferred income

These are determined on an accrual basis.

Provision for risks and charges

Provisions for risks and charges are intended to cover liabilities of a determinate nature, of certain or probable existence, for which, however, at the end of the financial year the exact amount or the date in which the liability will determine an economic outflow cannot be determined.

Employee severance indemnity

The employee severance indemnity reserve is determined systematically on the basis of matured liability in conformance with current legislation and employment contracts in force in the countries in which the group operates.

This reserve shows the debt with respect to employees. Utilisation of the same occurs following the termination of employment and payment of advances in accordance with Law 297/82.

Off-balance sheet accounts

- Personal guarantees are mainly represented by commitments in favour of third parties and in the interest of Group companies against liabilities and other

commitments taken on by the latter; these guarantees are recorded at the nominal amount of the guarantee provided.

- Purchase and sale commitments related to derivatives contracts which provides for the exchange for capitals, other activities or their differentials, are stated at the contract value. Commitments for other derivative contracts are stated at the nominal value of the underlying asset.
- The risk of recourse pertaining to transfers of receivables with recourse of debtors assigned to the factor of is recorded at the nominal value of the receivables transferred.

Off-balance sheet accounts expressed originally in values other than the Euro, are measured to the exchange rate at the end of the year.

Income tax

Current income taxes are recorded in relation to the effective tax burden for the period based on a reasonable estimate, of the individual profit and loss items, in compliance with the tax regulations in force in the countries in which Group companies operate.

Deferred taxes are accounted for by liability method which reflects the tax effects of all significant temporary differences between the basis of assets and liabilities recognized in the consolidate financial statements and their tax basis. Deferred tax assets are recorded if there is a likely hood that such will be realized and deferred tax liabilities are not recorded if it is not probable that the liability will be paid. Deferred tax liabilities and deferred tax assets are recorded in the provisions for risk and charges and in other receivable, respectively.

Derivative products

The Group uses derivative products to manage exposure to fluctuations interest rate (IRS) and foreign currencies (DCS).

The differential on IRS for hedging of financing obtained is recorded on accrual basis to interest income/expense.

Discounts or premiums on DCS (the difference between the spot rate and the forward rate at the contract inception) are amortised to profit and loss with the straight line method based on the duration of the contract.

Transactions with subsidiaries, associates, and related parties

Transactions with subsidiaries (consolidated and non-consolidated), with associates and with other related parties are carried out under normal market conditions.

There are no significant transactions of a commercial or financial nature entered into with the parent company.

Profit and loss account

The positive and negative income components are recorded on an accruals basis. Revenues from the sales are recognised when the ownership is transferred which is generally upon delivery.; revenues from services are recognised based on the services provided and in agreement with the relative contracts.

It is pointed out that the variation in inventories resulting from the profit and loss account does not coincide with the difference between the final inventories for the

financial year and those of the previous financial year presented in the balance sheet, due to:

- difference in conversion rates adopted (average exchange rate for the profit and loss account, year end exchange rate for the balance sheet);
- variations in the scope of consolidation
- transfer of receivable with recourse, which involved a series of claims with respect to the clients.

Foreign entities operating in high inflation rate countries show, where significant, the necessary adjustments for elimination of the effects of inflation.

Comments on the main Balance Sheet and Profit and Loss items

Assets

B - Fixed assets: 240,109 thousand euros

B.I - Intangible assets: 58,292 thousand euros

The changes that have taken place in fixed assets are as follows (amounts in thousand Euros):

i n t a n g i b l e a s s e t s								
(thousands of euro)	value at 12/31/2001	cost increases	bal. sheet for financial year	transfers to other categories	amortis. for financial year	changes in scope of consolid.	exchange rate diff.	value as at 12/31/2002
– formation and expansion expenses	2,154	404	7,477	316	(2,365)	–	–	7,986
– patents and rights to use patents of others	744	–	115	–	(282)	–	–	577
– concessions, licences, trademarks and similar rights	568	–	–	–	–	–	–	568
– goodwill	–	–	–	–	(20)	200	–	180
– works in progress and payments on accounts	316	–	–	(316)	–	–	–	–
– other	–	–	–	–	–	–	–	–
– construction site installation costs	8,907	3,481	–	56	(3,636)	–	(15)	8,793
– cost of prepreparing tenders	1,435	1,460	–	(14)	(925)	–	(206)	1,750
– other	22,085	3,947	27,613	(42)	(14,949)	–	(217)	38,438
	36,210	9,292	35,205	–	(22,178)	200	(438)	58,292

Before commenting on the main changes which have taken place in the individual items with respect to 2001, it is pointed out that in the item formation and expansion expenses the most significant amount, of around 7,000 thousand Euros, relates to costs incurred in the process of listing in the stock market, as well as costs attributable to the conversion of debenture loans, of around 1,100 thousand Euros. Among the other variations, the following are highlighted:

1. increases of:

- 3,481 thousand euros relative to the capitalisation of the costs incurred for site plant, located in Italy and abroad
- 1,460 thousand euros relative to the capitalisation of costs for preparation of tenders in Italy and abroad, for which there is reasonable certainty in relation to contract award;

- 31,560 thousand Euros relative to capitalisation of other intangible assets of which the majority is attributable to the stable organisation in Turkey of approximately 20,018 thousand Euros relative to the effects of placing the previous Joint Venture in liquidation, due to financial problems of the local partner; ancillary costs incurred to obtain the financing necessary for carrying out the works are also included, in addition other costs pertaining to Italy and the stable organisations in Guinea and El Salvador;

2. decreases of:

- 3,636 thousand Euros for amortisation of site costs amortised on the basis of the contract progress;
- 15,409 thousand Euros for amortizations predominantly attributed to costs capitalised in previous financial years; in particular these refer to the IRICAV DUE contract in Italy, as well as to stable foreign organisations, among which the most significant are those located in Turkey and Tanzania.

B.II - Tangible assets: 93,725 thousand Euros

The changes that have taken place in tangible assets are the following (amounts in thousands of Euros).

tangible assets							
(thousands of euro)							
	value at 12.31.2001	purchases	disposals	transfers	changes in consolidation area	exchange rate difference	value at 12.31.2002
– land and buildings	30,121	1,042	(343)	–	–	(374)	30,446
– specific plant	41,262	22,364	(16,155)	–	(346)	(1,182)	45,944
– general plant	8,833	3,632	(1,348)	–	(247)	(340)	10,531
– crafts	1,200	–	(332)	–	–	–	868
– excavators, power shovels and heavy vehicles	30,055	26,665	(8,949)	–	(336)	(75)	47,361
– light vehicles, ships and planes	9,829	2,822	(1,155)	–	(148)	(869)	10,479
– other small equipment	2,785	2,745	(452)	–	(77)	(85)	4,916
– light constructions	2,701	1,085	(610)	–	(7)	(111)	3,057
– metal sheet pile and shuttering	2,889	868	(380)	–	(13)	(45)	3,318
– furniture, fittings and office machines	3,915	451	(319)	–	(5)	(382)	3,661
– electronic machines and office systems	4,153	727	(702)	–	(19)	71	4,229
– assets without charge	2,554	–	–	–	(1)	(11)	2,542
– tangible assets in course of construction and payments on account	1,079	295	(983)	–	–	1	392
total A	141,376	62,696	(31,729)	–	(1,198)	(3,402)	167,744

B) Amortisation reserves

a m o r t i s a t i o n r e s e r v e s							
(thousands of euro)	value at 31.12.2001	amortisation	disposals	transfers	change in scope of consolidation	exchange rate differences	value at 31/12/2002
– land and buildings	3,907	867	(36)	–	0	(75)	4,663
– specific plant	26,885	3,277	(6,103)	–	(124)	32	23,966
– general plant	4,586	907	(911)	–	(53)	1	4,529
– crafts	1,185	4	(325)	–	–	–	864
– excavators, power shovels and heavy vehicles	18,362	5,621	(3,191)	–	(152)	(95)	20,547
– light vehicles, ships and planes	7,384	957	(390)	–	(117)	(517)	7,317
– other small equipment	2,208	828	(299)	–	(68)	25	2,695
– light constructions	1,529	279	(15)	–	(1)	(35)	1,757
– metal sheet pile and shuttering	2,590	449	(717)	–	(5)	(26)	2,292
– furniture, fittings and office machines	2,324	243	(188)	–	(1)	(168)	2,209
– electronic machines and office systems	3,177	394	(571)	–	(7)	72	3,065
– assets without charge	38	76	–	–	–	–	114
total B	74,176	13,902	(12,745)	–	(528)	(785)	74,019
total net fixed assets (A-B)	67,200						93,725

The most significant net variations related partly to the normal renewal of assets, as well as to new investments, which have mainly involved classes of “specific plant” and “excavators”, relative to stable organisations located in El Salvador, Nicaragua and Turkey.

B.III - Investments: 88,092 thousand euros

The most significant variations for the period, as highlighted in the appendix, are mainly due to the valuation of certain equity investments by the equity method as well as the constitution of the project management company, as per art. 37 quinquies of Law 109/94, formed to take over the concession arrangement signed for the project realization, construction and management of the new Mestre Hospital. In accordance with the provisions of art. 2426 no. 3 of the Italian Civil Code it is stated that, for certain investment in subsidiaries and Associated companies, which are reported in the attached schedules, the values reported in the consolidated financial statements, stated at cost, are greater than those which would result from the application of the equity method.

These differences, which are not significant, do not represent permanent losses in the value of the investments.

Amounts due from subsidiaries, associates, other affiliated companies and third parties, detailed in the accounts for total value of 54,182 thousand Euros, have undergone an overall increase of 19,202 thousand Euros.

These receivables have been effected by the financial transactions made to support the Companies, specifically, for works in progress, mainly abroad, as well as financing granted to companies in liquidation.

It should be noted that a total amount of 33,828 thousand Euros reported under the item “Other debtors”, relates to the difference between the nominal value of receivables transferred with recourse and the advance payment received from the relevant financial institution.

There are no longer any own shares following the gratuitous transfer of the shares to the directors, in accordance with the provisions of the incentive plan resolved by the Board of Directors

C.I - Inventories: 238,962 thousand Euros

The increase with respect to the previous financial year is 21,396 thousand Euros. The most significant elements, which comprise the overall net variation are attributable to:

- increases in “raw materials and consumables”, of 12,452 thousand Euros, associated mainly with the activities carried out in Guinea Conakry, El Salvador, Nicaragua, Turkey and Venezuela;
- decreases in finished goods and goods for resale of 10,395 thousand euros relative to the sale of the complex “Leonardo da Vinci” in Prato;
- increases in contracts in progress of 15,451 thousand Euros.

It is useful to highlight that the contracts in progress are equal to a total of 198,343 thousand Euros. This amount is expressed net of reserves transferred with recourse, to financial institutions, partly in 2001 and partly in 2002 for a total of 84,357 thousand euros, for which the risk of recourse has been represented in the Off-balance sheet accounts. The increase in contracts in progress can be traced back to the normal production phases characterised in particular by an extended process intended for certification of the works carried out;

- 2,612 thousand Euros decrease attributable to the change in the scope of consolidation.

C.II - Debtors: 454,963 thousand Euros

The total increase, of 8,537 thousand Euros, with respect to the last financial year is the result of the following.

C.II.1 – Trade debtors (236,738 thousand Euros)

Trade debtors are expressed net of the provision for doubtful debtors and delayed payment interest of 12,913 thousand Euros.

With respect to the 2001 financial year, the item described shows a positive variation of 19,308 thousand Euros. This variation refers mainly to contractual issues, which have characterised the activities of the stable organisation in Turkey, fully detailed in the management report.

In addition to the abovementioned during the course of the year receivables have been transferred with recourse which are summarised below to financial institutions, which have enabled part of the working capital to be converted into liquid funds.

accounts receivable transferred with recourse			
(thousands of Euros)	original credit	amount advanced	remaining credit
– Turkey	60,000	50,000	10,000
– Italian contracts	54,277	42,772	11,505
total	114,277	92,772	21,505

Amounts due from the Venezuelan client of 74,622 Euros, transferred in the previous financial year, were regularly collected in 2002. The table that follows summarises the trend in the receivable transfers entered into in 2002.

accounts receivable transferred with recourse				
(thousands of euro)	total 2001 credit	2002 movements collected	credit	total 2002 credit
– Venezuela	74,622	(74,622)	–	–
– Turkey	–	–	60,000	60,000
– Italian contracts	57,644	(57,644)	54,277	54,277
total	132,266	(132,266)	114,277	114,277

It is also pointed out that the remaining receivable to factors, for a total of 33,828 thousand Euros, of which 12,323 thousand Euros relates to work in progress, has been classified as long term financial investments. At the same time, the amount advanced has been represented as a reduction of the risk of recourse in the Off-balance sheet accounts.

The movement of funds leading to the direct reduction of the receivables described is detailed below (amounts in thousand Euros).

provision for doubtful debtors	
value at 12.31.01	15,259
– increases for the financial year	–
– utilisation of reserves for the financial year	(5,299)
– changes in scope of consolidation	–
– changes due to reclassification	(572)
value at 12.31.02	9,388

provision for delayed payment interest	
value at 12.31.01	2,706
– increases for the financial year	1,073
– utilisation of profit for the financial year	(168)
– utilisation of reserves for the financial year	(86)
value at 12.31.02	3,525

C.II.2 – Amounts due by Subsidiaries (47,288 thousand Euros)

With respect to the previous financial year a decrease of 14,270 thousand Euros is recorded.

For an analysis of the composition of debtors you are referred to the schedule at the end of these explanatory notes relative to transactions with related parties.

C.II.3 – Amounts due by Associated companies (24,335 thousand euros)

With respect to the previous financial year a decrease is recorded of 8,617 thousand euros. For an analysis of the composition of debtors you are referred to the schedule at the end of these notes relative to transactions with related parties.

C.II.4 – Amounts due by parent company (18 thousand Euros)

This concerns relationships of a commercial nature entered into with Fin.Ast. S.p.A..

C.II.5 – Other debtors (146,584 thousand Euros)

This item, which has recorded an increase of 12,103 thousand Euros, is itemised as follows:

- amounts due by the Tax authorities, 68,959 thousand Euros, increased by 9,153 thousand Euros and can be summarized as follows.

a m o u n t s d u e b y t a x a u t h o r i t i e s			
(thousands of euro)	Italy	abroad	total
A) indirect taxes			
VAT credit < 12 months	8,083	11,114	19,197
VAT credit > 12 months	35	20,709	20,745
Total I.T.	8,118	31,823	39,942
B) direct taxes			
DT Credit < 12 months	16,958	1,698	18,656
DT. Credit > 12 months	–	140	140
Total D.T.	16,958	1,838	18,796
C) credit for advance taxes	7,570	2,651	10,221
D) total amount due from T.A.	32,646	36,313	68,959

For further explanation of the information given in the previous table it is stated that the foreign VAT credit mainly refers to:

- the stable organisation in Venezuela, of approximately 19,000 thousand Euros, for which it is reasonable to forecast that it will be partly absorbed by new works and partly it will be paid by the client;
- the stable organisation in Turkey of around 7,000 thousand Euros, which will be fully utilised at the time of billing of payments relative to the works carried out.

Also, with regard to the receivable for direct taxes, mainly attributable to income taxes paid abroad, it is stated that the most significant amounts relate to the stable organisation in Turkey, Venezuela and El Salvador and they will be recovered in subsequent tax returns.

For the purposes of rationalising the financial relationships between group companies, it is useful to point out that by means of the simplified procedure, provided for by article 43-ter of D.P.R. no. 602 of 29 September 1973, the opportunity is being evaluated to transfer part of the Corporate Income Tax receivables, for which no reimbursement has been requested, to the Subsidiaries.

The variation in the scope of consolidation has had a negative impact of 1 thousand Euros. The amount is expressed net of a delayed payment interest reserve of 198 thousand Euros, which has remained unchanged.

- Amounts due to personnel of 860 thousand Euros, are reduced by 75 thousand Euros (negative change in the scope of consolidation of 1 thousand Euros).
- Amounts due to Social Security Institutions of 1,889 thousand Euros, have increased by 318 thousand Euros.
- Deposits of 976 thousand Euros, decreased by 315 thousand Euros (negative variation in the consolidation area of 17 thousand Euros).

- Amounts due to equity investments of 2,383 thousand Euros, increased by 332 thousand Euros.
- Other receivables of 71,518 thousand euros, are increased, net of the negative variation in the scope of consolidation of 1,086 thousand, of 2,690 thousand Euros. Debtors are expressed net of a delayed payment interest reserve of 8 thousand Euros. Some of the most significant items are summarised below:
 - amounts due to other debtors, for the sale of assets and services (services to subcontractors, sales of equipment and assets, sale of property assets), for a total amount of 17,071 thousand Euros;
 - amounts due to the Liquidator of 128 thousand Euros, resulting from liquidation plans prepared at the time of closing down of activities of certain project specific companies;
 - amounts due to third parties for payments in their name and on their behalf of 2,980 thousand Euros;
 - amounts owing to subcontractors and suppliers, for contractual advances on services and supplies to be provided, of 36,595 thousand Euros.

C.III – Investments which are not permanent

C.III 6 – Other investments: 16,614 thousand Euros

The item in question, which has undergone an overall decrease of 24,247 thousand Euros due to the collection of investments in the portfolio at 12/31/2001, is made up of (amounts in thousand Euros).

other securities	
– Venezuelan state securities	14,401
– other lesser value securities	2,213
total	16,614

State securities from the Republic of Venezuela have been granted by the purchaser in payment for construction works on the Tuy Railway.

C.IV – Cash at bank and in hand: 155,261 thousand Euros

Cash at bank and in hand are comprised of bank deposits of 154,886 thousand Euros and currency and cash values of 375 thousand Euros. The item has undergone, with respect to the previous financial year, an increase respectively of 19,780 thousand Euros and a decrease of 99 thousand Euros. The variation in the scope of consolidation has produced a negative variation of 490 thousand Euros.

D – Prepayments and accrued income: 6,645 thousand Euros

This account, which has undergone an increase of 4,308 thousand Euros, concerns mainly prepayments of 4,293 thousand Euros relative to insurance costs, commissions on bonds, and other components of residual value and to issue premiums relative to the debenture loan of 1,046 thousand Euros.

Liabilities

A – Equity

During the course of the 2002 financial year, by implementing the resolution of the General Meeting of Shareholders 11 March of the same year, the par value of each share issued, originally of 6.46 Euros, was increased to 7.00 Euros, with an increase of the Company Capital of 4,883,490 Euros which occurred through the utilization of the "Share premium reserve". Subsequently, the company proceeded with a share split, replacing each share of 7.00 Euros with 7 new shares of nominal value of 1.00 Euro each.

It is also pointed out that, on 6/6/02, due to the effect of the listing of the Parent company on the stock exchange, the resolution to increase the Company Capital by additionally 20,300 thousand Euros took place by stet, subscription and payment of 20,300 thousand new shares, with a par value 1 Euro each at the unit price of 3.1 Euros, with an increase at the same time in the share premium reserve for a total of 42,630 thousand Euros.

During the course of the first six months of the 2002 financial year, the company finally proceeded with the conversion of debenture loans, issued in compliance with the resolution of the General Meeting of Shareholders held on 20 July 2000, into shares for a value of 36,152 thousand Euros.

Of the amount for 14,820 thousand Euros, has increase the Company Share Capital, with a conversion ratio of 7 new shares for each converted bond; the remaining amount of 21,332 thousand has been allocated to the share premium reserve.

As a result of the abovementioned transactions, at the end of the company financial year, the Company capital of the parent company Astaldi S.p.A. totalled 98,424,900 Euros represented by 98,424,900 shares with a par value of 1 Euro.

As of 31 December 2002 the Company Shareholders Register shows the following position:

- Interbanca S.p.A. owns 9,434,950 shares equivalent to 9.586%;
- Capitalia S.p.A. owns 4,599,250 shares equivalent to 4.673%;
- Fin.Ast. S.r.l. owns 39,338,033 shares equivalent to 39.968%;
- Finetupar S.A. owns 11,941,967 shares equivalent to 12.133%;
- Gartmore Investment Management PLC owns 1,987,181 shares equivalent to 2.019%.

For analysis of the individual items of Equity you are referred to the attached schedule of movements in the net consolidated equity, occurred in the period.

The decrease in the conversion reserve, with respect to 31 December 2001, is attributable to the exchange rate fluctuations, particularly in relation to the US dollar and related currencies; in relation to this, you are reminded that the conversion reserve reflects the exchange rate fluctuations at the date of the balance sheet with respect to previous periods. These variations are considered temporary and recurrent with respect to the specific nature of the reserve and do not imply permanent effects.

B – Provisions for risks and charges: 74,505 thousand Euros

As of 31 December 2002, provisions for risks and charges amount to 74,505 thousand Euros, against 114,632 thousand Euros for the previous year. These include:

- contractual liabilities reserve established to take account of contract results for the purposes of recording the same on an accruals basis;
- the equity investments liabilities reserve established for the purposes of providing for losses, attributable to equity investments, of a determined nature, of certain or probable existence, but for which the amount and the date in which such a liability will occur cannot be determined at the end of the year;
- the taxation reserve, totalling 3,300 thousand Euros, has been established to cover the following:
 - probable charges, of 1,400 thousand Euros, resulting from amicable settlement – *only for the purposes of avoiding the costs and time of the dispute, not therefore implying any admission or recognition of the fiscal claim* – of the dispute arisen with the Tax Authorities, in relation to the presumed tax omission for the so-called contractors reserve, for the fiscal years from 1997 to 1999. For the purposes of further clarification it is useful to point out that the fiscal years 1995 and 1996, are subject to a legal settlement, in accordance with art. 48 of Law Decree 546/92 and assessment in compliance with the provisions of Law Decree 218/97;
 - charges, for an estimated amount of 1,900 thousand Euros, which could result from the declaration for an automatic settlement of previous years, provided for by Law 27/2003. Recourse to this institution enables anticipated definition, with respect to the ordinary assessment period, for tax purposes of the tax period not yet subject to verification by the Tax Authorities and relating to Astaldi S.p.A., as well as the incorporated companies Dipenta S.p.A. and Italstrade S.p.A..

The variations in this item are indicated in the following schedule (amounts in thousand Euros).

provisions for risks and charges							
(thousands of euro)	value at 12.31.01	financial year increases		financial year decreases		changes in scope of consolidation	value at 12.31.02
		profit and loss	balance sheet	profit and loss	balance sheet		
– provision for contractual liabilities	80,868	14,940	–	(40,210)	(1,294)	(3,654)	50,650
– provision for equity investments liabilities	33,764	253	–	–	(13,462)	–	20,555
– taxation reserve	–	3,300	–	–	–	–	3,300
total	114,632	18,493	–	(40,210)	(14,756)	(3,654)	74,505

The decrease in the contractual liabilities reserve is due to the utilization to off-set losses accumulated over the period in relation to Italian and foreign contracts, the economic effects of which have already been provided for in previous years. It is also pointed out that the reserve has been increased in relation to contracts currently in progress and in consideration of the forecasted and final contract results. The equity investments liabilities reserve has been debited for an amount of 13,462 thousand Euros, which is related to certain agreements relative to the Parent Company investments and current ventures in Morocco.

C – Employee Severance Indemnity: 11,970 thousand Euros

The variance that has occurred in the year is the following (amounts in thousand Euros).

revision for employee severance indemnity							
(thousands of euro)	value at 12.31.01	increase for financial year	decrease for financial year	exchange difference	transfers	changes in scope of consolidation	value at 12.31.02
- employee severance indemnity	8.628	4.452	(1.703)	(44)	638	-	11.970

D- Creditors: 792,929 thousand Euros

Creditors are compared of the following:

- debenture loan, amounting to 150,000 thousand Euros, issued by Astaldi Finance S.A. on 11 February 2002, with the following characteristics:
 - duration 2/11/2002-2/11/2005;
 - repayment with interest calculated on the basis of a fixed annual rate of 6.5%
 - annual interest on 11 February each year.

In relation to the elimination of the convertible debenture loan originally for 36,152 thousand Euros, see the comments under the equity item;

- amounts owed to banks of 153,925 thousand Euros; the item was decreased by 98,893 thousand Euros, of which 323 thousand Euros is attributable to variation in the consolidation area.

The decrease relates principally to the definition of certain payables through the use of the funds collected with the issuance of the debenture bond. Additionally, the credit lines and their utilisation as of December 31,2002 are the following (amounts in thousand Euros).

credit lines		
(thousands of euro)	lines	utilisations
overdraft	74,741	31,166
hard cash	21,276	14,161
short-term financing	42,347	42,347
medium-term financing	27,368	27,368
self-liquidating funds	106,247	30,657
loans	8,226	8,226
general total	280,205	153,925

With reference to medium and long term financing, inclusive of loans, the due dates are reported below (amounts in million Euros).

medium and long term financing					
(millions of euro)	2003	2004	2005	2006	other
annual due dates					
medium term financing	27	-	-	-	-
loans	1	1	1	1	4

The following are the loans which are guaranteed:

■ **CARISBO LOAN – Euro/000 7,497**

secured by mortgage of 18,076 thousand Euros on the building relating to the Bologna car park

■ **CARIPRPC LOAN – Euro/000 729**

secured by mortgage of 2,789 thousand Euros on the building relating to the Turin (Office block) car park

In the period the mortgage entered into with Credito Emiliano on buildings for the "Leonardo da Vinci" management centre in Prato and the mortgage entered into with Mediocredito on the building relating to the Turin car park (Corso Stati Uniti) have been extinguished;

- amounts owed to other financial institutions of 26,873 thousand Euros, compared with 20,231 thousand Euros for the 2001 financial year; this item mainly reflects amounts owing to suppliers of leased assets, accounted for in accordance with the financial method.
- advances received of 133,362 thousand Euros; the item, relates to advances paid by clients for the execution of works, has undergone a net increase of 55,912 thousand Euros; among the most significant increases are: advances received for certain contracts in progress in El Salvador for around 13,708 thousand Euros, Turkey 17,992 thousand Euros, Venezuela 20,272 thousand Euros, Guinea Conakry 9,271 thousand Euros and Congo Brazzaville of 4,481 thousand Euros.
- amounts owed to supplier of 195,154 thousand Euros; the item has undergone a net increase of 41,362 thousand Euros; the variation includes a decrease of 6,483 thousand Euros due to the variation in the scope of consolidation. It is pointed out that the increase refers largely – by approximately 30,000 thousand Euros – to the activities carried out by the stable organisation in Turkey and is directly connected with the delay in collections from debtors for works performed, as well as by the stable organisation in Guinea Conakry and pertaining, among other things, to charges sustained for the plant and the site organisation.
- amounts owed to Subsidiaries of 21,847 thousand Euros, with a decrease with respect to the previous financial year of 68,486 thousand Euros.
For an analysis of the composition of creditors, please refer to the schedule included at the end of these notes;
- amounts owed to Associated companies, of 58,577 thousand Euros, with an increase with respect to the previous financial year of 9,799 thousand Euros. For analysis of the composition of creditors, please refer to the schedule included at the end of these notes;
- amounts owed to tax administration of 10,536 thousand Euros. This item has undergone a decrease of 15,709 thousand Euros net of 56 thousand Euros attributable to the negative variation in the scope of consolidation.
- amounts owed to Social Security Institutions of 5,459 thousand Euros; the item has undergone a decrease of 1,129 thousand Euros, also due to the negative variation in the scope of consolidation of 10 thousand Euros;
- other creditors for a total amount 37,196 thousand Euros, showing, with re-

spect to the previous financial year, an increase of 6,120 thousand Euros. Analysis of the most significant items is as follows:

- amounts owed to entity interests of 8,795 thousand Euros. The item has undergone an increase of 3,746 thousand Euros;
- deposits and deposits, 29 thousand Euros, with a decrease with respect to 2001 of 21 thousand Euros;
- personnel of 4,696 thousand Euros, decreased by 3,397 thousand Euros; the negative variation in the scope of consolidation was 1 thousand Euros;
- sundry of 23,676 thousand Euros, showing an increase with respect to 2001 of 5,792 thousand Euros. The negative variation in the scope of consolidation contributed to this to the extent of 2,266 thousand Euros.

The most significant items are summarised below:

- Amounts owed to representative companies, within the scope of work carried out through the establishment of Joint ventures, for collections made in their name and on their behalf of 3,432 thousand Euros;
- Confirmatory deposits and advances of 2,068 thousand Euros on the total price paid in relation to preliminary sale and purchase agreements pertaining partly to property units relative to two car parks in Turin;
- Other items relating to transactions not directly involved with production activity, but in any case connected of 10,375 thousand Euros.

E – Accruals and deferred income: 10,839 thousand Euros

This account, which has undergone a decrease of 8,188 thousand Euros, mainly relates to accrued liabilities pertaining for fourteen month salary payments, interest on mortgages and interest on debenture bonds of 8,640 thousand Euros.

Off balance sheet accounts

A) Personal guarantees

The total amount recorded in the accounts is 1,653,148 thousand Euros and relates to the following matters:

1. guarantees for credit lines, intended to ensure a regular cash-flow on the individual contracts, issued in the interests of subsidiaries, associates and other non-consolidated equity investments, established specifically for the purpose in accordance with current tax legislation for a total amount of 162,733 thousand Euros.
2. guarantees for contracts issued, in the interests of the Company, Banking Institutions and/or Insurance Companies, in favour of clients for various purposes on behalf of subsidiaries, associates and other Group, for a total amount of 1,372,482 thousand Euros;
3. other guarantees, issued for various purposes for a total amount of 117,933 thousand Euros.

B) Other Off-balance sheet accounts

The item, which amounts overall to 192,258 thousand Euros, represents the risk of

loss of 164,806 thousand Euros resulting from the transfer with recourse of receivable to Factors, commented on previously, whilst 27,452 thousand Euros is attributable to extra-contractual works, paid as a provisional item, pertaining to construction works on the Pont Ventoux Hydroelectric Power Plant in Val di Susa on behalf of AEM Torino.

C) Third party guarantees in our favour

These represent for 21,932 thousand Euros guarantees issued by Credit Institutions and by Insurance Companies, in the interest of Italian and foreign suppliers and subcontractors, in relation to the contractual obligations assumed by them with your company.

Profit and loss account

A – Total revenues: 857,973 thousand Euros

Contract revenue amounts to a total of 757,418 thousand Euros. The subdivision by categories of work, including the variation in contract in progress of 71,253 thousand Euros, compared with the 2001 financial year, is detailed in the following table (amounts in thousand Euros).

construction revenues by lines of business				
(thousands of euro)	2001	%	2002	%
– transport infrastructure	621,800	84,7	643,908	85,0
– hydraulic works and energy production plant	82,020	11,2	49,510	6,5
– civil and industrial construction	30,100	4,1	64,000	8,5
	733,920	100,0	757,418	100,0

The geographical distribution is as follows (amounts in thousand Euros).

construction revenues by geographical area				
(thousands of euro)	2001	%	2002	%
– Italy	386,160	52,6	338,919	44,7
– Europe	91,310	12,4	131,210	17,3
– America	190,040	25,9	208,779	27,6
– Africa	66,410	9,1	78,510	10,4
	733,920	100,0	757,418	100,0

- Work performed for own purposes and capitalised, already detailed under item BI – intangible assets – amount to 9,292 thousand Euros and identify the capitalised costs.
- Other revenues, equal to 91,263 Euros, is largely represented by items not directly related with the production activity on Group contracts and, in any case, of a continuous nature over the course of the various financial years. The results determined from the sale of property units located in Prato are included in this total amount.

The analysis of items is as follows (amounts in thousands of Euros).

o t h e r r e v e n u e s	
– rents receivable	1,802
– insurance premiums	951
– rentals	2,457
– capital gain on debtor purchase and sale	535
– capital gain on sale of fixed assets	875
– revenue from sale of goods	3,045
– miscellaneous income	3,611
– discounts and allowances receivable	247
– services provided to third parties	19,199
– extraordinary income, inexistence of liabilities and other	12,668
– sponsorship	4,403
– utilisation of provision for risks and charges	40,210
– utilisation of other reserves	1,262
total	91,263

The item utilisation of reserves relates almost totally to the contractual risks reserve. This utilisation, as already indicated in the valuation criteria, is entered in relation to the corresponding appropriation together with which it enables recording of margins on multi-year contracts to comply with accruals basis principle.

B – Cost of production: 792,653 thousand Euros

- Costs of services amount to 465,628 thousand Euros and mainly include costs traceable to joint ventures, subcontracts, technical and administration consultancies, charges relating to transport and to maintenance.
- Costs for use of assets owned by others of 7,482 thousand Euros, summarise the costs incurred for the rent of machinery and equipment, operating leases, in addition to accrued maintenance costs;
- The provision for doubtful debtors of 14,400 thousand Euros is mainly attributable to adjustment made in the current value of financial exposure of the Venezuelan client with respect to the Parent company for the execution of construction works on the Tuy railway.
- Other charges are equal overall to 33,420 thousand euros and are represented by the following items (amounts in thousand Euros).

o t h e r c h a r g e s	
– insurances	6,248
– capital loss on sale of assets	2,321
– administrative and management charges	11,520
– fiscal charges	5,351
– contract penalties	2,236
– extraordinary charges and non-existent liabilities due to value adjustments	73
– utilities	5,671
total	33,420

For the purposes of further clarification it is stated that other tax charges relate mainly to indirect taxes including stamp duty, ICI, government concessions and registration taxes incurred in Italy and abroad.

C15 / C16 – Financial income and charges: 20,434 thousand Euros

Financial income for the financial year mainly includes (amounts in thousands of Euros)

financial income	
income from non-consolidated associated companies	585
financial income other than the above:	
– exchange rate gains	2,785
– bank interest	6,260
– other interest from purchasers and other income	8,706

C17 – Interest and other financial charges: 45,506 thousand Euros

Interest and other financial charges include (amounts in thousands of Euros):

interest and other financial charges	
– bank interest for short term debt	5,940
– bank interest for medium and long term debt	4,382
– interest on other debt	19,444
(of which 9,642 thousand euros for bonds and 460 thousand euros issue premium amortisation)	
– charges on factoring transfers	4,754
– commission of bonds and other charges	8,216
– exchange rate losses	2,770

D – Value adjustments in respect of investments: (7,887) thousand Euros

Revaluations and write-down in equity investments relate exclusively to the effects resulting from the valuation using the equity method and valuation at the presumed realisable value of the equity investments, which have essentially terminated their operating activities, following the exit of the group from certain geographical areas in Africa and which are currently in the process of being liquidated.

Write-down of equity investments also identify the losses covered during the year which are considered of a permanent nature. The position under examination is composed as follows (amounts in thousand Euros):

value adjustment in respect of investments	
coverage of losses	3,594
– of subsidiaries	623
– of associated companies	2,947
– of other companies	24

Among the most significant amounts, the following are highlighted:

- the loss incurred, in relation to the deficit realized, by Alosa immobiliare S.p.A. in liquidation of 1,585 thousand Euros. This loss is to be placed in direct relation with the payment, by the Company in the capacity of guarantor, of the final instalment of bank debt guaranteed by shareholders. It is also worth

pointing out that the liquidator's activities aimed to recover the assets are proceeding, by means of transactive solutions, which should make it possible to compensate for the result with the remaining debt which is not guaranteed by shareholders;

- the loss relative to the liquidation of the company AS.H.FO. Congo of 1,144 thousand Euros.

write-down of equity investments

(thousands of euro)

write-down of equity investments	3,573
– in subsidiaries	3,546
– in other equity investment	27

Among the most significant, the following are highlighted (amounts in thousand Euros):

– Astaldi Burundi Ass. En Particip.	222
– Astaldi International Inc. Liberia	242
– Astaldi-Astaldi International J.V. Malawi	164
– Astaldi-Astaldi International J.V. Mozambique	1,781
– Astaldi Senegal Ass en Particip.	162
– Astaldi (Thailand) Company Ltd.	211
– Seac sparl (Dem. Rep. of Congo)	641

E – Extraordinary income (charges): (6,149) thousand Euros

- The extraordinary income is composed almost entirely of items of an extraordinary nature and non-existence of assets and liabilities of 6,268 thousand Euros. Among the most significant the following are highlighted:
 - overstatement of the previous financial year current income tax calculation for approximately 2,225 thousand Euros;
 - non-existence of liabilities, for a total of 1,333 thousand Euros recorded, respectively for 651 thousand Euros from the result of the liquidation of assets of an affiliate company previously active in the Democratic Republic of Congo and for 682 thousand relative to the reversal of penalties previously debited by the Iricav Uno Consortium;
 - extraordinary income resulting from on overstatement of employee costs of 1,157 thousand Euros;
 - extraordinary income resulting from the lack of assessment of sponsorship income from adjustment of increased costs from third party suppliers for a total of 889 thousand Euros.
- Extraordinary charges include, for a total of 12,417 thousand Euros, damages, extraordinary costs and non-existence of assets, transactions, contractual penalties and other residual value charges. Among the most significant items, the following are highlighted:
 - the cost of taxation relative to previous financial years of 1,535 thousand Euros and relates to 1,400 thousand Euros to charges provided to cover the current dispute with the Tax Authorities, furthermore with amicable settlement underway;

- provision relative to charges for the declaration for automatic definition for previous fiscal years provided for by Law 27/2003 for a total of 1,900 thousand Euros.

22 – Income taxes on the income of the period: (10,700) thousand Euros

This amount is made up on the one hand of current taxes, which are the overall responsibility of the Parent company and on the other consolidated companies of 8,861 thousand Euros, whilst 1,839 thousand Euros represents the net effect of deferred taxation which is composed as follows:

1) reversal of temporary differences from previous years (values expressed in euros)

(euro)	corporate income tax		regional production tax		total
	taxable amt.	tax	taxable amt.	tax	
– directors emoluments	(504,289)	(181,544)	–	–	(181,544)
– representation and maintenance costs	(129,624)	(46,665)	(129,624)	(3,361)	(50,026)
– utilisation of taxed reserves	(52,260,234)	(18,813,684)	(40,033,000)	(1,164,270)	(19,977,954)
– foreign shareholding losses	(4,471,411)	(1,609,708)	–	–	(1,609,708)
total 1)	(57,365,558)	(20,651,601)	(40,162,624)	(1,167,631)	(21,819,232)

2) temporary differences deductible in subsequent years (values expressed in Euros)

(euro)	corporate income tax		regional production tax		total
	taxable amt.	tax	taxable amt.	taxable amt.	
– directors emoluments	484,576	174,447	–	–	174,447
– representation and maintenance costs	115,577	41,608	115,577	3,361	44,969
– utilisation of taxed reserves	11,256,809	4,052,451	11,256,809	327,379	4,379,830
– foreign shareholding losses	–	–	–	–	–
total 2)	11,856,962	4,268,506	11,372,386	330,740	4,599,246

3) reversal of temporary taxable differences from previous years (values expressed in euros)

(euro)	corporate income tax		regional production tax		total
	taxable amt.	tax	taxable amt.	taxable amt.	
– utilisation of fiscal reserves	40,033,000	14,411,880	40,033,000	1,164,270	15,576,150
– shareholders dividends	6,610,648	2,379,833	–	–	2,379,833
total 3)	46,643,648	16,791,713	40,033,000	1,164,270	17,955,983

4) temporary differences taxable in subsequent years (values expressed in Euros)

(euro)	corporate income tax		regional production tax		total
	taxable amt.	tax	taxable amt.	taxable amt.	
– taxation reserves appropriation	(11,256,809)	(4,052,451)	(11,256,809)	(327,379)	(4,379,830)
total 4)	(11,256,809)	(4,052,451)	(11,256,809)	(327,379)	(4,379,830)

5) total fiscal losses utilised during the period (values expressed in euros)

(euro)	corporate income tax		regional production tax		total
	taxable amt.	tax	taxable amt.	taxable amt.	
– fiscal losses utilised	(2,917,522)	(1,050,308)	–	–	(1,050,308)
total 5)	(2,917,522)	(1,050,308)	–	–	(1,050,308)
general total (1+2+3+4+5)		(4,694,140)		–	(4,694,140)

6) – Total tax saving recorded in the accounts, relative to reportable losses sustained in previous years

The amount recorded in the accounts as deferred tax asset of 2,855 thousand Euros, can be attributed to the subsidiary, Astaldi Construction Corporation, operating in the United States. The company has arranged to record these effects, with respect for the principle of prudence, and in observation of local tax regulations, as there is reasonable certainty, backed up by objective supporting information including multi-year forecasts, of the existence in future years of sufficient levels of taxable income.

The total amount recorded as debtors in current assets for the purpose as deferred tax asset is 10,425 thousand Euros. The same is essentially attributable to:

- tax losses carry forward of 16,564 thousand Euros, for which there is the reasonable certainty of obtaining a future taxable income which will be able to absorb them within the period in which the same are deductible in accordance with the current tax legislation;
- allowance made for statutory purposes, not deducted for tax purposes in the respective years of formation of 13,921 thousand Euros and other temporary differences.

With reference to the information given in the explanatory notes to the accounts for the financial year ended 12/31/2001 it is stated that the Tax Authorities, in relation to claims, contained in the P.V.C. notified to the company and the incorporated company Gruppo Dipenta S.p.A., relative to the presumed omitted taxation of the so-called contractor's reserve, through the regionally responsible tax authorities, in response to the request for cancellation in self-protection against the respective adjustment notices for the 1995 tax year, as well as the request for partial archiving for other years (from 96 to 99), communicated to the Company:

- the non-applicability of art. 60 paragraph two of the Consolidated Tax Act to the case in question contested by the tax authorities, except for those relating to so-called geological surprises;
- the possibility of settling the dispute relative to the latter case in question by means of recourse to judicial arbitration, with regard to the tax period 1995 and assessment with compliance for the years from 1996 to 1999.

The Company, having considered: that the reserves which were the subject of the dispute traceable to the geological unpredictability represented around 2% of the overall value of the entry decided to proceed to settle the dispute presented by the tax authority making recourse to judicial arbitration for the 1995 financial year and assessment with compliance for 1996, whilst formal agreements for the subsequent years from 1997 to 1999 are in the process of settlement.

The total cost of the entire settlement is equal to around 1.5 million Euros, of which 1.4 million Euros has been provided for as already commented on previously and for the difference already expensed to the profit and loss account. To complete the information concerning the dispute raised by the tax authority in P.V.C. 01/19/2001, with reference to the entry pertaining to the presumed non-deductibility of the losses incurred by certain Joint ventures – *located in*

non-community countries and settled by the Parent company during the tax years 1997, 1998 and 1999, in application of art.61 paragraph five of the Consolidated Tax Act – it must be noted that the Tax Authorities with communication number 7 of 02/05/2003 paragraph 13 took the opportunity to explain, in response to a specific query, that negative payments, deducted in accordance with art. 61 paragraph five of the Tax Law, do not adhere to the valuation of the minimum value of the equity investment, therefore representing a deductible cost for the financial year without limitation and not a write-down. With the expected abovementioned arguments it is conclusively considered that the tax disputes which are still being claimed today are very unlikely to result in a probable liability for the parent company.

Transaction with related parties

In accordance with the provisions of the Consob communications no. 97001574 of 20 February 1997 and no. 98015375 of 27 February 1998, the most significant amounts resulting from relations of a financial and commercial nature entered into with non-consolidated shareholding companies are highlighted below (amounts in thousand Euros).

transactions of a financial nature	
(thousands of euro)	
subsidiaries	
– Olbia Mare Consortium in liquidation	1
– DP 2M S.c.r.l. in liquidation	44
– Euroast S.r.l. in liquidation	144
– Mormanno S.c.r.l. in liquidation	111
– Silva S.r.l. in liquidation	21
– TE.CRO. S.c.r.l. in liquidation	778
total	1,099
associates	
– Alosa Immobiliare S.p.A. in liquidation	1,250
– Astaldi Ferrocemento J.V.	1,100
– Ghella-Astaldi-WTC Consortium	680
– Recchi S.p.A.-Astaldi S.p.A. Consortium	1,144
– Isclero S.c.r.l.	1,518
– Messina Stadio S.c.r.l.	2,508
– N.P.F.-Nuovo Polo Fieristico S.c.r.l.	550
– S.A.A.L.P. S.n.c. in liquidation	466
– SO.GE.DEP. S.r.l. in liquidation	271
– Valle Caudina S.c.r.l.	354
– other	1,596
total	11,437

transactions of a commercial nature				
(thousands of euro)				
	debtors	creditors	net debtor balance	net creditor balance
subsidiaries				
– Astaldi-Astaldi International JV (Mozambique)	16,841	9,955	6,886	–
– Astaldi-Malawi, Astaldi-Astaldi international J.V.	6,496	2,173	4,323	–
– Astaldi (Thailand) Company Ltd.	1,692	88	1,604	–
– Astaldi-C.B.I. Consortium	6,050	174	5,876	–
– Astaldi-C.M.B. Due Consortium in liquidation	2,191	14	2,177	–
– I.F.C. Due S.c.r.l. in liquidation	1,715	97	1,618	–
– I.F.C. S.r.l. in liquidation	1,107	128	979	–
– Redo-Association Momentanée	968	54	914	–
– S.Filippo S.c.r.l.	1,667	90	1,577	–
– S.Leonardo S.c.r.l.	2,634	860	1,774	–
– Seac S.p.a.r.l.	7,839	349	7,490	–
– Toledo S.c.r.l.	1,555	9	1,546	–
– Astur Construction and Trade A.S.	244	997	–	753
– CO.ME.NA. S.c.r.l.	91	2,045	–	1,954
– Eco Po Quattro S.c.r.l.	804	2,285	–	1,481
– Forum S.c.r.l.	902	2,221	–	1,319
– Montedil-Astaldi S.p.A. (MONTAST) in liquidation	128	1,322	–	1,194
– Romairport S.c.r.l.	2,628	5,446	–	2,818
– Susa Dora Quattro S.c.r.l.	1,510	9,775	–	8,265
– other	30,511	24,050	10,524	4,063
total	87,573	62,132	47,288	21,847

transactions of a commercial nature

(thousands of euro)

	debtors	creditors	net debtor balance	net creditor balance
associates				
– Alosa Immobiliare S.p.A. in liquidation	2,258	11	2,247	–
– Astaldi Baiyindir J.V.	23,424	18,330	5,094	–
– Astaldi Ferrocemento J.V.	995	40	955	–
– Messina Stadio S.c.r.l.	2,932	1,841	1,091	–
– Pegaso S.c.r.l.	7,026	3,297	3,729	–
– SACES S.r.l. (Romania)	1,314		1,314	–
– Vesuviana Strade Scrl	1,572	35	1,537	–
– Ferrofir Consortium	59	4,541	–	4,482
– Iricav Due Consortium	80	1,167	–	1,087
– Iricav Uno Consortium	1,555	16,153	–	14,598
– L.A.R. Consortium in liquidation	123	3,060	–	2,937
– Qalat Consortium	5	1,137	–	1,132
– Diga di Blufi S.c.r.l.	2,433	3,732	–	1,299
– Isclero S.c.r.l.	3	1,592	–	1,589
– N.P.F.-Nuovo Polo Fieristico S.c.r.l.	1,634	6,378	–	4,744
– Pont Ventoux S.c.r.l.	5,959	20,120	–	14,161
– S.A.C.E.S. S.r.l. in liquidation	31	3,045	–	3,014
– Veneta Sanitaria Finanza di Progetto-V.S.F.P. S.p.A.	1	4,449	–	4,448
– other	18,916	15,634	8,368	5,086
total	70,320	104,562	24,335	58,577

As further clarification among debtors, the most significant amounts relate to the support provided to organisations established for the execution of specific contracts, both in Italy and abroad, in terms of provision of assets and services (for instance we would particularly highlight industrial equipment, construction means, support of specialised personnel etc.), as well as financial support. The latter are, however, considered of a commercial nature if entered into on the one hand in relation to their specific connection to the sector of activity in which the Group operates, and on the other hand to the particular legal structure of the organisations in question, which provides for the commitment of associates to divide profits, assets and financial assets of the individual venture on a pro-rata basis.

With regard to creditors, it is pointed out that the nature of these is attributable, mainly, to the allocation of joint venture costs by project specific companies, established for the sole purpose of the execution of the relevant contracts.

The schedule that follows summarises the net variations that have taken place with respect to 2001 in debtor and creditor transactions in existence with subsidiary and associate companies.

associate companies transactions net variations

(thousands of euro)

	debtors			creditors		
	2001	2002	difference	2001	2002	differenza
subsidiaries	61,558	47,288	14,270	90,333	21,847	68,486
associated companies	32,952	24,335	8,617	48,778	58,577	(9,799)
total	94,510	71,623	22,887	139,111	80,424	58,687

To comment on the changes indicated in the previous schedule, these are the result of more careful control of commercial transactions between group companies, which through significant, but which are nevertheless to be considered typical for the sector in which the Company operates.

Average number of employees

The average number of employees for the reference period, divided up by category, is as follows:

average number of employees	
- directors	101
- executives	18
- clerical workers	1,099
- blue collar workers	4,318

Payments to Directors and Auditors

The amounts payable to Directors, Auditors and General Managers of the parent company for carrying out of these functions also in other Subsidiaries are as follows:

payment made to directors, auditors and general manager						
(euro)						
	description of office			payments		
	office held	duration of office	emoluments for the office	non-monetary benefuts	bonus and other incentives	other payments
Anselmino Adriano	Honorary chairman	12/31/2003	61,975			
Monti Ernesto	Chairman	12/31/2003	25,823			201,418 ⁽¹⁾
						51,645 ⁽²⁾
						10,329 ⁽³⁾
Astaldi Paolo	Vice chairman	12/31/2003	25,823			103,291 ⁽¹⁾
						3,615 ⁽³⁾
						276,001 ⁽⁶⁾
Di Paola Vittorio	Managing Director	12/31/2003	25,823			193,671 ⁽¹⁾
					2,170,000 ⁽⁶⁾	393,924 ⁽⁵⁾
Astaldi Pietro	Director	12/31/2003	25,823			10,845 ⁽³⁾
						214,469 ⁽⁵⁾
Astaldi Caterina	Director	12/31/2003	25,823			78,079 ⁽⁵⁾
Cerri Stefano	Director and GM	12/31/2003	25,823			263,848 ⁽⁶⁾
Grassini Franco	Director	12/31/2003	25,823			
De Cecco Enrico	Director	12/31/2003	25,823			
La Marca Ermanno	Director	11/12/2002	21,519			
Guidobono Cavalchini Luigi	Director	12/31/2003	4,304			
Lecchi Bruno	Director	12/31/2003	7,499			
Mariani Lucio	Director	12/31/2003	25,823			
Marino Giuseppe	Director and GM	12/31/2003	25,823			249,656 ⁽⁵⁾
Marraffa Roberto	Director	12/31/2003	25,823			
Mele Vittorio	Director	12/31/2003	25,823			
Mincato Nicoletta	Director	12/31/2003	25,823			
Pagani Paolo	Director	09/16/2002	19,367			
Pinto Eugenio	Chairman of Board of Auditors	12/31/2003	16,146			
Singer Pierpaolo	Auditor	12/31/2003	11,220			7,614 ⁽⁴⁾
Ramondelli Aldo	Auditor	12/31/2003	11,115			
Oliva Nicola	General Manager				17,215 ⁽⁶⁾	222,104 ⁽⁵⁾
Cafiero Giuseppe	General Manager					303,598 ⁽⁵⁾

(1) Payment for offices held as per art. 2389 paragraph 2 of the Italian Civil Code

(2) Payment for offices held as per art. 2389 paragraph 2 of the Italian Civil Code in Subsidiaries

(3) Payment for the office of director in Subsidiaries

(4) Payment for the office of auditor in Subsidiaries

(5) Salary


(6) Bonus connected with attainment of stock market listing

It is communicated that with resolution of the Board of Directors of 23 April 2002 and 9 May 2002 and in implementation of the incentive plan, the Company has gratuitously assigned shares owned by Astaldi to the following members of the Board of Directors and General Managers.

(euro)		option held at the beginning of the financial year			options awarded during the financial year			options taken up during the financial year			options expired during the fin. year	options held at the end of the financial year		
(A)	(B)	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)=1+4-7-10	(12)	(13)
Vittorio Di Paola	Managing Director				203,000	-						203,000	-	
Giuseppe Cafiero	General Manager				105,000	-						105,000	-	
Stefano Cerri	Director and GM				105,000	-						105,000	-	
Giuseppe Marino	Director and GM				105,000	-						105,000	-	
(A) Name and Surname														
(B) Office held														
(1) No. of option														
(2) Average price for financial year														
(3) Average expiry														
(4) No. of options														
(5) Average price for financial year														
(6) Average expiry														
(7) No. of options														
(8) Average price for financial year														
(9) Average expiry														
(10) No. of options														
(11) No. of options														
(12) Average price for financial year														
(13) Average expiry														

In addition to the abovementioned schedule it is stated that associated tax burden (of 1,376 thousand Euros), resulting from the transfer of the above shares free of cost, has been incurred by the Company in observation of the Board of Directors' resolution at the time of implementation of the above mentioned incentive plan.

For and on behalf of The Board of Directors
The Chairman
(Prof. Ernesto Monti)



exchange rates applied for the conversion of accounts in foreign currency source: u.i.c.

country	currency		exchange 12.31.2002	average exchange 2002	exchange 12.31.2001	average exchange 2001
Algeria	Algerian Dinar	DZD	79.1159	73.2773	66.2897	66.4916
Angola	Readjustado Kwarza	AOA	57.0263	38.9790	27.5582	18.8570
Saudi Arabia	Saudi Riyal	SAR	3.8134	3.5420	3.3049	3.3587
Bolivia	Boliviano	BOB	7.5551	6.7625	6.0047	5.8934
Burundi	Burundi Franc	BIF	1,052.6800	861.8140	750.0300	724.0810
Caribbean	Carib dollar	XCD	2.7401	15.2821	2.3597	2.4050
Central Africa, C.F.A Repub.	CFA Franc	XAF	655.9570	655.9570	655.9570	655.9570
Chile	Chilean Peso	CLP	715.8920	652.8500	574.5800	567.9180
Colombia	Colombian Peso	COP	2,847.3000	2,371.5700	2,066.7400	2,005.5900
Democr. Republic of Congo	Congolese Franc	CDF	379.7170	325.9570	269.6770	174.6450
Croatia	Kuna	HRK	7.4097	7.3953	7.3285	7.4558
Denmark	Danish Crown	DKK	7.4265	7.4305	7.4365	7.4521
El Salvador	Salvadorian Colon	SVC	8.9097	8.2734	7.7087	7.8337
Gibuti	Gibuti Franc	DJF	180.9640	168.0470	156.6240	159.1710
Guinea	Guinean Franc	GNF	2,006.9800	1,853.2000	1,727.3400	1,714.2500
Honduras	Lempira	HNL	17.1888	15.6058	14.0710	13.8975
Indonesia	Indonesian Rupee	IDR	9,079.3400	8,775.5500	9,209.5800	9,140.2600
Libya	Libyan Dinar	LYD	1.2488	1.1564	0.5640	0.4586
Malawi	Kwacha	MWK	85.7210	71.7486	58.3076	63.9159
Morocco	Moroccan Dirham	MAD	10.5772	10.3823	10.1983	10.0896
Mozambique	Metical	MZM	23,598.9000	21,782.2000	20,067.2000	18,008.9000
Nicaragua	Cordoba Oro	NIO	14.9340	13.5153	12.2281	11.9206
Pakistan	Pakistani Rupee	PKR	59.4756	56.3311	53.0383	55.3396
United Kingdom	British pound	GBP	0.6422	0.6288	0.6085	0.6219
Rumania	Leu	ROL	34,251.4000	31,269.7000	27,817.0000	26,004.0000
Rwanda	Rwandan Franc	RWF	505.8790	443.2680	399.0960	376.8120
Singapore	Singapore Dollar	SGD	1.7858	1.6912	1.6306	1.6040
United States	US Dollar	USD	1.0183	0.9456	0.8813	0.8956
South Africa	Rand	ZAR	9.1038	9.9072	10.4302	7.6873
Switzerland	Swiss Franc	CHF	1.4679	1.4670	1.4829	1.5105
Taiwan	Taiwanese Dollar	TWD	35.4339	32.3803	29.6969	29.4177
Thailand	Baht	THB	44.0863	40.6151	38.9429	39.8115
Tanzania	Tanzanian Shilling	TZS	993.2480	910.8680	806.3050	781.7740
Tunisia	Tunisian Dinar	TND	1.3844	1.3391	1.2933	1.2841
Turkey	Turkish Lira	TRL	1,619,050.0000	1,439,680.0000	1,269,500.0000	1,102,424.0000
European Monetary Union	Euro	EUR	1.0000	1.0000	1.0000	1.0000
Venezuela	Bolivar	VEB	1,342.6500	1,112.7100	679.5500	658.4820
Zambia	Kwacha	ZMK	4,842.1300	4,153.3800	3,370.1500	3,264.3900

It is stated that the exchange rate expresses the quantity of foreign currency required to purchase 1 Euro.

consolidation area

Subsidiary companies	%
■ 1 R.I.C. - Railway International Construction S.p.A.	100.00%
■ 2 Assistenza Sviluppo e Tecnologie Ausiliarie alle Costruzioni (A.S.T.A.C.) S.r.l.	100.00%
■ 3 Italstrade S.p.A.	100.00%
■ 4 Astaldi International Ltd.	100.00%
■ 5 Astaldi de Venezuela C.A.	99.80%
■ 6 Astaldi Construction Corporation	99.80%
■ 7 Italstrade CCCF JV Romis S.r.l.	51.00%
■ 8 Romstrade S.r.l.	51.00%
■ 9 Servizi Tecnici Internazionali I.T.S. S.p.A.	100.00%
■ 10 Italstrade Somet JV Rometro S.r.l.	55.00%
■ 11 S.U.G.C.T. S.A. Calarasi	50.37%
■ 12 Astaldi Arabia Ltd.	100.00%
■ 13 Astaldi Finance S.A.	99.96%
■ 14 Legnami Pasotti Italia I.C. S.r.l.	80.00%
■ 15 Consorcio Astaldi-Columbus (Nicaragua)	98.00%
Other equity interests	
16 Consorcio Metro Los Teques	30.00%
17 Copenhagen Metro Construction Group J.V. (COMET)	15.00%

The companies marked ■ are aggregated with the line by line method. the others with the proportional method

changes in the consolidation area 2002

Equity interests leaving the consolidation area

	Equity Interest
1 Consorcio Astaldi-Columbus (Honduras)	98,00%
2 Italstrade CCCF JV Bucuresti S.r.l.	55.00%
* 3 Astaldi-Rwanda Association Momentanée	100.00%
4 Astaldi-Socofran Association Momentanée	60.00%

Equity interests entering the consolidation area

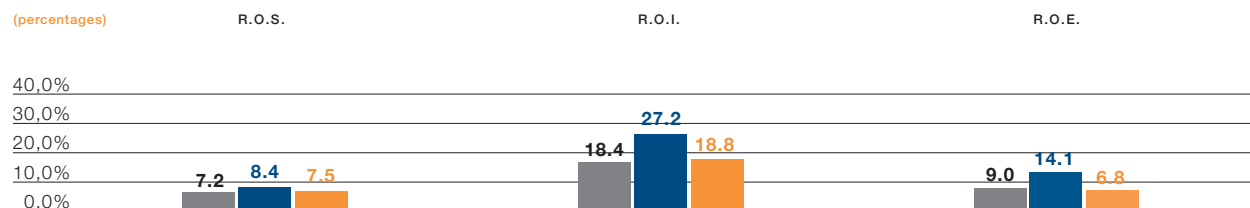
	Equity Interest
5 Astaldi Arabia Ltd.	100.00%
6 Astaldi Finance S.A.	99.96%
7 Legnami Pasotti Italia I.C. S.r.l.	80.00%
8 Consorcio Metro Los Teques	30.00%

reconciliation between the parent company financial statements and the consolidated financial statements

(Euro thousand)

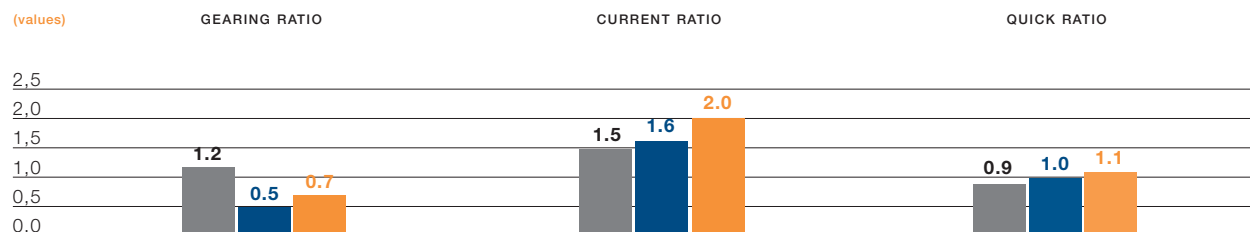
	current year		prior year	
	equity	profit/loss for the year	equity	profit/loss for the year
equity and profit/loss for the year as stated in the parent company's financial statements (net of the conversion reserve)	222,732	11,876	125,176	33,237
conversion reserve	(7,248)		20,413	
elimination of the carrying value of consolidated equity interests:				
– difference between carrying value and pro rata value of capital and reserves	(2,270)	–	(2,213)	
– pro rata profit/loss of the companies invested in	8,064	8,064	(8,278)	(8,278)
– consolidation difference	–	–	(214)	(214)
elimination of the effects of transactions between consolidated companies:				
– profits on related party disposals	(5,540)	(1,026)	(4,788)	(1,883)
– depreciation on related party sales	2,508	1,006	803	803
– provision for losses on consolidated companies	5,814	1,209	21,918	14,249
– dividends from consolidated companies	(7,463)	(7,463)	(8,737)	(8,737)
Leasing under the financial method	5,407	1,404	4,003	850
equity and profit/loss for the year pertaining to the group	222,004	15,070	148,083	30,027
minority interest	307	442	6	417
equity and profit/loss for the year as stated in the consolidated financial statements	222,311	15,512	148,089	30,444

ratios



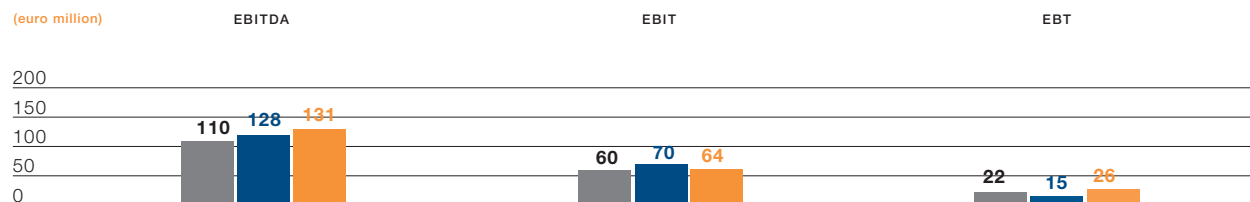
2000
 2001*
 2002

return on sales (R.O.S.) - operating income / total revenues
 return on investment (R.O.I.) - operating income / net invested capital
 return on equity (R.O.E.) - net income / net equity



2000
 2001*
 2002

gearing ratio - net indebtedness / net equity
 current ratio - short-term assets / short-term liabilities
 quick ratio - total accounts receivables and cash / short-term liabilities



2000
 2001*
 2002

EBITDA - earnings before interests, taxes, depreciation and amortization
 EBIT - earnings before interests and taxes
 EBT - earnings before taxes

changes in consolidated equity

(Euro thousand)

	subscribed capital	share premium reserve	revaluation reserves	legal reserve	reserve for own shares	conversion reserve (loss)
balance at 31 december 2001	58.421	8.757	14	4.962	361	20.413
proceeds from increase in share capital	20.300	42.630				
share premium reserve	4.883	(4.883)				
convertible bonds	14.821	21.332				
allocation profit/loss				1.662		
payment of dividends						
change in conversion reserve						(27.661)
other changes			222		(361)	
result of the period						
balance at 31 december 2002	98.425	67.836	236	6.624		(7.248)

extraordinary reserve	reserve for special liabilities	euro conversion difference	profit (loss) carried forward	profit (loss) for the period	min. interest capital e reserves	total equity
6.506	798	(2)	17.825	30.027	6	148.088
						62.930
						36.153
18.186			(3.224)	(16.624)		
				(13.403)		(13.403)
					55	(27.606)
361			611		(196)	637
				15.070	442	15.512
25.053	798	(2)	15.212	15.070	307	222.311

A - companies consolidated line by line

Assistenza Sviluppo e Tecnologie Ausiliarie alle Costruzioni (A.S.T.A.C.) S.r.l.	Via G.V. Bona, 65 - Roma - Italia
Astaldi Arabia Ltd.	P.O. Box 58139 - Riyadh - Saudi Arabia
Astaldi Construction Corporation	8220 State Road 85 Davie - Florida - U.S.A.
Astaldi de Venezuela C.A.	C.C. C.T. Primera E.P. 6 Of. 620 - Caracas - Venezuela
Astaldi Finance S.A.	Boulevard du Prince henri 19-21 - Luxembourg
Astaldi International Ltd.	34-36 Gray's Inn Road - Londra - Regno Unito
Consorcio Astaldi-Columbus	Plantel Km.101,300 Carretera Panamerica Norte - Sebaco - Nicaragua
I.T.S. S.p.A.	Via G.V. Bona, 65 - Roma - Italia
Italstrade CCCF JV Romis S.r.l.	Piata Pache Protopopescu, 9 - Bucarest - Romania
Italstrade S.p.A.	Via Agrigento, 5 - Roma - Italia
Italstrade Somet JV Rometro S.r.l.	Serbanescu, 49 Sector 1 - Bucarest - Romania
Legnami Pasotti Italia I.C. S.r.l.	Via Agrigento n°5 - Roma - Italia
R.I.C.-Railway International Construction S.p.A.	Via G.V. Bona, 65 - Roma - Italia
Romstrade S.r.l.	Piazza Pache Protopopescu, 9 - Bucarest - Romania
S.U.G.C.T. S.A. Calarasi	Varianita Nord, 1 - Calarasi - Romania

B - companies consolidated with the proportional method

Consorcio Metro Los Teques	Venezuela
Copenhagen Metro Construction Group J.V. (COMET)	Refshaleoen, 147 P.O. Box 1920 - Copenhagen - Danimarca

C - carried at net equity

Albapavstrade Sh.P.K.	Rruga Dibres 420 - Tirana - Albania
Astaldi (Thailand) Company Ltd.	21,125 Fl. 17 U. W. Tower II S.- Bangkok -Thailand
Astaldi International Inc.	Bank of Liberia Building P.O. Box 660 - Liberia
Astaldi-Astaldi International J.V.	Blantyre - Malawi
Astaldi-Astaldi International J.V. Mozambico	R. Armando Tivane, 466 - Matola Maputo - Monzambico
Astaldi-Burundi Association Momentanée	Avenue de l'O.U.A. B.P. 325 - Bujumbura - Burundi
Astaldi-Ferrocemento J.V.	10-Ha Khayaban-E-Shujat - Karachi - Pakistan
Astaldi-Rwanda Association Momentanée	Rue de la Douane - Kigali - Rwanda
Astaldi-Sénégal Association en participation	Avenue Roume Dakar, 16 4ème G. S. - Dakar - Senegal
Astur Construction and Trade A.S.	Aydinpinar Cad. Kucukmehmetler Koyu - Turchia
Euroast S.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia
Redo-Association Momentanée	228, Avenue des Fleurs B.P. 8734 - Rep. Dem. del Congo
S.E.I.S. S.p.A.	Via Monte Santo, 1 - Roma - Italia
Seac S.p.a.r.l.	Avenue des Fleurs - Kinshasa/Gombe - Rep.Dem. del Congo
Yellow River Contractors	PO Vox 073 - Luoyang - Rep. Pop. Cinese

D - carried at cost

A.F.M. Astaldi-Ferrocemento-Mambrini S.c.r.l. in liquidazione	Via G. V. Bona, 65 - Roma - Italia
A.M.P. S.c.r.l. in liquidazione	Viale Caduti di tutte le guerre, 7 - Bari - Italia
Adduttore Ponte Barca S.c.r.l.	Via di Pietralata, 140 - Roma - Italia
Aguas de San Pedro Sula S.A. de CV	Departamento de Cortes - San Pedro Sula - Honduras
Almo S.c.r.l. in liquidazione	Via Privata D. Giustino, 3/A - Napoli - Italia
Alosa Immobiliare S.p.A. in liquidazione	Via G.V. Bona, 65 - Roma - Italia
Asociacion Accidental Astaldi S.p.A. - C.B.I. S.r.l.	Località "El Portillo" - Tarija - Bolivia
Association en participation SEP	Somatra Bredero - Tunisia
Astaldi Africa S.p.A.	Addis Abeba - Etiopia
Astaldi Bayindir J.V.	Ilkadam Sokak, 19 Gaziomanpasa- Ankara - Turchia
Astaldi-Caldart AS.CAL. S.c.r.l. in liquidazione	Via Giovanni Pacini, 12 - Palermo - Italia
Astaldi-Ecuador S.A.	Portugal 617 y 6 de Diciembre - Guayaquil - Ecuador
Astaldi-Sarantopulos J.V.	Grecia
Astaldi-Thiess Joint Operation	C. C. E. 412- Jl.Raya Kko- Cilandak - Jakarta - Indonesia
Avola S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia
Blufi 1 S.c.r.l. in liquidazione	Zona Industriale - Agrigento - Italia
Bocca di Malamocco S.c.r.l.	Via Salaria,1039 - Roma - Italia
Bussentina S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia
C.C.N. S.c.r.l. in liquidazione	Via Clauzetto, 12 - Roma - Italia
C.E.I.T.R.A.L. in liquidazione	Via Carlo Pisacane, 2 - Carpi - Italia
C.F.C. S.c.r.l.	Via Privata D. Giustino, 3/A - Napoli - Italia
C.F.M. S.c.r.l. in liquidazione	Via Privata D. Giustino , 3/A - Napoli - Italia
Carnia S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia
CO.ME.NA. S.c.r.l.	Via Morghen, 36 - Napoli - Italia
CO.NO.CO. S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia
Co.Sa.Vi.D. S.c.r.l.	Carini- Contrada Foresta Z.I. - Palermo - Italia
Cogital S.c.r.l. in liquidazione	Viale Italia, 1 - Milano - Italia

currency	par value of share capital	%owned directly	%owned indirectly	entity holding indirect investment
EUR	46.800,00	100,000%	0,000%	Astaldi International Ltd. Astaldi de Venezuela
SAR	5.000.000,00	60,000%	40,000%	
US\$	4.290.000,00	90,000%	10,000%	
VEB	110.300.000,00	99,804%	0,000%	
EUR	250.000,00	99,960%	0,000%	
GBP	2.000.000,00	100,000%	0,000%	Astaldi International Ltd.
US\$	1.602,00	98,000%	0,000%	
EUR	232.200,00	0,000%	100,000%	
LEI	5.400.000.000,00	0,000%	51,000%	
EUR	22.000.000,00	100,000%	0,000%	
LEI	22.000.000,00	0,000%	51,000%	Italstrade S.p.A.
EUR	51.000,00	0,000%	80,000%	Italstrade S.p.A.
EUR	2.580.000,00	100,000%	0,000%	Italstrade S.p.A.
LEI	10.000.000.000,00	0,000%	51,000%	
LEI	13.618.975.000,00	0,000%	50,367%	
VEB	0,00	30,000%	0,000%	
US\$	0,00	15,000%	0,000%	
LEC	239.633.652,00	0,000%	100,000%	Italstrade S.p.A.
BHT	10.000.000,00	25,000%	24,000%	Astaldi International Ltd.
US\$	3.000.000,00	0,000%	100,000%	Astaldi International Ltd.
US\$	10.000,00	60,000%	40,000%	Astaldi International Ltd.
US\$	10.000,00	60,000%	40,000%	Astaldi International Ltd.
US\$	50.000,00	90,000%	10,000%	Astaldi International Ltd.
US\$	50.000,00	50,000%	0,000%	Astaldi International Ltd.
US\$	50.000,00	60,000%	40,000%	
XOF	50.000.000,00	60,000%	40,000%	
TRL	23.790.610.000,00	99,000%	0,000%	Astaldi International Ltd.
EUR	15.300,00	100,000%	0,000%	
ZRZ	50.000,00	75,000%	25,000%	
EUR	3.877.500,00	48,330%	0,000%	Astaldi International Ltd.
ZRZ	200.000.000,00	0,000%	100,000%	
US\$	999.336,00	0,000%	14,000%	
EUR	45.900,00	35,000%	0,000%	
EUR	51.646,00	0,010%	0,000%	
EUR	45.900,00	24,330%	0,000%	
HNL	57.416.352,00	15,000%	0,000%	
EUR	46.481,00	35,000%	0,000%	
EUR	10.320.000,00	50,000%	0,000%	
-	0,00	70,000%	0,000%	
TND	0,00	40,000%	0,000%	
EUR	1.033,00	100,000%	0,000%	
-	0,00	50,000%	0,000%	
EUR	46.800,00	60,000%	0,000%	
ECS	3.000.000,00	20,000%	0,000%	
-	0,00	14,000%	0,000%	
-	0,00	50,000%	0,000%	
EUR	10.200,00	50,000%	0,000%	
EUR	25.823,00	32,000%	0,000%	
EUR	30.987,00	0,010%	0,000%	
EUR	25.500,00	78,800%	0,000%	
EUR	41.200,00	12,500%	0,000%	
EUR	10.000,00	31,000%	0,000%	
EUR	45.900,00	0,010%	0,000%	
EUR	41.317,00	50,000%	0,000%	
EUR	45.900,00	33,000%	0,000%	
EUR	20.658,00	70,432%	0,000%	
EUR	25.500,00	80,000%	0,000%	
EUR	25.500,00	0,010%	0,000%	
EUR	60.044,00	50,000%	0,000%	

(table follows)

Colli Albani S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia
Consorcio Astaldi - C.B.I.	Av. Iturralde 1308 Esquina San Salvador - La Paz - Bolivia
Consorcio Astaldi Centroxca	C.C.C. Tamanaco 1ra. Etapa Piso 6 Of. 620 - Caracas - Venezuela
Consorcio Conintur-Astaldi	C.C.C.T. 1ra Etapa Piso 1 of. 107- Chuao - Caracas - Venezuela
Consorcio Contuy Medio	A.vda Andres Bello, Ed. Atlantic Piso 7, Ofic. 1-7 - Venezuela
Consorcio DEI	Via San Nazaro, 19 - Genova - Italia
Consorcio Ghella-Astaldi & Asociados	Santo Dominco - Repubblica Dominicana
Consorcio Ghella-Astaldi-WTC	Repubblica Dominicana
Consorcio Grupo Contuy - Proyectos y Obras de Ferrocarriles	CCC Tamanaco Etapa Piso 6 Of.620 Chuao - Caracas - Venezuela
Consorzio A.R.Z. - Astaldi-R.I.C.- ZAIRE in liquidazione	Via G.V. Bona, 65 - Roma - Italia
Consorzio Asse Sangro in liquidazione	Via della Fonte di Fauno, 2/A bis - Roma - Italia
Consorzio Astaldi-C.M.B. Due in liquidazione	Via G.V. Bona, 65 - Roma - Italia
Consorzio A.F.T.	Via G.V. Bona, 65 - Roma - Italia
Consorzio A.F.T. Kramis	Via G.V. Bona, 65 - Roma - Italia
Consorzio Astaldi-ICE	Via G.V. Bona, 65 - Roma - Italia
Consorzio Bonifica Lunghezza - C.B.L.	Av .Libertador Bolivar, 1842 - Cochabamba - BOLIVIA
Consorzio C.I.R. in liquidazione	Via Calderon de la Barca, 87 - Roma - Italia
Consorzio C.I.R.C.	Via Salaria, 1039 - Roma - Italia
Consorzio Carnia	Via G.V. Bona, 65 - Roma - Italia
Consorzio Centro Uno	Via G.V. Bona, 65 - Roma - Italia
Consorzio Co.Fe.Sar.	C.so Vittorio Emanuele, 130 - Napoli - Italia
Consorzio Cogitau S.c.n.c. in liquidazione	Viale Liegi, 26 - Roma - Italia
Consorzio CONC.I.L. in liquidazione	Via G.V. Bona, 65 - Roma - Italia
Consorzio Consarno	Via Passeggiata di Ripetta, 35 - Roma - Italia
Consorzio Consavia S.c.n.c. in liquidazione	Via Napoli, 329 - Castellammare di Stabia (NA) - Italia
Consorzio Dipenta S.p.A. - Ugo Vitolo in liquidazione	Via G.V. Bona, 65 - Roma - Italia
Consorzio Europeo Armamento Alta Velocità	Via Chiatamone, 57 - Napoli - Italia
Consorzio Ferrofir	Via G.V. Bona, 65 - Roma - Italia
Consorzio Ferroviario Vesuviano	Via Ombrone, 2/g - Roma - Italia
Consorzio Galileo S.c.r.l.	Via Argine, 425 - Napoli - Italia
Consorzio Gi.It. in liquidazione	Via Francesco Petrarca, 22/A - Roma - Italia
Consorzio Groupement Lesi-Dipenta	Via Privata D. Giustino, 3/A - Napoli - Italia
Consorzio I.R.S.A.	Via Indonesia, 100 - Roma - Italia
Consorzio Inau in liquidazione	Via Argine, 425 - Napoli - Italia
Consorzio Iricav Due	Viale Cesare Pavese, 205 - Roma - Italia
Consorzio Iricav Uno	Via F. Tovaglieri, 413 - Roma - Italia
Consorzio Ital.Co.Cer.	Via F. Tovaglieri, 413 - Roma - Italia
Consorzio Italvenezia	Piazza Buenos Aires, 5 - Roma - Italia
Consorzio L.A.R.	Via Salaria, 1039 - Roma - Italia
Consorzio Metrofer	Via Palestro, 30 - Roma - Italia
Consorzio Novocen	Viale Liegi, 26 - Roma - Italia
Consorzio Olbia Mare in liquidazione	Via Oraz, 143 - Napoli - Italia
Consorzio Qalat	Via G. V. Bona, 65 - Roma - Italia
Consorzio Recchi S.p.A.- Astaldi S.p.A.	Corso Carlo Marx, 19 - Misterbianco (CT) - Italia
Consorzio Tagliamento	Via Salaria, 1039 - Roma - Italia
Consorzio Team	Via G.V. Bona, 101/C - Roma - Italia
Consorzio TRA.DE.CI.V.	Viale Sarca, 336 - Milano - Italia
Consorzio Tre Fontane Nord in liquidazione	Via G. Verdi, 35 - Napoli - Italia
Cospe S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia
Costruttori Romani Riuniti Grandi Opere S.p.A. in liquidazione	Via G. V. Bona, 65 - Roma - Italia
D.G.M. S.r.l. in liquidazione	Via P. Stanislao Mancini, 2 - Roma - Italia
DI.SA. Disinquinamento Sarno S.c.r.l. in liquidazione	Via Torna, 58 - Bari - Italia
Diga di Arcichiaro S.c.r.l. in liquidazione	Viale Italia, 1 - Sesto S. Giovanni (MI) - Italia
Diga di Blufi S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia
DIP.A. S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia
DP 2M S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia
Eco Po Quattro S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia
Ecosarno S.c.r.l.	Viale Italia, 1 - Sesto S. Giovanni (MI) - Italia
Fiorbis S.c.r.l. in liquidazione	Viale Sarca, 336 - Milano - Italia
Fondazione Accademia Nazionale di S. Cecilia	Via Vittoria, 6 - Roma - Italia
Forum S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia
Fosso Canna S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia
Fusaro S.C.r.l.	Via Privata D. Giustino 3/A - Napoli - Italia
G.G.O. S.c.r.l. in liquidazione	Zona Industriale - Agrigento - Italia
Groupement Astaldi - Italstrade - El Hajji-Hour	Marocco
Groupement Astaldi SpA - Astaldi International Ltd Gibuti	B.P. 4230 - Djibouti - Gibuti
Groupement Cir S.p.A.	Via Agrigento, 5 - Roma - Italia
Groupement Eurolep	Shifflandestrasse, 35 - Aran 5000 - Svizzera
Groupement Italgisas	Angle Boulevard de la Resistance et Rue de Puissesaux - Casablanca - Marocco
Holding Eléctrica Centroamericana S.p.A. - (Heca S.p.A.) in liquidazione	Via G.V. Bona, 65 - Roma - Italia

currency	par value of share capital	%owned directly	%owned indirectly	entity holding indirect investment
EUR	25.500,00	60,000%	0,000%	
US\$	100.000,00	60,000%	0,000%	
NIC	10.000,00	0,000%	99,500%	Astaldi de Venezuela
-	0,00	20,000%	0,000%	
US\$	40.000,00	28,300%	0,000%	
EUR	26.000,00	0,000%	35,000%	I.T.S. S.p.A.
RD\$	300.000,00	33,300%	0,000%	
EUR	0,00	33,300%	0,000%	
VEB	0,00	32,330%	0,000%	
EUR	25.823,00	1,000%	99,000%	R.I.C. - Railway International Construction S.p.A.
EUR	464.811,00	4,762%	0,000%	
EUR	10.329,00	99,995%	0,000%	
EUR	46.481,00	33,330%	0,000%	
EUR	100.000,00	49,995%	0,000%	
-	0,00	50,000%	0,000%	
EUR	10.000,00	49,000%	0,000%	
EUR	15.492,00	33,300%	0,000%	
EUR	51.000,00	25,000%	0,000%	
EUR	51.646,00	33,000%	0,000%	
EUR	154.937,00	2,000%	0,000%	
EUR	51.646,00	30,000%	0,000%	
EUR	61.975,00	38,100%	0,000%	
EUR	10.329,00	0,000%	50,000%	I.T.S. S.p.A.
EUR	20.658,00	25,000%	0,000%	
EUR	20.658,00	25,000%	0,000%	
EUR	2.582,00	50,000%	0,000%	
EUR	206.583,00	0,000%	24,524%	R.I.C. - Railway International Construction S.p.A.
EUR	30.987,00	66,666%	0,000%	
EUR	154.937,00	0,004%	0,000%	
EUR	10.000,00	40,000%	0,000%	
EUR	2.582,00	50,000%	0,000%	
EUR	258.228,00	0,010%	0,000%	
EUR	0,00	0,000%	50,000%	R.I.C. - Railway International Construction S.p.A.
EUR	77.469,00	40,630%	0,000%	
EUR	510.000,00	32,990%	0,000%	
EUR	520.000,00	27,910%	0,000%	
EUR	51.600,00	30,000%	0,000%	
EUR	77.450,00	25,000%	0,000%	
EUR	206.583,00	29,410%	0,000%	
EUR	25.823,00	33,320%	0,000%	
EUR	51.640,00	40,760%	0,000%	
EUR	15.494,00	72,500%	0,000%	
EUR	10.327,00	40,000%	0,000%	
EUR	51.646,00	50,000%	0,000%	
EUR	154.937,00	15,000%	0,000%	
EUR	45.900,00	11,111%	0,000%	
EUR	154.937,00	17,727%	0,000%	
EUR	15.494,00	33,333%	0,000%	
EUR	10.200,00	100,000%	0,000%	
EUR	5.164.568,00	1,000%	0,000%	
EUR	153.000,00	19,960%	0,000%	
EUR	50.490,00	33,230%	0,000%	
EUR	35.700,00	100,000%	0,000%	
EUR	45.900,00	50,000%	0,000%	
EUR	10.200,00	100,000%	0,000%	
EUR	10.200,00	72,000%	0,000%	
EUR	25.500,00	80,000%	0,000%	
EUR	50.490,00	33,334%	0,000%	
EUR	46.481,00	99,980%	0,000%	
EUR	0,00	0,000%	0,000%	
EUR	51.000,00	59,990%	0,000%	
EUR	25.500,00	32,000%	0,000%	
EUR	10.200,00	0,010%	0,000%	
EUR	25.500,00	10,000%	0,000%	
	0,00	10,000%	50,000%	Italstrade S.p.A.
US\$	0,00	60,000%	40,000%	Astaldi International Ltd.
EUR	156.000,00	0,000%	33,330%	Italstrade S.p.A.
CHF	100.000,00	22,000%	0,000%	
MAD	207.014.000,00	0,000%	40,000%	Italstrade S.p.A.
EUR	100.000,00	50,000%	0,000%	

(table follows)

Hydro Honduras S.A.
 I.F.C. Due S.c.r.l. in liquidazione
 I.F.C. S.c.r.l. in liquidazione
 Imprese Riunite Genova S.c.r.l. in liquidazione
 Imprese Riunite Genova Seconda S.c.r.l. in liquidazione
 Infrallegrea S.c.r.l.
 Irimuse S.c.r.l.
 Isclero S.c.r.l. in liquidazione
 Italsagi Sp. Zo. O.
 Italstrade CCCF JV Bucauresti S.r.l.
 Leonardo 2000 S.c.r.l.
 Linea A S.c.r.l.
 M.N. Metropolitana di Napoli S.p.A.
 Marsico Nuovo S.c.r.l.
 ME.SA. S.c.r.l. in liquidazione
 Messina Stadio S.c.r.l.
 Metrogenova S.c.r.l.
 Metroveneta S.c.r.l.
 Monte Vesuvio S.c.r.l.
 Montedil-Astaldi S.p.A. (MONTAST) in liquidazione
 Mormanno S.c.r.l. in liquidazione
 N.P.F. - Nuovo Polo Fieristico S.c.r.l.
 Napoli Porto S.c.r.l.
 NO.VI.F.IN. Nova Via Festinat Industrias S.c.r.l.
 Nova Metro S.c.r.l.
 Palese Park S.r.l.
 Pantano S.c.r.l.
 Parking Puccini S.c.r.l. in liquidazione
 Pavimental S.p.A.
 Pegaso S.c.r.l.
 Piana di Licata S.c.r.l. in liquidazione
 Piceno S.c.r.l. in liquidazione
 Platamonas Sarantopulos J.V.
 Plus S.r.l.
 Pont Ventoux S.c.r.l.
 Portovesme S.c.r.l.
 Principe Amedeo S.c.r.l. in liquidazione
 Priolo Siracusa S.c.r.l.
 Quattro Venti S.c.r.l.
 Raggruppamento Astaldi-Vianini in liquidazione
 Roma Lido S.c.r.l.
 Roma Sud S.c.r.l. in liquidazione
 Romairport S.c.r.l.
 S. Filippo S.c.r.l. in liquidazione
 S. Leonardo S.c.r.l. in liquidazione
 S.A.A.L.P. S.n.c. in liquidazione
 S.A.C.E.S. S.r.l. in liquidazione
 Sa.Di.Pe. S.c.r.l. in liquidazione
 Salgit S.r.l.
 Santangelo S.c.r.l. in liquidazione
 Silva S.r.l. in liquidazione
 SO.GE.DEP. S.r.l. in liquidazione
 So.Gr.Es. S.c.p.a. in liquidazione
 Sociedad Concesionaria Bas S.A.
 Spluga Domani S.p.A.
 Susa Dora Quattro S.c.r.l.
 Tangenziale Seconda S.c.r.l. in liquidazione
 TE.CRO. S.c.r.l. in liquidazione
 Todaro S.r.l. in liquidazione
 Toledo S.c.r.l.
 Transeuropaska Autocesta D.o.o
 Tri.Ace. S.c.a.r.l.
 Truncu Reale S.c.r.l.
 V.A.S.CO. Imprese Riunite
 Val Pola S.c.r.l. in liquidazione
 Valle Caudina S.c.r.l.
 Veneta Sanitaria Finanza di Progetto S.p.A.
 Vesuviana Strade S.c.r.l.
 Viadotti di Courmayeur S.c.r.l.
 Viadotto Fadalto S.c.r.l. in liquidazione

Ap.3199, Salida Norte Blvd. Fuerzas Armadas - El Carriza I - Tegucigalpa - Honduras
 Via G. V. Bona, 65 - Roma - Italia
 Via G. V. Bona, 65 - Roma - Italia
 Via A. Gramsci, 20 - Genova - Italia
 Via Serra, 2/9 - Genova - Italia
 Via Privata D.Giustino n° 3/A - Napoli
 Via Salaria, 1039 - Roma - Italia
 Via G.V. Bona, 65 - Roma - Italia
 Ul. Powstancow - Katowice - Polonia
 Gheorghe Manu, 20 Sector 1 - Bucarest - Romania
 Via Carlo Pesenti, 121/123 - Roma - Italia
 Via G.V. Bona, 65 - Roma - Italia
 Via Galileo Ferraris 101 - Napoli - Italia
 Via Dora, 2 - Roma - Italia
 Via della Cooperazione, 30 - Bologna - Italia
 Via G.V. Bona, 65 - Roma - Italia
 Via Antonio Gramsci, 20 - Genova - Italia
 Piazza Castello, 16 - Padova - Italia
 Viale Italia, 1 - Sesto S. Giovanni (MI) - Italia
 Via G.V. Bona, 65 - Roma - Italia
 Via G.V. Bona, 65 - Roma - Italia
 Via G.V. Bona, 65 - Roma - Italia
 Via G. Verdi, 35 - Napoli - Italia
 Riviera di Chiaia, 72 - Napoli - Italia
 Via Montello, 10 - Roma - Italia
 Via G.V. Bona, 65 - Roma - Italia
 Via Montello, 10 - Roma - Italia
 Viale Italia, 1 - Sesto S. Giovanni (MI) - Italia
 Piazza Ferdinando De Lucia, 15 - Roma - Italia
 Via F. Tovaglieri, 17 - Roma - Italia
 Via G. V. Bona, 65 - Roma - Italia
 Viale Italia, 1 - Sesto S. Giovanni (MI) - Italia
 Grecia
 Via del Tritone, 53 - Roma - Italia
 Via G.V. Bona, 65 - Roma - Italia
 Via G.V. Bona, 65 - Roma - Italia
 Via G.V. Bona, 65 - Roma - Italia
 Piazza Velasca, 4 - Milano - Italia
 Via G.V. Bona, 65 - Roma - Italia
 S.P. per Fisciano Km.1 - Fisciano (SA) - Italia
 Via Carlo Pesenti, 121/123 - Roma - Italia
 V.le Dell'Astronomia, 9 - Roma - Italia
 Via G.V. Bona, 65 - Roma - Italia
 Via G.V. Bona, 65 - Roma - Italia
 Via G.V. Bona, 65 - Roma - Italia
 Via Boncompagni, 47 - Roma - Italia
 Via G.V. Bona, 65 - Roma - Italia
 Via Della Dataria, 22 - Roma - Italia
 Via della Dataria, 22 - Roma - Italia
 Via G.V. Bona, 65 - Roma - Italia
 Via Monte Santo, 1 - Roma - Italia
 Via dell'Astronomia, 9 - Roma - Italia
 Via Agnello, 19 - Milano - Italia
 Santiago del Chile
 Via del Crotto, 52 - Campodolcino - Italia
 Via G.V. Bona, 65 - Roma - Italia
 Piazza Velasca, 2 - Milano - Italia
 Via G.V. Bona, 65 - Roma - Italia
 Via Giovanni Pacini, 12 - Palermo - Italia
 Via Morghen, 36 - Napoli - Italia
 Maksimirska 120/III 10000 - Zagabria - Croazia
 Via G.V. Bona, 65 - Roma - Italia
 Via G.V. Bona, 65 - Roma - Italia
 Via Montello, 10 - Roma - Italia
 Viale Sarca, 336 - Milano - Italia
 Via G.V. Bona, 65 - Roma - Italia
 Via Cesare Battisti n°2 - Mestre - VE
 Via G.V. Bona, 65 - Roma - Italia
 Via G.V. Bona, 65 - Roma - Italia
 Viale Sarca ,336 - Milano - Italia

currency	par value of share capital	%owned directly	%owned indirectly	entity holding indirect investment
HNL	35.440.000,00	20,293%	0,000%	
EUR	45.900,00	99,990%	0,000%	
EUR	45.900,00	66,660%	0,000%	
EUR	25.500,00	16,100%	0,000%	
EUR	25.000,00	16,100%	0,000%	
Euro	46.600,00	50,000%	0,000%	
EUR	619.745,00	0,100%	0,000%	
EUR	12.000,00	31,170%	0,000%	
PLN	100.000.000,00	0,000%	34,000%	Italstrade S.p.A.
LEI	2.000.000,00	0,000%	55,000%	Italstrade S.p.A.
EUR	10.200,00	7,500%	0,000%	
EUR	25.500,00	100,000%	0,000%	
EUR	3.655.397,00	22,620%	0,000%	
EUR	10.200,00	25,000%	0,000%	
EUR	40.800,00	25,000%	0,000%	
EUR	45.900,00	33,330%	0,000%	
EUR	25.500,00	16,510%	0,000%	
EUR	25.500,00	50,000%	0,000%	
EUR	45.900,00	50,000%	0,000%	
EUR	408.000,00	100,000%	0,000%	
EUR	10.200,00	74,990%	0,000%	
EUR	40.000,00	50,000%	0,000%	
EUR	10.328,00	15,000%	0,000%	
EUR	10.329,00	0,010%	0,000%	
EUR	40.800,00	20,000%	0,000%	
EUR	1.020.000,00	99,000%	0,000%	
EUR	40.800,00	10,000%	0,000%	
EUR	45.900,00	50,000%	0,000%	
EUR	4.711.515,00	1,303%	0,000%	
EUR	260.000,00	43,750%	0,000%	
EUR	10.200,00	35,000%	0,000%	
EUR	10.200,00	50,000%	0,000%	
-	0,00	14,450%	0,000%	
EUR	765.000,00	11,640%	0,000%	
EUR	51.000,00	56,250%	0,000%	
EUR	25.500,00	80,000%	0,000%	
EUR	10.200,00	50,000%	0,000%	
EUR	11.000,00	20,000%	0,000%	
EUR	51.000,00	60,000%	0,000%	
EUR	25.823,00	50,000%	0,000%	
EUR	10.200,00	19,115%	0,000%	
EUR	10.200,00	31,000%	0,000%	
EUR	10.200,00	0,000%	63,890%	Italstrade S.p.A.
EUR	10.200,00	80,000%	0,000%	
EUR	10.200,00	51,000%	0,000%	
EUR	51.646,00	30,000%	0,000%	
EUR	26.000,00	37,000%	0,000%	
EUR	40.800,00	49,950%	0,000%	
EUR	10.200,00	0,000%	33,000%	Italstrade S.p.A.
EUR	51.000,00	45,000%	0,000%	
EUR	15.300,00	99,000%	0,000%	
EUR	20.658,00	22,840%	0,000%	
EUR	129.000,00	25,000%	0,000%	
Pesos Cileno	8.876.340.000,00	17,070%	0,000%	
EUR	7.426.250,00	0,710%	0,000%	
EUR	51.000,00	90,000%	0,000%	
EUR	45.900,00	42,730%	0,000%	
EUR	10.200,00	100,000%	0,000%	
EUR	233.580,00	0,000%	88,285%	R.I.C. - Railway International Construction S.p.A.
EUR	50.000,00	90,394%	0,000%	
HRK	49.019.600,00	49,000%	0,000%	
EUR	45.900,00	80,000%	0,000%	
EUR	30.600,00	34,000%	0,000%	
EUR	51.646,00	29,000%	0,000%	
EUR	46.481,00	35,000%	0,000%	
EUR	50.000,00	39,180%	0,000%	
Eur	20.500.000,00	31,000%	0,000%	
EUR	45.900,00	30,000%	0,000%	
EUR	10.200,00	66,670%	0,000%	
EUR	51.129,00	80,000%	0,000%	

equity investments

A) share capital

1 - subsidiary companies

carrying method: cost

Astaldi Africa S.p.A.	Addis Abeba - Etiopia	1.032,91
Astaldi-Caldart AS.CAL. S.c.r.l. in liquidazione	Via Giovanni Pacini, 12 - Palermo - Italia	46.800,00
Bussentina S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	25.500,00
CO.ME.NA. S.c.r.l.	Via Morghen, 36 - Napoli - Italia	20.658,28
CO.NO.CO. S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	25.500,00
Colli Albani S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	25.500,00
Consorcio Astaldi - C.B.I.	Av. Iturralde 1308 Esquina San Salvador - La Paz - Bolivia	0,00
Consorcio Astaldi Centroxca	C.C.C. Tamanaco 1ra. Etapa Piso 6 Of. 620 - Caracas - Venezuela	0,00
Consorzio A.R.Z. - Astaldi-R.I.C. - ZAIRE in liquidazione	Via G.V. Bona, 65 - Roma - Italia	25.822,84
Consorzio Astaldi-C.M.B. Due in liquidazione	Via G.V. Bona, 65 - Roma - Italia	10.329,14
Consorzio Olbia Mare in liquidazione	Via G. V. Bona, 65 - Roma - Italia	15.493,71
Cospe S.c.r.l.	Via G. V. Bona, 65 - Roma - Italia	10.200,00
Diga di Arcichiaro S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	35.700,00
DIP.A. S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	10.200,00
DP 2M S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	10.200,00
Eco Po Quattro S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	25.500,00
Fiorbis S.c.r.l. in liquidazione	Viale Sarca, 336 - Milano - Italia	46.481,12
Forum S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	51.000,00
Groupeement Astaldi - Italstrade - El Hajji-Hour	Marocco	0,00
Groupeement Astaldi SpA - Astaldi International Ltd Gibuti	B.P. 4230 - Djibouti - Gibuti	0,00
I.F.C. Due S.c.r.l. in liquidazione	Via G. V. Bona, 65 - Roma - Italia	45.900,00
I.F.C. S.c.r.l. in liquidazione	Via G. V. Bona, 65 - Roma - Italia	46.481,12
Italstrade CCCF Jv Bucuresti Srl	Gheorghe Manu, 20 Sector 1 - Bucarest - Romania	71,90
Linea A S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	25.500,00
Montedil-Astaldi S.p.A. (MONTAST) in liquidazione	Via G.V. Bona, 65 - Roma - Italia	408.000,00
Mormanno S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	10.200,00
Palese Park S.r.l.	Via G.V. Bona, 65 - Roma - Italia	1.020.000,00
Portovesme S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	25.500,00
Quattro Venti S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	51.000,00
Romairport S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	10.200,00
S. Filippo S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	10.200,00
S. Leonardo S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	10.200,00
Silva S.r.l. in liquidazione	Via Monte Santo, 1 - Roma - Italia	15.300,00
Susa Dora Quattro S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	51.000,00
TE.CRO. S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	10.200,00
Todaro S.r.l. in liquidazione	Via Giovanni Pacini, 12 - Palermo - Italia	233.580,00
Toledo S.c.r.l.	Via Morghen, 36 - Napoli - Italia	50.000,00
Tri.Ace. S.c.a.r.l.	Via G.V. Bona, 65 - Roma - Italia	45.900,00
Viadotti di Courmayeur S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	10.200,00
Viadotto Fadalto S.c.r.l. in liquidazione	Viale Sarca ,336 - Milano - Italia	51.129,23

total carrying method: cost

carrying method: equity

Albapavstrade Sh.P.K.	Pruga Dibres 420 - Tirana - Albania	298.633,00
Astaldi (Thailand) Company Limited	21,125 Fl. 17 U. W. Tower II S.- Bangkok - Thailand	226.828,00
Astaldi International Inc.	Bank of Liberia Building P.O. Box 660 - Liberia	3.404.062,17
Astaldi-Astaldi International J.V. Malawi	Blantyre - Malawi	9.820,00
Astaldi-Astaldi International J.V. Mozambico	R. Armando Tivane, 466 - Matola Maputo - Monzambico	9.820,00
Astaldi-Burundi Association Momentanee	Avenue de l'O.U.A. B.P. 325 - Bujumbura - Burundi	29.062,73
Astaldi-Rwanda Association Momentanee	Rue de la Douane - Kigali - Rwanda	20.231,26
Astaldi-Senegal Association en participation	Avenue Roume Dakar, 16 4ème G. S. - Dakar - Senegal	91.005,42
Astur Construction and Trade A.S.	Aydinpinar Cad. Kucukmehmetler Koyu - Turchia	528.336,68
Euroast S.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	15.300,00
Redo-Association Momentanee	228, Avenue des Fleurs B.P. 8734 - Rep. Dem. del Congo	0,00
Seac S.p.a.r.l.	Avenue des Fleurs - Kinshasa/Gombe - Rep.Dem. del Congo	337.101,88

total carrying method: equity

total 1 - subsidiary companies

2 - associated companies

carrying method: cost

A.F.M. Astaldi-Ferrocemento-Mambrini S.c.r.l. in Liquidazione	Via G. V. Bona, 65 - Roma - Italia	45.900,00
Adduttore Ponte Barca S.c.r.l.	Via di Pietralata, 140 - Roma - Italia	45.900,00
Almo S.c.r.l. in liquidazione	Via Privata D. Giustino, 3/A - Napoli - Italia	46.481,12
Alosa Immobiliare S.p.A. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	10.320.000,00
Association en participation SEP	Somatra Bredero - Tunisia	0,00
Astaldi Bayindir Joint Venture	Ilkadam Sokak, 19 Gaziommanpasa- Ankara - Turchia	0,00
Astaldi-Ecuador S.A.	Portugal 617 y 6 de Diciembre - Guayaquil - Ecuador	0,00
Astaldi-Thiess J.O.	C. C. E. 412- Jl.Raya Kko- Cilandak - Jakarta - Indonesia	0,00
Avola S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	10.200,00
Blufi 1 S.c.r.l. in liquidazione	Zona Industriale - Agrigento - Italia	25.822,84
C.E.I.T.R.A.L. in liquidazione	Via Carlo Pisacane, 2 - Carpi - Italia	10.000,00
C.F.M. S.c.r.l. in liquidazione	Via Privata D. Giustino , 3/A - Napoli - Italia	41.316,55
Carnia S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	45.900,00
Cogital S.c.r.l. in liquidazione	Viale Italia, 1 - Milano - Italia	60.044,00
Consorcio Conintur-Astaldi - Venezuela	C.C.C.T. 1ra Etapa Piso 1 of. 107- Chuao - Caracas - Venezuela	0,00
Consorcio Contuy Medio - Venezuela	A.vda Andres Bello, Ed. Atlantic Piso 7, Ofic. 1-7 - Venezuela	0,00
Consorcio Dei	Via San Nazaro, 19 - Genova - Italia	26.000,00
Consorcio Ghella-Astaldi & Asociados	Santo Dominco - Repubblica Dominicana	18.683,91
Consorcio Ghella-Astaldi-WTC	Repubblica Dominicana	0,00
Consorcio Grupo Contuy - Proyectos y Obras de Ferrocarriles	CCC Tamanaco Etapa Piso 6 Of.620 Chuao - Caracas - Venezuela	0,00
Consorzio Astaldi-Federici-Todini	Via G.V. Bona, 65 - Roma - Italia	46.481,12

B) stockholders' equity	C) profit (loss) for the year	D) % ownership	E) book value	F) share of net equity	G) share of provision for risks	H) coverage of losses	E-F-G-H
1.032,91	0,00	100,000%	0,00	1.032,91	0,00		(1.032,91)
23.592,57	(9.384,76)	60,000%	14.053,73	14.155,54	0,00		(101,81)
25.822,84	0,00	78,800%	20.348,40	20.348,40	0,00		0,00
20.658,28	0,00	70,432%	14.549,62	14.550,04	0,00		(0,42)
25.822,84	0,00	80,000%	11.620,28	20.658,27	0,00		(9.037,99)
17.166,02	(8.656,82)	60,000%	9.951,48	10.299,61	0,00		(348,13)
0,00	0,00	60,000%	0,00	0,00	0,00		0,00
0,00	0,00	99,500%	0,00	0,00	0,00		0,00
28.315,51	5.552,05	100,000%	25.792,26	28.315,51	0,00		(2.523,25)
13.098,14	8.254,20	99,995%	4.843,69	13.097,49	0,00		(8.253,80)
(722.586,86)	(977,06)	72,500%	0,00	(523.875,47)	524.570,72		(695,25)
10.329,14	0,00	100,000%	5.681,03	10.329,14	0,00		(4.648,11)
36.151,98	0,00	100,000%	36.151,98	36.151,98	0,00		0,00
10.329,14	0,00	100,000%	10.329,14	10.329,14	0,00		0,00
(28.431,04)	(4.153,89)	72,000%	0,00	(20.470,35)	20.470,35		0,00
25.822,84	0,00	80,000%	20.658,28	20.658,27	0,00		0,01
25.848,23	(788,97)	99,980%	25.817,21	25.843,06	0,00		(25,85)
51.645,69	0,00	59,990%	30.982,25	30.982,25	0,00		0,00
0,00	0,00	60,000%	0,00	0,00	0,00		0,00
0,00	0,00	100,000%	0,00	0,00	0,00		0,00
22.723,69	(23.757,42)	99,990%	17.759,98	22.721,42	0,00		(4.961,44)
45.455,73	(1.025,39)	66,660%	15.493,71	30.300,79	0,00		(14.807,08)
(33.383,81)	0,00	55,000%	0,00	(18.361,10)	0,00		18.361,10
25.822,84	0,00	100,000%	25.822,84	25.822,84	0,00		0,00
2.705.168,78	1.090,97	100,000%	650.735,69	2.705.168,78	0,00		(2.054.433,09)
(52.250,00)	(953,30)	74,990%	0,00	(39.182,28)	39.182,28		0,00
1.011.392,57	(21.521,23)	99,000%	1.022.584,66	1.001.278,64	0,00		21.306,02
25.822,84	0,00	80,000%	20.658,28	20.658,27	0,00		0,01
51.645,69	0,00	60,000%	30.987,41	30.987,41	0,00		0,00
10.329,14	0,00	63,890%	6.599,29	6.599,29	0,00		0,00
10.329,14	0,00	80,000%	8.263,31	8.263,31	0,00		0,00
10.329,14	0,00	51,000%	5.267,86	5.267,86	0,00		0,00
(35.707,10)	(8.163,98)	99,000%	0,00	(35.350,03)	35.350,04		(0,01)
51.645,69	0,00	90,000%	46.481,12	46.481,12	0,00		0,00
(128.019,59)	(138.348,73)	100,000%	0,00	(128.019,59)	128.019,59		0,00
97.641,74	(18.571,99)	88,285%	236.537,26	86.203,01	0,00		150.334,25
49.999,00	0,00	90,394%	45.197,00	45.196,10	0,00		0,90
46.481,12	0,00	80,000%	37.184,90	37.184,90	0,00		0,00
10.329,14	0,00	66,670%	3.718,49	6.886,44	0,00		(3.167,95)
34.078,84	(357,39)	80,000%	27.263,07	27.263,07	0,00		0,00
			2.431.334,22	3.597.776,04	747.592,98		(1.914.034,80)
415.555,49	(32.325,00)	100,000%	415.555,49	415.555,49	0,00		0,00
(1.492.602,22)	(431.468,00)	49,000%	0,00	(731.375,09)	731.375,09		0,00
2.345.214,26	0,00	100,000%	2.345.214,26	2.345.214,26	0,00		0,00
(3.789.334,84)	(164.854,00)	100,000%	0,00	(3.789.334,84)	3.789.334,84		0,00
(5.197.867,59)	(1.781.524,00)	100,000%	0,00	(5.197.867,59)	5.197.867,59		0,00
3.127.588,29	(221.726,00)	100,000%	3.127.588,29	3.127.588,29	0,00		0,00
1.680.015,41	0,00	100,000%	1.680.015,41	1.680.015,41	0,00		0,00
1.224.815,59	(162.251,00)	100,000%	1.224.815,59	1.224.815,59	0,00		0,00
2.048.081,02	(1.208.738,00)	99,000%	2.048.081,11	2.048.081,02	0,00		0,09
(130.662,00)	0,00	100,000%	0,00	(130.662,00)	130.662,00		0,00
630.955,08	0,00	100,000%	630.955,08	630.955,08	0,00		0,00
(6.935.805,65)	(641.379,00)	100,000%	0,00	(6.935.805,65)	6.935.805,65		0,00
			11.472.225,23	(5.312.820,03)	16.785.045,17		0,09
			13.903.559,45	(1.715.043,99)	17.532.638,15		(1.914.034,71)
23.168,53	(22.116,72)	35,000%	8.108,99	8.108,99	0,00		0,00
46.481,12	0,00	24,330%	11.308,86	11.308,86	0,00		0,00
46.481,12	0,00	35,000%	16.268,39	16.268,39	0,00		0,00
(35.293.111,81)	(1.474.481,39)	50,000%	0,00	(17.646.555,91)	0,00	17.687.398,82	40.842,91
0,00	0,00	40,000%	0,00	0,00	0,00		0,00
0,00	0,00	50,000%	0,00	0,00	0,00		0,00
0,00	0,00	20,000%	3.098,74	0,00	0,00		3.098,74
0,00	0,00	50,000%	0,00	0,00	0,00		0,00
10.329,14	0,00	50,000%	5.164,57	5.164,57	0,00		0,00
13.089,14	0,00	32,000%	4.188,52	4.188,52	0,00		0,00
10.329,14	0,00	31,000%	3.202,03	3.202,03	0,00		0,00
41.316,55	0,00	50,000%	20.658,28	20.658,28	0,00		0,00
29.953,21	(16.527,91)	33,000%	9.884,56	9.884,56	0,00		0,00
60.045,00	0,00	50,000%	30.022,50	30.022,50	0,00		0,00
0,00	0,00	20,000%	0,00	0,00	0,00		0,00
0,00	0,00	28,300%	109.617,98	0,00	0,00		109.617,98
26.000,00	0,00	35,000%	9.100,24	9.100,00	0,00		0,24
18.683,91	0,00	33,300%	6.221,74	6.221,74	0,00		0,00
0,00	0,00	33,300%	6.917,63	0,00	0,00		6.917,63
0,00	0,00	32,330%	0,00	0,00	0,00		0,00
46.481,12	0,00	33,330%	15.493,71	15.492,16	0,00		1,55

(table follows)

at 31 December 2002

equity investments

A) share capital

associated companies - continua

Consorzio Astaldi-Federici-Todini Kramis	Via G.V. Bona, 65 - Roma - Italia	100.000,00
Consorzio Astaldi-ICE	Av .Libertador Bolivar, 1842 - Cochabamba - BOLIVIA	0,00
Consorzio Bonifica Lunghezza - C.B.L.	Via Calderon de la Barca, 87 - Roma - Italia	10.000,00
Consorzio C.I.R. in Liquidazione	Via Salaria, 1039 - Roma - Italia	15.492,00
Consorzio C.I.R.C.	Via G.V. Bona, 65 - Roma - Italia	51.000,00
Consorzio Carnia	Via G.V. Bona, 65 - Roma - Italia	51.645,69
Consorzio Co.Fe.Sar.	Viale Liegi, 26 - Roma - Italia	51.645,69
Consorzio Cogitau S.c.n.c. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	61.974,83
Consorzio CONC.I.L. in liquidazione	Via Passeggiata di Ripetta, 35 - Roma - Italia	10.329,14
Consorzio Consarno	Via Napoli, 329 - Castellammare di Stabia (NA) - Italia	20.658,00
Consorzio Consavia S.c.n.c. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	20.658,28
Consorzio Dipenta S.p.A. - Ugo Vitolo in liquidazione	Via Chiatamone, 57 - Napoli - Italia	2.582,28
Consorzio Europeo Armamento Alta Velocità	Via G.V. Bona, 65 - Roma - Italia	206.583,00
Consorzio Ferrofir	Via Ombrone, 2/g - Roma - Italia	30.987,41
Consorzio Galileo S.c.r.l.	Via Francesco Petrarca, 22/A - Roma - Italia	10.000,00
Consorzio Gi.It. in liquidazione	Via Privata D. Giustino, 3/A - Napoli - Italia	2.582,28
Consorzio I.R.S.A.	Via Argine, 425 - Napoli - Italia	0,00
Consorzio Inau in liquidazione	Viale Cesare Pavese, 205 - Roma - Italia	77.468,53
Consorzio Iricav Due	Via F. Tovaglieri, 413 - Roma - Italia	510.000,00
Consorzio Iricav Uno	Via F. Tovaglieri, 413 - Roma - Italia	516.456,90
Consorzio Ital.Co.Cer.	Piazza Buenos Aires, 5 - Roma - Italia	51.600,00
Consorzio Italvenezia	Via Salaria, 1039 - Roma - Italia	77.450,00
Consorzio L.A.R.	Via Palestro, 30 - Roma - Italia	206.582,76
Consorzio Metrofer	Viale Liegi, 26 - Roma - Italia	25.822,84
Consorzio Novocen	Via Oraz, 143 - Napoli - Italia	51.640,00
Consorzio Qalat	Corso Carlo Marx, 19 - Misterbianco (CT) - Italia	10.327,00
Consorzio Recchi S.p.A. - Astaldi S.p.A.	Via Salaria, 1039 - Roma - Italia	51.645,69
Consorzio Tre Fontane Nord in liquidazione	Via G.V. Bona, 65 - Roma - Italia	15.493,71
DI.SA. Disinquinamento Sarno S.c.r.l. in liquidazione	Viale Italia, 1 - Sesto S. Giovanni (MI) - Italia	50.490,00
Diga di Blufi S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	45.900,00
Ecosarno S.c.r.l.	Viale Italia, 1 - Sesto S. Giovanni (MI) - Italia	50.490,00
Fosso Canna S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	25.500,00
Groupement Cir S.p.A.	Via Agrigento, 5 - Roma - Italia	156.000,00
Groupement Eurolep	Shifflandestrasse, 35 - Aran 5000 - Svizzera	62.127,39
Groupement Italgisas	Angle Boulevard de la Resistance et Rue de Puissesaux - Casablanca - Marocco	0,00
Holding Eléctrica Centroamericana S.p.A. - (Heca S.p.A.) in Liquidazione	Via G.V. Bona, 65 - Roma - Italia	100.000,00
Hydro Honduras S.A.	Ap.3199, Salida Norte Blvd. Fuerzas Armadas - El Carriza I - Tegucigalpa - Honduras	2.518.655,24
IAC Joint Venture	17F - 2, No.6 Min Chuan 2 Rad., - Chen Chen - Taiwan	0,00
Infrafflegrea S.c.r.l.	Via Privata D.Giustino n° 3/A - Napoli	46.600,00
Isclero S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	12.000,00
Italsagi Sp. Zo. O.	Ul. Powstancow - Katowice - Polonia	3.615,20
M.N. Metropolitana di Napoli S.p.A.	Via Galileo Ferraris 101 - Napoli - Italia	3.655.397,00
Marsico Nuovo S.c.r.l.	Via Dora, 2 - Roma - Italia	10.200,00
ME.SA. S.c.r.l. in liquidazione	Via della Cooperazione, 30 - Bologna - Italia	40.800,00
Messina Stadio S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	45.900,00
Metroveneta S.c.r.l.	Piazza Castello, 16 - Padova - Italia	25.500,00
Monte Vesuvio S.c.r.l.	Viale Italia, 1 - Sesto S. Giovanni (MI) - Italia	45.900,00
N.P.F. - Nuovo Polo Fieristico S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	40.000,00
Nova Metro S.c.r.l.	Via Montello, 10 - Roma - Italia	40.800,00
Parking Puccini S.c.r.l. in liquidazione	Viale Italia, 1 - Sesto S. Giovanni (MI) - Italia	45.900,00
Pegaso S.c.r.l.	Via F. Tovaglieri, 17 - Roma - Italia	260.000,00
Piana di Licata S.c.r.l. in liquidazione	Via G. V. Bona, 65 - Roma - Italia	10.200,00
Piceno S.c.r.l. in liquidazione	Viale Italia, 1 - Sesto S. Giovanni (MI) - Italia	10.200,00
Pont Ventoux S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	51.000,00
Principe Amedeo S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	10.200,00
Priolo Siracusa S.c.r.l.	Piazza Velasca, 4 - Milano - Italia	10.329,14
Raggruppamento Astaldi-Vianini in liquidazione	S.P. per Fisciano Km.1 - Fisciano (SA) - Italia	25.822,84
Roma Sud S.c.r.l. in liquidazione	V.le Dell'Astronomia, 9 - Roma - Italia	10.200,00
S.A.A.L.P. S.n.c. in liquidazione	Via Boncompagni, 47 - Roma - Italia	51.646,00
S.A.C.E.S. S.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	26.000,00
Sa.Di.Pe. S.c.r.l. in liquidazione	Via Della Dataria, 22 - Roma - Italia	40.800,00
Salgit S.r.l.	Via della Dataria, 22 - Roma - Italia	10.200,00
Santangelo S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	51.000,00
SO.GE.DEP. S.r.l. in liquidazione	Via dell'Astronomia, 9 - Roma - Italia	20.658,28
So.Gr.Es. S.c.p.a. in liquidazione	Via Agnello, 19 - Milano - Italia	129.000,00
Tangenziale Seconda S.c.r.l. in liquidazione	Piazza Velasca, 2 - Milano - Italia	45.900,00
Transeuropaska Autocesta D.o.o	Maksimirska 120/III 10000 - Zagabria - Croazia	6.466.390,57
Truncu Reale S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	30.600,00
V.A.S.CO. Imprese Riunite	Via Montello, 10 - Roma - Italia	51.645,69
Val Pola S.c.r.l. in liquidazione	Viale Sarca, 336 - Milano - Italia	46.481,12
Valle Caudina S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	50.000,00
Veneta Sanitaria Finanza di Progetto S.p.A.	Via Cesare Battisti n°2 - Mestre - VE	20.500.000,00
Vesuviana Strade S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	45.900,00

total carrying method: cost

carrying method: equity

Astaldi-Ferrocemento J.V. Pakistan	10-Ha Khayaban-E-Shujat - Karachi - Pakistan	49.101,00
S.E.I.S. S.p.A.	Via Monte Santo, 1 - Roma - Italia	3.877.500,00

total carrying method: equity

total 2 - associated companies

grand total

B) stockholders' equity	C) profit (loss) for the year	D) % ownership	E) book value	F) share of net equity	G) share of provision for risks	H) coverage of losses	E-F-G-H
100.000,00	0,00	49,995%	49.995,00	49.995,00			
0,00	0,00	50,000%	0,00	0,00	0,00		0,00
10.000,00	0,00	49,000%	4.900,00	4.900,00	0,00		0,00
15.493,71	0,00	33,300%	5.164,57	5.159,41	0,00		5,16
51.645,69	0,00	25,000%	12.911,42	12.911,42	0,00		0,00
51.645,69	0,00	33,000%	17.043,08	17.043,08	0,00		0,00
51.644,00	0,00	30,000%	15.493,71	15.493,20	0,00		0,51
1.186.541,66	(24.013,44)	38,100%	23.612,40	452.072,37	0,00		(428.459,97)
(297,48)	(14.944,38)	50,000%	5.164,57	(148,74)			
20.656,00	0,00	25,000%	5.164,57	5.164,00	0,00		0,57
20.905,69	247,42	25,000%	4.897,34	5.226,42	0,00		(329,08)
0,00	0,00	50,000%	0,00	0,00	0,00		0,00
206.583,00	0,00	24,524%	51.645,69	50.661,38			
334.061,31	0,00	66,666%	20.658,28	222.705,31	0,00		(202.047,03)
10.000,00	0,00	40,000%	4.000,00	4.000,00			
2.582,28	0,00	50,000%	1.291,14	1.291,14	0,00		0,00
0,00	0,00	50,000%	20.658,28	0,00	0,00		20.658,28
58.270,08	(19.198,44)	40,630%	23.675,83	23.675,13	0,00		0,70
516.456,90	0,00	32,990%	170.379,13	170.379,13	0,00		0,00
516.456,90	0,00	27,910%	144.143,13	144.143,12	0,00		0,01
51.645,69	0,00	30,000%	15.493,71	15.493,71	0,00		0,00
77.468,53	0,00	25,000%	19.367,13	19.367,13	0,00		0,00
206.582,76	0,00	29,410%	51.645,69	60.755,99	0,00		(9.110,30)
25.822,84	0,00	33,320%	8.607,62	8.604,17	0,00		3,45
2.315.370,62	1.858.387,33	40,760%	19.475,59	943.745,06	0,00		(924.269,47)
10.329,14	0,00	40,000%	4.131,66	4.131,66	0,00		0,00
51.645,69	0,00	50,000%	25.822,84	25.822,85	0,00		(0,01)
(2.716,97)	(8.143,14)	33,333%	0,00	(905,65)	905,66		(0,01)
(378.637,00)	(45.260,00)	33,230%	0,00	(125.821,08)	125.821,08		0,00
46.481,12	0,00	50,000%	23.240,56	23.240,56	0,00		0,00
51.131,00	0,00	33,334%	17.043,08	17.044,01	0,00		(0,93)
(38.882,80)	(24.290,70)	32,000%	0,00	(12.442,50)	12.442,50		0,00
154.937,07	0,00	33,330%	64.326,31	51.640,53	0,00		12.685,78
56.334,78	0,00	22,000%	8.087,51	12.393,65	0,00		(4.306,14)
0,00	0,00	40,000%	0,00	0,00	963.192,12		0,00
6.026,00	(106.026,00)	50,000%	3.013,00	3.013,00	0,00		0,00
1.582.346,02	(936.309,22)	20,293%	519.624,88	321.105,48	0,00		198.519,40
0,00	0,00	45,000%	0,00	0,00	0,00		0,00
0,00	0,00	50,000%	23.300,00	0,00	0,00		23.300,00
12.000,00	0,00	31,170%	3.740,40	3.740,40	0,00		0,00
(27.372,21)	0,00	34,000%	0,00	(9.306,55)	407.718,70		9.306,55
7.163.005,27	(382.344,61)	22,620%	3.298.708,14	1.620.271,79	0,00		1.678.436,35
45.033,00	6.468,00	25,000%	2.582,28	11.258,25	0,00		(8.675,97)
41.316,55	0,00	25,000%	10.329,14	10.329,14	0,00		0,00
46.481,12	0,00	33,330%	15.493,71	15.492,16	0,00		1,55
25.822,84	0,00	50,000%	12.911,42	12.911,42	0,00		0,00
46.481,12	0,00	50,000%	23.240,56	23.240,56	0,00		0,00
40.000,00	0,00	50,000%	20.000,00	20.000,00	0,00		0,00
41.316,55	0,00	20,000%	8.263,31	8.263,31	0,00		0,00
24.344,00	(22.137,00)	50,000%	12.172,00	12.172,00	0,00		0,00
260.000,00	0,00	43,750%	113.750,00	113.750,00	0,00		0,00
(240.080,19)	(26.861,55)	35,000%	0,00	(84.028,07)	87.064,71		(3.036,64)
(19.278,00)	(29.608,00)	50,000%	0,00	(9.639,00)	9.639,00		0,00
51.645,69	0,00	56,250%	23.240,56	29.050,70	0,00		(5.810,14)
(55.348,65)	(65.677,79)	50,000%	0,00	(27.674,33)	27.674,33		(0,01)
77.648,24	0,00	20,000%	2.065,83	15.529,65	0,00		(13.463,82)
23.971,35	(1.851,49)	50,000%	9.683,57	11.985,68	0,00		(2.302,11)
10.200,00	0,00	31,000%	3.202,03	3.162,00	0,00		40,03
24.396,00	0,00	30,000%	7.318,80	7.318,80	0,00		0,00
729.523,69	(427.860,09)	37,000%	9.554,45	269.923,77	0,00		(260.369,32)
(143.737,83)	(20.908,80)	49,950%	0,00	(71.797,05)	71.797,05		0,00
(8.650,63)	0,00	33,000%	3.408,62	(2.854,71)	0,00		6.263,33
29.171,54	(2.272,20)	45,000%	12.755,25	13.127,19	0,00		(371,94)
(18.882,58)	34.352,11	22,840%	3.533,24	(4.312,78)	0,00		7.846,02
129.114,22	0,00	25,000%	32.278,56	32.278,56	0,00		0,01
46.481,12	0,00	42,730%	19.640,70	19.861,38	0,00		(220,68)
6.199.788,33	0,00	49,000%	3.157.743,80	3.037.896,28	0,00		119.847,52
30.987,41	0,00	34,000%	10.535,72	10.535,72	0,00		0,00
84.472,80	0,00	29,000%	14.977,25	24.497,11	0,00		(9.519,86)
45.489,88	(532,24)	35,000%	15.921,46	15.921,46	0,00		0,00
51.645,69	0,00	39,180%	20.234,78	20.234,78	0,00		0,00
20.500.000,00	0,00	31,000%	6.355.000,00	6.355.000,00	0,00		0,00
46.481,12	0,00	30,000%	13.944,34	13.944,34	0,00		0,00
			14.879.464,38	(3.432.991,41)	335.344,33	17.687.398,82	365.100,84
(1.990.104,00)	(176.897,00)	50,000%	0,00	(995.052,00)	995.052,22		(0,22)
4.916.606,00	1.152.433,00	48,330%	2.376.195,76	2.376.195,68	0,00		0,08
			2.376.195,76	1.381.143,68	995.052,22		(0,14)
			17.255.660,14	(2.051.847,73)	2.701.307,37		365.100,70
			31.159.219,59	(3.766.891,72)	20.554.846,92	17.687.398,82	(1.548.934,01)

at 31 December 2002

equity investments

currency

1 - subsidiary companies

Albapavstrade Sh.P.K.	Bruga Dibres 420 - Tirana - Albania	LEC
Amsar Burundi S.p.a.r.l.	B.P. 325 Avenue de l'O.U.A. - Bujumbura - Burundi	BIF
Astaldi (Thailand) Company Limited	21,125 Fl. 17 U. W. Tower II S.- Bangkok -Thailand	BHT
Astaldi Africa S.p.A.	Addis Abeba - Etiopia	EUR
Astaldi Arabia Limited	P.O. Box 58139 - Riyadh - Saudi Arabia	SAR
Astaldi International Burundi - Association Momentanée	Bujumbura - Burundi	US\$
Astaldi International Inc.	Bank of Liberia Building P.O. Box 660 - Liberia	US\$
Astaldi-Astaldi International J.V. Malawi	Blantyre - Malawi	US\$
Astaldi-Astaldi International J.V. Mozambico	R. Armando Tivane, 466 - Matola Maputo - Monzambico	US\$
Astaldi-Burundi Association Momentanée	Avenue de l'O.U.A. B.P. 325 - Bujumbura - Burundi	US\$
Astaldi-Caldart AS.CAL. S.c.r.l. in liquidazione	Via Giovanni Pacini, 12 - Palermo - Italia	EUR
Astaldi-Rwanda Association Momentanée	Rue de la Douane - Kigali - Rwanda	US\$
Astaldi-Senegal Association en participation	Avenue Roume Dakar, 16 4ème G. S. - Dakar - Senegal	XOF
Astur Construction and Trade A.S.	Aydinpinar Cad. Kucukmehmetler Koyu - Turchia	TRL
Bussentina S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
CO.ME.NA. S.c.r.l.	Via Morghen, 36 - Napoli - Italia	EUR
CO.NO.CO. S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Colli Albani S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Consorcio Astaldi - C.B.I.	Av. Iturralde 1308 Esquina San Salvador - La Paz - Bolivia	US\$
Consorcio Astaldi Centroxa	C.C.C. Tamanaco 1ra. Etapa Piso 6 Of. 620 - Caracas - Venezuela	NIC
Consorcio Astaldi-Columbus (El Salvador)	Avenida Antiguo Cuscatlan No. 9/A - Colonia La Sultana - El Salvador	SVC
Consorzio A.R.Z. - Astaldi-R.I.C.- ZAIRE in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Consorzio Astaldi-C.M.B. Due in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Consorzio Ferrofir	Via Ombrone, 2/g - Roma - Italia	EUR
Consorzio Olbia Mare in liquidazione	Via G. V. Bona, 65 - Roma - Italia	EUR
Cospe S.c.r.l.	Via G. V. Bona, 65 - Roma - Italia	EUR
Diga di Arcichiaro S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
DIP.A. S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
DP 2M S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Eco Po Quattro S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Euroast S.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Fiorbis S.c.r.l. in liquidazione	Viale Sarca, 336 - Milano - Italia	EUR
Forum S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Groupement Astaldi - Italstrade - El Hajji-Hour	Marocco	
Groupement Astaldi SpA - Astaldi International Ltd Gibuti	B.P. 4230 - Djibouti - Gibuti	US\$
I.F.C. Due S.c.r.l. in liquidazione	Via G. V. Bona, 65 - Roma - Italia	EUR
I.F.C. S.c.r.l. in liquidazione	Via G. V. Bona, 65 - Roma - Italia	EUR
Linea A S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Montedil-Astaldi S.p.A. (MONTAST) in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Mormanno S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Palese Park S.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Pont Ventoux S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Portovesme S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Quattro Venti S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Redo-Association Momentanée	228, Avenue des Fleurs B.P. 8734 - Rep. Dem. del Congo	ZRZ
Romairport S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
S. Filippo S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
S. Leonardo S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Seac S.p.a.r.l.	Avenue des Fleurs - Kinshasa/Gombe - Rep.Dem. del Congo	ZRZ
Silva S.r.l. in liquidazione	Via Monte Santo,1 - Roma - Italia	EUR
Susa Dora Quattro S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
TE.CRO. S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Todaro S.r.l. in liquidazione	Via Giovanni Pacini, 12 - Palermo - Italia	EUR
Toledo S.c.r.l.	Via Morghen, 36 - Napoli - Italia	EUR
Tri.Ace. S.c.a.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Viadotti di Courmayeur S.c.r.l.	Via G.V. Bona,65 - Roma - Italia	EUR
Viadotto Fadalto S.c.r.l. in liquidazione	Viale Sarca ,336 - Milano - Italia	EUR

total 1 - subsidiary companies

2 - associated companies

A.F.M. Astaldi-Ferrocemento-Mambrini S.c.r.l. in liquidazione	Via G. V. Bona, 65 - Roma - Italia	EUR
Adduttore Ponte Barca S.c.r.l.	Via di Pietralata, 140 - Roma - Italia	EUR
Almo S.c.r.l. in liquidazione	Via Privata D. Giustino, 3/A - Napoli - Italia	EUR
Alosa Immobiliare S.p.A. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Amsar Rwanda S.p.a.r.l.	B.P. 630 - Kigali - Rwanda	RWF
AS.H.FO. Congo-Océan - Congo	B.P. 874 - Pointe Noire - Rep. del Congo	FRF
Association en participation SEP	Somatra Bredero - Tunisia	TND
Astaldi Bayndir Joint Venture	Ilkadam Sokak, 19 Gaziomanpasa- Ankara - Turchia	-
Astaldi-Ecuador S.A.	Portugal 617 y 6 de Diciembre - Guayaquil - Ecuador	ECS
Astaldi-Ferrocemento J.V. Pakistan	10-Ha Khayaban-E-Shujat - Karachi - Pakistan	US\$

par value of share capital	number of shares	number of shares owned	value as at 12.31.2001	total increases	total decreases	value as at 12.31.2002	% total
239.633.652,00	0,00	0,00	532.422,94	0,00	(116.867,45)	415.555,49	100,000%
200.000.000,00	31.189,00	0,00	2.352.551,16	0,00	(2.352.551,16)	0,00	100,000%
10.000.000,00	100.000,00	25.000,00	0,00	0,00	0,00	0,00	49,000%
1.033,00	0,00	0,00	0,00	0,00	0,00	0,00	100,000%
5.000.000,00	5.000,00	3.000,00	892.389,49	0,00	(892.389,49)	0,00	100,000%
50.000,00	0,00	0,00	651.113,07	0,00	(651.113,07)	0,00	100,000%
3.000.000,00	300.000,00	276.000,00	2.769.176,07	0,00	(423.961,81)	2.345.214,26	100,000%
10.000,00	0,00	0,00	0,00	0,00	0,00	0,00	100,000%
10.000,00	0,00	0,00	0,00	0,00	0,00	0,00	100,000%
50.000,00	0,00	0,00	4.073.031,43	0,00	(945.443,14)	3.127.588,29	100,000%
46.800,00	0,00	0,00	14.053,73	0,00	0,00	14.053,73	60,000%
50.000,00	0,00	0,00	0,00	1.680.015,41	0,00	1.680.015,41	100,000%
50.000.000,00	0,00	0,00	1.658.504,90	0,00	(433.689,31)	1.224.815,59	100,000%
23.790.610.000,00	2.379.061,00	2.355.270,00	4.556.830,90	0,00	(2.508.749,79)	2.048.081,11	99,000%
25.500,00	0,00	0,00	283.591,39	0,00	(263.242,99)	20.348,40	78,800%
20.658,00	0,00	0,00	14.549,62	0,00	0,00	14.549,62	70,432%
25.500,00	0,00	0,00	0,00	11.620,28	0,00	11.620,28	80,000%
25.500,00	0,00	0,00	9.951,48	0,00	0,00	9.951,48	60,000%
100.000,00	0,00	0,00	0,00	0,00	0,00	0,00	60,000%
10.000,00	0,00	0,00	172.041,30	0,00	(172.041,30)	0,00	99,500%
100.000,00	0,00	0,00	7.030,44	0,00	(7.030,44)	0,00	98,000%
25.823,00	0,00	0,00	25.792,26	0,00	0,00	25.792,26	100,000%
10.329,00	0,00	0,00	4.843,69	0,00	0,00	4.843,69	99,995%
30.987,00	0,00	0,00	20.658,28	0,00	(20.658,28)	0,00	66,666%
15.494,00	0,00	0,00	0,00	0,00	0,00	0,00	72,500%
10.200,00	0,00	0,00	5.681,03	0,00	0,00	5.681,03	100,000%
35.700,00	0,00	0,00	36.151,98	0,00	0,00	36.151,98	100,000%
10.200,00	0,00	0,00	10.329,14	0,00	0,00	10.329,14	100,000%
10.200,00	0,00	0,00	7.436,98	0,00	(7.436,98)	0,00	72,000%
25.500,00	0,00	0,00	20.658,28	0,00	0,00	20.658,28	80,000%
15.300,00	0,00	0,00	1.375,51	0,00	(1.375,51)	0,00	100,000%
46.481,00	0,00	0,00	26.605,22	0,00	(788,01)	25.817,21	99,980%
51.000,00	0,00	0,00	30.982,25	0,00	0,00	30.982,25	59,990%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	60,000%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	100,000%
45.900,00	0,00	0,00	17.759,98	0,00	0,00	17.759,98	99,990%
45.900,00	0,00	0,00	15.493,71	0,00	0,00	15.493,71	66,660%
25.500,00	0,00	0,00	25.822,84	0,00	0,00	25.822,84	100,000%
408.000,00	800.000,00	360.000,00	650.735,69	0,00	0,00	650.735,69	100,000%
10.200,00	0,00	0,00	0,00	0,00	0,00	0,00	74,990%
1.020.000,00	0,00	0,00	1.022.584,66	0,00	0,00	1.022.584,66	99,000%
51.000,00	0,00	0,00	23.240,56	0,00	(23.240,56)	0,00	56,250%
25.500,00	0,00	0,00	20.658,28	0,00	0,00	20.658,28	80,000%
51.000,00	0,00	0,00	30.987,41	0,00	0,00	30.987,41	60,000%
50.000,00	0,00	0,00	0,00	630.955,08	0,00	630.955,08	100,000%
10.200,00	0,00	0,00	6.599,29	0,00	0,00	6.599,29	63,890%
10.200,00	0,00	0,00	8.263,31	0,00	0,00	8.263,31	80,000%
10.200,00	0,00	0,00	5.267,86	0,00	0,00	5.267,86	51,000%
200.000.000,00	180.565,00	0,00	0,00	0,00	0,00	0,00	100,000%
15.300,00	0,00	0,00	0,00	0,00	0,00	0,00	99,000%
51.000,00	0,00	0,00	46.481,12	0,00	0,00	46.481,12	90,000%
10.200,00	0,00	0,00	10.329,14	0,00	(10.329,14)	0,00	100,000%
233.580,00	0,00	0,00	236.537,26	0,00	0,00	236.537,26	88,285%
50.000,00	0,00	0,00	45.197,00	0,00	0,00	45.197,00	90,394%
45.900,00	0,00	0,00	37.184,90	0,00	0,00	37.184,90	80,000%
10.200,00	0,00	0,00	3.718,49	0,00	0,00	3.718,49	66,670%
51.129,00	0,00	0,00	27.548,98	0,00	(285,91)	27.263,07	80,000%
			20.412.163,02	2.322.590,77	(8.831.194,34)	13.903.559,45	
45.900,00	0,00	0,00	8.795,79	0,00	(686,80)	8.108,99	35,000%
45.900,00	0,00	0,00	11.308,86	0,00	0,00	11.308,86	24,330%
46.481,00	0,00	0,00	16.268,39	0,00	0,00	16.268,39	35,000%
10.320.000,00	2.000.000,00	1.000.000,00	0,00	0,00	0,00	0,00	50,000%
140.220.000,00	30.000,00	15.000,00	0,00	0,00	0,00	0,00	50,000%
100.000,00	0,00	0,00	4.652,76	0,00	(4.652,76)	0,00	45,500%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	40,000%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	50,000%
3.000.000,00	3.000,00	600,00	3.098,74	0,00	0,00	3.098,74	20,000%
50.000,00	0,00	0,00	0,00	0,00	0,00	0,00	50,000%

(table follows)

equity investments

currency

associated companies - continua

Astaldi-Thiess J.O.	C. C. E. 412- Jl.Raya Kko- Cilandak - Jakarta - Indonesia	-
Avola S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Blufi 1 S.c.r.l. in liquidazione	Zona Industriale - Agrigento - Italia	EUR
C.E.I.T.R.A.L. in liquidazione	Via Carlo Pisacane, 2 - Carpi - Italia	EUR
C.F.C. S.c.r.l.	Via Privata D. Giustino, 3/A - Napoli - Italia	EUR
C.F.M. S.c.r.l. in liquidazione	Via Privata D. Giustino, 3/A - Napoli - Italia	EUR
CO.NO.CO. S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Carnia S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Cogital S.c.r.l. in liquidazione	Viale Italia, 1 - Milano - Italia	EUR
Consorcio Conintur-Astaldi - Venezuela	C.C.C.T. 1ra Etapa Piso 1 of. 107- Chuao - Caracas - Venezuela	-
Consorcio Contuy Medio - Venezuela	A.vda Andres Bello, Ed. Atlantic Piso 7, Ofic. 1-7 - Venezuela	US\$
Consorcio Dei	Via San Nazaro, 19 - Genova - Italia	EUR
Consorcio Ghella-Astaldi & Asociados	Santo Dominco - Repubblica Dominicana	RD\$
Consorcio Ghella-Astaldi-WTC	Repubblica Dominicana	EUR
Consorcio Grupo Contuy - Proyectos y Obras de Ferrocarriles	CCC Tamanaco Etapa Piso 6 Of.620 Chuao - Venezuelara	VEB
Consorzio Astaldi-Federici-Todini	Via G.V. Bona, 65 - Roma - Italia	EUR
Consorzio Astaldi-Federici-Todini Kramis	Via G.V. Bona, 65 - Roma - Italia	EUR
Consorzio Astaldi-ICE	Av .Libertador Bolivar, 1842 - Cochabamba - BOLIVIA	-
Consorzio Bonifica Lunghezza - C.B.L.	Via Calderon de la Barca, 87 - Roma - Italia	EUR
Consorzio C.I.R. in liquidazione	Via Salaria, 1039 - Roma - Italia	EUR
Consorzio C.I.R.C.	Via G.V. Bona, 65 - Roma - Italia	EUR
Consorzio Carnia	Via G.V. Bona,65 - Roma - Italia	EUR
Consorzio Co.Fe.Sar.	Viale Liegi, 26 - Roma - Italia	EUR
Consorzio Cogitau S.c.n.c. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Consorzio CONC.I.L. in liquidazione	Via Passeggiata di Ripetta, 35 - Roma - Italia	EUR
Consorzio Consarno	Via Napoli, 329 - Castellammare di Stabia (NA) - Italia	EUR
Consorzio Consavia S.c.n.c. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Consorzio Dipenta S.p.A. - Ugo Vitolo in liquidazione	Via Chiatamone, 57 - Napoli - Italia	EUR
Consorzio Europeo Armamento Alta Velocità	Via G.V. Bona, 65 - Roma - Italia	EUR
Consorzio Ferrofir	Via Ombrone, 2/g - Roma - Italia	EUR
Consorzio Galileo S.c.r.l.	Via Francesco Petrarca, 22/A - Roma - Italia	EUR
Consorzio Gi.It. in liquidazione	Via Privata D. Giustino, 3/A - Napoli - Italia	EUR
Consorzio I.R.S.A.	Via Argine, 425 - Napoli - Italia	EUR
Consorzio Inau in liquidazione	Viale Cesare Pavese, 205 - Roma - Italia	EUR
Consorzio Iricav Due	Via F. Tovaglieri, 413 - Roma - Italia	EUR
Consorzio Iricav Uno	Via F. Tovaglieri, 413 - Roma - Italia	EUR
Consorzio Ital.Co.Cer.	Piazza Buenos Aires, 5 - Roma - Italia	EUR
Consorzio Italvenezia	Via Salaria, 1039 - Roma - Italia	EUR
Consorzio ITS-Lotti-Geoconsult	Municipio del Distrito Central - Tegucigalpa - Honduras	-
Consorzio L.A.R.	Via Palestro, 30 - Roma - Italia	EUR
Consorzio Metrofer	Viale Liegi, 26 - Roma - Italia	EUR
Consorzio Novocen	Via Oraz, 143 - Napoli - Italia	EUR
Consorzio Qalat	Corso Carlo Marx, 19 - Misterbianco (CT) - Italia	EUR
Consorzio Recchi S.p.A.- Astaldi S.p.A.	Via Salaria, 1039 - Roma - Italia	EUR
Consorzio Rocca d'Evandro	Via Salaria, 1039 - Roma - Italia	EUR
Consorzio Schema Idrico Calabria Settentrionale in liquidazione	Via Nobel, 2 - Parma - Italia	EUR
Consorzio Tre Fontane Nord in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
DI.SA. Disinquinamento Sarno S.c.r.l. in liquidazione	Viale Italia, 1 - Sesto S. Giovanni (MI) - Italia	EUR
Diga di Blufi S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Ecosarno S.c.r.l.	Viale Italia,1 - Sesto S. Giovanni (MI) - Italia	EUR
Feraspi S.c.p.A.	Via Feliciano Scarpellini, 20 - Roma - Italia	EUR
Fosso Canna S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Fusaro S.C.r.l.	Via Privata D. Giustino 3/A - Napoli - Italia	EUR
G.i.r S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Groupement Cir S.p.A.	Via Agrigento, 5 - Roma - Italia	EUR
Groupement Eurolep	Shifflandestrasse, 35 - Aran 5000 - Svizzera	CHF
Groupement Italgisas	Angle Boulevard de la Resistance et Rue de Puissesaux - Casablanca - Marocco	MAD
Groupement Salini-Italstrade	Marocco	-
Holding Eléctrica Centroamericana S.p.A. - (Heca S.p.A.) in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Hydro Honduras S.A.	Ap.3199, Salida Norte Blvd. Fuerzas Armadas - El Carriza I - Tegucigalpa - Honduras	HNL
IAC Joint Venture	17F - 2, No.6 Min Chuan 2 Rad., - Chen Chen - Taiwan	-
Infralegrea S.c.r.l.	Via Privata D.Giustino n° 3/A - Napoli	EUR
Isclero S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Italsagi Sp. Zo. O.	Ul. Powstancow - Katowice - Polonia	PLN
M.N. Metropolitana di Napoli S.p.A.	Via Galileo Ferraris 101 - Napoli - Italia	EUR
Marsico Nuovo S.c.r.l.	Via Dora, 2 - Roma - Italia	EUR
ME.SA. S.c.r.l. in liquidazione	Via della Cooperazione, 30 - Bologna - Italia	EUR
Messina Stadio S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Metroveneta S.c.r.l.	Piazza Castello, 16 - Padova - Italia	EUR
Monte Vesuvio S.c.r.l.	Viale Italia, 1 - Sesto S. Giovanni (MI) - Italia	EUR

par value of share capital	number of shares	number of shares owned	value as at 12.31.2001	total increases	total decreases	value as at 12.31.2002	% total
0,00	0,00	0,00	0,00	0,00	0,00	0,00	50,000%
10.200,00	0,00	0,00	5.164,57	0,00	0,00	5.164,57	50,000%
25.823,00	0,00	0,00	4.188,52	0,00	0,00	4.188,52	32,000%
10.000,00	0,00	0,00	3.202,03	0,00	0,00	3.202,03	31,000%
45.900,00	0,00	0,00	23.235,91	0,00	(23.235,91)	0,00	0,010%
41.317,00	0,00	0,00	20.658,28	0,00	0,00	20.658,28	50,000%
25.500,00	0,00	0,00	11.620,28	0,00	(11.620,28)	0,00	80,000%
45.900,00	0,00	0,00	15.338,77	0,00	(5.454,21)	9.884,56	33,000%
60.044,00	0,00	0,00	30.023,00	0,00	(0,50)	30.022,50	50,000%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	20,000%
40.000,00	0,00	0,00	109.617,98	0,00	0,00	109.617,98	28,300%
26.000,00	0,00	0,00	9.100,24	0,00	0,00	9.100,24	35,000%
300.000,00	0,00	0,00	0,00	6.221,74	0,00	6.221,74	33,300%
0,00	0,00	0,00	46.071,42	0,00	(39.153,79)	6.917,63	33,300%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	32,330%
46.481,00	0,00	0,00	15.493,71	0,00	0,00	15.493,71	33,330%
100.000,00	0,00	0,00	49.995,00	0,00	0,00	49.995,00	49,995%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	50,000%
10.000,00	0,00	0,00	4.900,00	0,00	0,00	4.900,00	49,000%
15.492,00	0,00	0,00	5.164,57	0,00	0,00	5.164,57	33,300%
51.000,00	0,00	0,00	12.911,42	0,00	0,00	12.911,42	25,000%
51.646,00	0,00	0,00	17.043,08	0,00	0,00	17.043,08	33,000%
51.646,00	0,00	0,00	15.493,71	0,00	0,00	15.493,71	30,000%
61.975,00	0,00	0,00	23.612,40	0,00	0,00	23.612,40	38,100%
10.329,00	0,00	0,00	5.164,57	0,00	0,00	5.164,57	50,000%
20.658,00	0,00	0,00	5.164,57	0,00	0,00	5.164,57	25,000%
20.658,00	0,00	0,00	4.897,34	0,00	0,00	4.897,34	25,000%
2.582,00	0,00	0,00	0,00	0,00	0,00	0,00	50,000%
206.583,00	0,00	0,00	51.645,69	0,00	0,00	51.645,69	24,524%
30.987,00	0,00	0,00	0,00	20.658,28	0,00	20.658,28	66,666%
10.000,00	0,00	0,00	4.000,00	0,00	0,00	4.000,00	40,000%
2.582,00	0,00	0,00	1.291,14	0,00	0,00	1.291,14	50,000%
0,00	0,00	0,00	20.658,28	0,00	0,00	20.658,28	50,000%
77.469,00	0,00	0,00	29.623,97	0,00	(5.948,14)	23.675,83	40,630%
510.000,00	0,00	0,00	170.379,13	0,00	0,00	170.379,13	32,990%
520.000,00	0,00	0,00	144.143,13	0,00	0,00	144.143,13	27,910%
51.600,00	0,00	0,00	15.493,71	0,00	0,00	15.493,71	30,000%
77.450,00	0,00	0,00	19.367,13	0,00	0,00	19.367,13	25,000%
0,00	0,00	0,00	3.925,07	0,00	(3.925,07)	0,00	31,250%
206.583,00	0,00	0,00	51.645,69	0,00	0,00	51.645,69	29,410%
25.823,00	0,00	0,00	8.607,62	0,00	0,00	8.607,62	33,320%
51.640,00	0,00	0,00	19.475,59	0,00	0,00	19.475,59	40,760%
10.327,00	0,00	0,00	4.131,66	0,00	0,00	4.131,66	40,000%
51.646,00	0,00	0,00	25.822,84	0,00	0,00	25.822,84	50,000%
61.975,00	0,00	0,00	24.789,93	0,00	(24.789,93)	0,00	40,000%
61.975,00	0,00	0,00	18.917,83	0,00	(18.917,83)	0,00	33,000%
15.494,00	0,00	0,00	1.127,97	0,00	(1.127,97)	0,00	33,333%
50.490,00	0,00	0,00	0,00	0,00	0,00	0,00	33,230%
45.900,00	0,00	0,00	23.240,56	0,00	0,00	23.240,56	50,000%
50.490,00	0,00	0,00	17.043,08	0,00	0,00	17.043,08	33,334%
139.320,00	27.000,00	10.800,00	55.777,35	0,00	(55.777,35)	0,00	40,000%
25.500,00	0,00	0,00	8.263,31	0,00	(8.263,31)	0,00	32,000%
10.200,00	0,00	0,00	5.164,57	0,00	(5.164,57)	0,00	0,010%
45.900,00	0,00	0,00	15.803,58	0,00	(15.803,58)	0,00	36,000%
156.000,00	0,00	0,00	64.326,31	0,00	0,00	64.326,31	33,330%
100.000,00	0,00	0,00	8.087,51	0,00	0,00	8.087,51	22,000%
207.014.000,00	0,00	0,00	0,00	0,00	0,00	0,00	40,000%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	50,000%
100.000,00	100.000,00	50.000,00	50.000,00	0,00	(46.987,00)	3.013,00	50,000%
35.440.000,00	70.880,00	6.259,00	0,00	519.624,89	(0,01)	519.624,88	20,293%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	45,000%
46.600,00	0,00	0,00	0,00	23.300,00	0,00	23.300,00	50,000%
12.000,00	0,00	0,00	62.633,44	0,00	(58.893,04)	3.740,40	31,170%
100.000.000,00	0,00	0,00	0,00	0,00	0,00	0,00	34,000%
3.655.397,00	7.310.794,00	1.653.725,00	3.298.708,14	0,00	0,00	3.298.708,14	22,620%
10.200,00	0,00	0,00	2.582,28	0,00	0,00	2.582,28	25,000%
40.800,00	0,00	0,00	10.329,14	0,00	0,00	10.329,14	25,000%
45.900,00	0,00	0,00	15.493,71	0,00	0,00	15.493,71	33,330%
25.500,00	0,00	0,00	12.911,42	0,00	0,00	12.911,42	50,000%
45.900,00	0,00	0,00	23.240,56	0,00	0,00	23.240,56	50,000%

(table follows)

at 31 December 2002

equity investments

currency

associated companies - continua

N.P.F. - Nuovo Polo Fieristico S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Nova Metro S.c.r.l.	Via Montello, 10 - Roma - Italia	EUR
Parking Puccini S.c.r.l. in liquidazione	Viale Italia, 1 - Sesto S. Giovanni (MI) - Italia	EUR
Pegaso S.c.r.l.	Via F. Tovaglieri, 17 - Roma - Italia	EUR
Piana di Licata S.c.r.l. in liquidazione	Via G. V. Bona, 65 - Roma - Italia	EUR
Piceno S.c.r.l. in liquidazione	Viale Italia, 1 - Sesto S. Giovanni (MI) - Italia	EUR
Pont Ventoux S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Principe Amedeo S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Priolo Siracusa S.c.r.l.	Piazza Velasca, 4 - Milano - Italia	EUR
Raggruppamento Astaldi-Vianini in liquidazione	S.P. per Fisciano Km.1 - Fisciano (SA) - Italia	EUR
Roma Sud S.c.r.l. in liquidazione	V.le Dell'Astronomia, 9 - Roma - Italia	EUR
S.A.A.L.P. S.n.c. in liquidazione	Via Boncompagni, 47 - Roma - Italia	EUR
S.A.C.E.S. S.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
S.E.I.S. S.p.A.	Via Monte Santo, 1 - Roma - Italia	EUR
Sa.Di.Pe. S.c.r.l. in liquidazione	Via Della Dataria, 22 - Roma - Italia	EUR
Salgit S.r.l.	Via della Dataria, 22 - Roma - Italia	EUR
Santangelo S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
SO.GE.DEP. S.r.l. in liquidazione	Via dell'Astronomia, 9 - Roma - Italia	EUR
So.Gr.Es. S.c.p.a. in liquidazione	Via Agnello, 19 - Milano - Italia	EUR
Tangenziale Seconda S.c.r.l. in liquidazione	Piazza Velasca, 2 - Milano - Italia	EUR
Transeuropska Autocesta D.o.o	Maksimirska 120/III 10000 - Zagabria - Croazia	HRK
Truncu Reale S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
V.A.S.CO. Imprese Riunite	Via Montello, 10 - Roma - Italia	EUR
Val Pola S.c.r.l. in liquidazione	Viale Sarca, 336 - Milano - Italia	EUR
Valle Caudina S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Veneta Sanitaria Finanza di Progetto S.p.A.	Via Cesare Battisti n°2 - Mestre - VE	EUR
Vesuviana Strade S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR

Total 2 - Associated companies

3 - other equity interests

A.M.P. S.c.r.l. in liquidazione	Viale Caduti di tutte le guerre, 7 - Bari - Italia	EUR
Aguas de San Pedro Sula S.A. de CV	Departamento de Cortes - San Pedro Sula - Honduras	HNL
Association Accidental Astaldi S.p.A. - C.B.I. s.r.l.	Località "El Portillo" - Tarija - Bolivia	-
Astaldi-Sarantopulos Joint Venture	Grecia	-
Bocca di Malamocco S.c.r.l.	Via Salaria, 1039 - Roma - Italia	EUR
C.C.N. S.c.r.l. in liquidazione	Via Clauzetto, 12 - Roma - Italia	EUR
C.F.C. S.c.r.l.	Via Privata D. Giustino, 3/A - Napoli - Italia	EUR
Co.Sa.Vi.D. S.c.r.l.	Carini- Contrada Foresta Z.I. - Palermo - Italia	EUR
Coasim Participacion conjunta	Via Bastioni di Porta Nuova, 21 - Milano - Italia	EUR
Consorzio Asse Sangro in liquidazione	Via della Fonte di Fauno, 2/A bis - Roma - Italia	EUR
Consorzio Centro Uno	C.so Vittorio Emanuele, 130 - Napoli - Italia	EUR
Consorzio Ferroviario Vesuviano	Via Argine, 425 - Napoli - Italia	EUR
Consorzio Groupement Lesi-Dipenta	Via Indonesia, 100 - Roma - Italia	EUR
Consorzio Palasport in liquidazione	Viale Italia, 1 - Sesto S. Giovanni (MI) - Italia	EUR
Consorzio Tagliamento	Via G.V. Bona, 101/C - Roma - Italia	EUR
Consorzio Team	Viale Sarca, 336 - Milano - Italia	EUR
Consorzio TRA.DE.Cl.V.	Via G. Verdi, 35 - Napoli - Italia	EUR
Costruttori Romani Riuniti Grandi Opere S.p.A. in liquidazione	Via P. Stanislao Mancini, 2 - Roma - Italia	EUR
D.G.M. S.r.l. in liquidazione	Via Torna, 58 - Bari - Italia	EUR
Fusaro S.C.r.l.	Via Privata D. Giustino 3/A - Napoli - Italia	EUR
G.G.O. S.c.r.l. in liquidazione	Zona Industriale - Agrigento - Italia	EUR
Hydro Honduras S.A.	Ap.3199, Salida Norte Blvd. Fuerzas Armadas - El Carriza I - Tegucigalpa - Honduras	HNL
Imprese Riunite Genova S.c.r.l. in liquidazione	Via A. Gramsci, 20 - Genova - Italia	EUR
Imprese Riunite Genova Seconda S.c.r.l. in liquidazione	Via Serra, 2/9 - Genova - Italia	EUR
Irimuse S.c.r.l.	Via Salaria, 1039 - Roma - Italia	EUR
Italstrade CCCF Jv Bucaresti S.r.l.	Gheorghe Manu, 20 Sector 1 - Bucarest - Romania	LEI
Leonardo 2000 S.c.r.l.	Via Carlo Pesenti, 121/123 - Roma - Italia	EUR
Metrogenova S.c.r.l.	Via Antonio Gramsci, 20 - Genova - Italia	EUR
Napoli Porto S.c.r.l.	Via G. Verdi, 35 - Napoli - Italia	EUR
NO.VI.F.IN. Nova Via Festinat Industrias S.c.r.l.	Riviera di Chiaia, 72 - Napoli - Italia	EUR
Pantano S.c.r.l.	Via Montello, 10 - Roma - Italia	EUR
Pavimental S.p.A.	Piazza Ferdinando De Lucia, 15 - Roma - Italia	EUR
Platamonas Sarantopulos Joint Venture	Grecia	-
Plus S.r.l.	Via del Tritone, 53 - Roma - Italia	EUR
Roma Lido S.c.r.l.	Via Carlo Pesenti, 121/123 - Roma - Italia	EUR
Salini-Italstrade J.V. S.c.a.r.l. in liquidazione	Via della Dataria, 22 - Roma - Italia	EUR
Sociedad Concesionaria Bas S.A.	Santiago del Chile	Pesos Cileno
Spluga Domani S.p.A.	Via del Crotto, 52 - Campodolcino - Italia	EUR
Teheran Laviran		
Yellow River Contractors	PO Vox 073 - Luoyang - Rep. Pop. Cinese	US\$

total 3 other equity interests

grand total

par value of share capital	number of shares	number of shares owned	value as at 12.31.2001	total increases	total decreases	value as at 12.31.2002	% total
40.000,00	0,00	0,00	0,00	20.000,00	0,00	20.000,00	50,000%
40.800,00	0,00	0,00	8.263,31	0,00	0,00	8.263,31	20,000%
45.900,00	0,00	0,00	23.240,00	0,00	(11.068,00)	12.172,00	50,000%
260.000,00	0,00	0,00	113.750,00	0,00	0,00	113.750,00	43,750%
10.200,00	0,00	0,00	0,00	0,00	0,00	0,00	35,000%
10.200,00	0,00	0,00	5.164,57	0,00	(5.164,57)	0,00	50,000%
51.000,00	0,00	0,00	0,00	23.240,56	0,00	23.240,56	56,250%
10.200,00	0,00	0,00	0,00	0,00	0,00	0,00	50,000%
11.000,00	0,00	0,00	2.065,83	0,00	0,00	2.065,83	20,000%
25.823,00	0,00	0,00	9.683,57	0,00	0,00	9.683,57	50,000%
10.200,00	0,00	0,00	3.202,03	0,00	0,00	3.202,03	31,000%
51.646,00	0,00	0,00	7.318,80	0,00	0,00	7.318,80	30,000%
26.000,00	0,00	0,00	9.554,45	0,00	0,00	9.554,45	37,000%
3.877.500,00	750.000,00	362.475,00	1.872.156,26	504.039,50	0,00	2.376.195,76	48,330%
40.800,00	0,00	0,00	0,00	0,00	0,00	0,00	49,950%
10.200,00	0,00	0,00	3.408,62	0,00	0,00	3.408,62	33,000%
51.000,00	0,00	0,00	12.755,25	0,00	0,00	12.755,25	45,000%
20.658,00	0,00	0,00	3.533,24	0,00	0,00	3.533,24	22,840%
129.000,00	0,00	0,00	32.278,56	0,00	0,00	32.278,56	25,000%
45.900,00	0,00	0,00	19.640,70	0,00	0,00	19.640,70	42,730%
49.019.600,00	0,00	0,00	3.157.743,80	0,00	0,00	3.157.743,80	49,000%
30.600,00	0,00	0,00	10.535,72	0,00	0,00	10.535,72	34,000%
51.646,00	0,00	0,00	14.977,25	0,00	0,00	14.977,25	29,000%
46.481,00	0,00	0,00	16.107,74	0,00	(186,28)	15.921,46	35,000%
50.000,00	0,00	0,00	20.234,78	0,00	0,00	20.234,78	39,180%
20.500.000,00	205.000,00	63.550,00	0,00	6.355.000,00	0,00	6.355.000,00	31,000%
45.900,00	0,00	0,00	13.944,34	0,00	0,00	13.944,34	30,000%
			10.130.396,07	7.472.084,97	(346.820,90)	17.255.660,14	

51.646,00	0,00	0,00	2,58	0,00	0,00	2,58	0,010%
57.416.352,00	0,00	8.612.452,00	664.491,97	0,00	0,00	664.491,97	15,000%
0,00	0,00	0,00	5.164,57	0,00	0,00	5.164,57	70,000%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	14,000%
30.987,00	0,00	0,00	3,10	0,00	0,00	3,10	0,010%
41.200,00	0,00	0,00	5.164,57	0,00	0,00	5.164,57	12,500%
45.900,00	0,00	0,00	0,00	4,65	0,00	4,65	0,010%
25.500,00	0,00	0,00	2,58	0,00	0,00	2,58	0,010%
516.457,00	0,00	0,00	51,65	0,00	(51,65)	0,00	0,010%
464.811,00	0,00	0,00	22.133,87	0,00	0,00	22.133,87	4,762%
154.937,00	0,00	0,00	3.098,74	0,00	0,00	3.098,74	2,000%
154.937,00	0,00	0,00	6,20	0,00	0,00	6,20	0,004%
258.228,00	0,00	0,00	41,32	0,00	0,00	41,32	0,010%
51.645,00	0,00	0,00	6.312,14	0,00	(6.312,14)	0,00	12,222%
154.937,00	0,00	0,00	23.240,56	0,00	0,00	23.240,56	15,000%
45.900,00	0,00	0,00	5.164,57	0,00	0,00	5.164,57	11,111%
154.937,00	0,00	0,00	27.465,15	211,97	0,00	27.677,12	17,727%
5.164.568,00	400,00	2,00	51.645,69	0,00	0,00	51.645,69	1,000%
153.000,00	0,00	0,00	30.925,44	0,00	0,00	30.925,44	19,960%
10.200,00	0,00	0,00	0,00	1,03	0,00	1,03	0,010%
25.500,00	0,00	0,00	2.582,28	0,00	0,00	2.582,28	10,000%
35.440.000,00	70.880,00	6.259,00	221.938,67	0,00	(221.938,67)	0,00	20,293%
25.500,00	0,00	0,00	4.157,48	0,00	0,00	4.157,48	16,100%
25.000,00	0,00	0,00	4.157,48	0,00	0,00	4.157,48	16,100%
619.745,00	0,00	0,00	619,75	0,00	0,00	619,75	0,100%
2.000.000,00	0,00	0,00	0,00	29,24	0,00	29,24	1,000%
10.200,00	0,00	0,00	774,69	0,00	0,00	774,69	7,500%
25.500,00	0,00	0,00	4.157,48	0,00	0,00	4.157,48	16,510%
10.328,00	0,00	0,00	1.549,37	0,00	0,00	1.549,37	15,000%
10.329,00	0,00	0,00	1,03	0,00	0,00	1,03	0,010%
40.800,00	0,00	0,00	4.131,66	0,00	0,00	4.131,66	10,000%
4.711.515,00	35.916.399,00	468.029,00	62.007,09	0,00	0,00	62.007,09	1,303%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	14,450%
765.000,00	0,00	0,00	935.005,40	0,00	(20.552,28)	914.453,12	11,640%
10.200,00	0,00	0,00	1.974,41	0,00	0,00	1.974,41	19,115%
103.291,00	0,00	0,00	103,29	0,00	(103,29)	0,00	0,100%
8.876.340.000,00	990,00	169,00	0,00	4.233.014,82	(4.220.187,50)	12.827,32	17,070%
7.426.250,00	0,00	0,00	17.838,66	0,00	0,00	17.838,66	0,710%
0,00	0,00	0,00	57,52	0,00	(3,02)	54,50	16,500%
999.336,00	0,00	0,00	1.035.114,69	0,00	(155.009,52)	880.105,17	14,000%
			3.141.085,65	4.233.261,71	(4.624.158,07)	2.750.189,29	
			33.683.644,74	14.027.937,45	(13.802.173,31)	33.909.408,88	

Independent Auditors' Report



Ernst & Young S.p.A.

ASTALDI S.p.A.

CONSOLIDATED FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2002

AUDITORS' REPORT

pursuant to article 156 of Legislative Decree of February 24, 1998, n. 58

(Translation from the original Italian text)

AUDITORS' REPORT

pursuant to article 156 of Legislative Decree of February 24, 1998, n. 58

(Translation from the original Italian text)

To the shareholders of
Astaldi S.p.A.

1. We have audited the consolidated financial statements of Astaldi S.p.A. as of and for the year ended December 31, 2002. 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 consolidated 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 March 8, 2002.

3. In our opinion, the consolidated financial statements of Astaldi S.p.A. comply with the Italian regulations governing consolidated financial statements; accordingly, they clearly present and give a true and fair view of the consolidated financial position of Astaldi S.p.A. as of December 31, 2002, and the consolidated results of its operations for the year then ended.

Rome, April 7, 2003

Reconta Ernst & Young S.p.A.

Signed by: Salvatore Florena, partner

d i r e c t o r s ' r e p o r t o n t h e
p a r e n t c o m p a n y a c t i v i t y

Astaldi is *General Contractor* for the design and construction of the New Exposition Fair Centre in Milan (architect: Massimiliano Fuksas).

Company economic and financial trends

Dear shareholders,

This Board of Directors' report on fiscal year 2002 illustrates and comments the major aspects of the activities of your Company. The board of Directors' report presented in this section is a summary of the report officially filed. Therefore, please refer to the Board of Director's report attached to the consolidated financial statements prepared in accordance to the Italian law (D.lgs. 127/91), which is reporting the set of information provided in the Company financial statements.

key figures

(million of euro)

	2001	2002
sales	743	677
fixed assets	144	193
net financial position	(88)	(101)
operating result	68	44
pre-tax result	28	22
tax	5	(10)
net profit	33	12
self financing (profit + depreciation charges + accruals)	117	70

The analysis of the 2002 figures shows a decrease in the total sales (8,8%) compared to the prior year, which is principally due to the slowdown of the execution of works in Turkey resulting from financial difficulties of the local partner. Such difficulties noticed during the second semester of 2002 have led to the impossibility of using the financial resources related to the insurance indemnities available for the project reim-



FROM LEFT TO RIGHT:

ITALY

Arcichiaro Dam

ITALY

High-speed Railway

ITALY

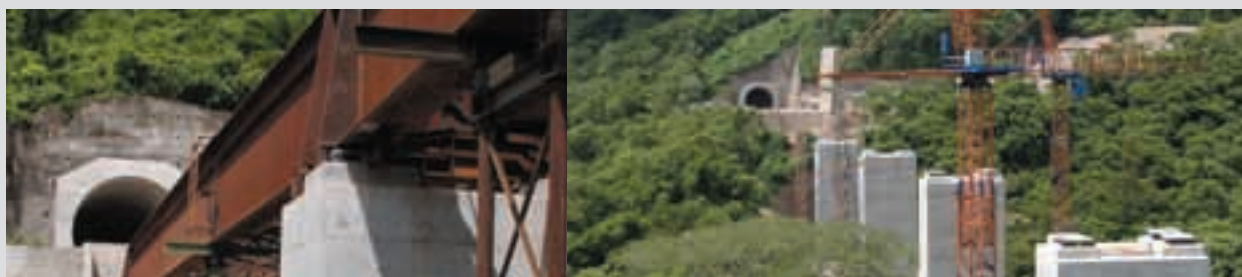
Esaro Dam

bursement. In addition, the limitations resulting from the above situation and the Turkish bureaucracy have prevented the client paying for the work already done.

At the moment, the client has settled the legal and contractual difficulties and is proceeding to the certification of the work progress report required for the payment. At the same time, they are proceeding with the renewal of the export financing and trade credits of about 300 million US dollars, which are expected to be concluded between June and September of this year.

As of December 31, 2002, your Company employs 4.500 people. The production trend for services and contracts during the last twelve months amounts to Euro 591 million, of which 56,6% relates to Italian activities and 43,4% to foreign activities. The quality and volume of the works contracted in 2002 in Italy will increase the importance of the domestic operations in the overall production.

At the end of the year, we started new works for the new exhibition site of Milan reaching important milestones for the design and the start of the construction. The operating result amounts to Euro 44 million (6.4% of the revenues). The decrease of the operating result is explained by non-recurring 2001 other revenues consisting of capital gains of Euro 16 million (before tax) further to the disposal of the building located in Via Po in Rome, legal seat of the parent company. The increase in the payroll expenses results from the new activities contracted during the year and from the extra premium paid to the personnel further to the quotation on the stock exchange.



Accruals and write-down of the year amounting to Euro 27 million include the accruals for evaluating the margins of multi-year work in progress by financial year. During the year, the Company has recorded a write-down of Euro 14 million for a Venezuelan customer in order to take into consideration the current risk exposure of the parent company. Such write-down is related to the local currency trend and is partly covered by contractual clauses stipulating the price revisions and the interest due in case of payment delays.

Financial charges amounting to Euro 13 million net (Euro 18 million euros in 2001) have benefited, along with trends in the financial position of the Company, from a careful financial planning for a optimization of the production cycle, with the objective of containing the level of capital invested in projects by means of efficient credit control, the optimization of financial resources deriving from the share quotation and the reorganization of the Group finances.

The financial cycle of the works in progress in 2002 generated in certain cases a temporary need for working capital, which required major sources of financing, particularly for the Turkish works.

On the other hand, during the year, your Company regularly made large collections relating to the Venezuela production. To this end, it is important to note that the Company collected before the year-end an advance payment on the contract for the works for the new railway connection Puerto Cabello – La Encrucijada. Such railway will connect the capital Caracas to the most important trading port of the country.

To monitor the risk on the interest and exchange rate fluctuations, your Company utilizes appropriate, not speculative hedging instruments, which are aimed at minimizing the economic effects of the fluctuations of the foreign exchange rates of non-euro currencies.

During the year, the Group has re-designed its financial structure both through the capital increase further to the stock exchange quotation and through the issue of a

VENEZUELA
Caracas-Tuy Medio Railway

Eurobond of 150 million euro by your subsidiary Astaldi Finance S.A. Such operations enabled Astaldi to optimize its financing sources and to set in motion financial instruments for every single project allowing additionally the full alignment of the financial sources with the requirements of the works in progress.

During the financial period, it is important to note that Astaldi liquidated extra-contractual payments by selling them to Meliorfactor for an amount of approximately 38 million euro.

As a result, the financial structure is presented as follows:

financial structure		
(thousands of euro)	2001	2002
short term financial debts	(147)	(102)
medium and long term financial debts	(91)	(34)
cash and cash equivalents, shares and financial short term receivables	162	143
long term financial assets	24	40
total ordinary finance	(52)	47
payable to the subsidiary Astaldi Finance S.A. (eurobond)	-	(148)
convertible bonds	(36)	
total net financial position	(88)	(101)



VENEZUELA Caracas-Tuy Medio Railway

The dynamic of the net financial position during the whole period shows a variation of approximately 13 million euro that includes on the one hand the revenues of the stock exchange quotation and on the other hand the distribution of dividends for approximately 13 million euro.

It is important to underline, as already mentioned, the positive trend recorded in Venezuela during the year which, thanks to the careful policy adopted by the Company, has permitted to minimize the investments in capital by monitoring carefully the evolution of the receivables and recording high collections with the consequence of minimizing the net financial position toward the country. Furthermore, the works in progress in Venezuela are valued in a strong foreign currency, deleting any possible fluctuation of local currency.

profit and loss account

euros/000000

	2001	2002
revenue from services and contracts	638	591
other revenue and income	105	86
total revenues	743	677
costs of production	(493)	(470)
personnel	(71)	(84)
cost of production	(564)	554
gross operating margin	179	123
other charges	(27)	(21)
ebitda	152	102
provisions	(42)	(31)
amortisations and depreciations	(42)	(27)
ebit	68	44
net financial income (charges)	(18)	(13)
revaluation (write-down) of equity investments	(17)	(3)
net extraordinary income (charges)	(5)	(6)
profit before tax	28	22
income tax	(16)	(5)
current (deferred) tax	21	(5)
net profit for the period	33	12

balance sheet

euros/000000

	2001	2002
net intangible assets	36	58
net tangible assets	29	49
equity investments	49	57
other net fixed assets	29	29
total net fixed assets	144	193
inventories	28	36
contracts in progress	196	186
trade debtors	131	190
other assets	239	200
advances	(64)	(111)
trade creditors	(123)	(156)
other liabilities	(217)	(299)
working capital	190	47
employee severance indemnity	(8)	(11)
contractual risks provision	(80)	(51)
other provisions	(13)	(5)
total provisions	(101)	(67)
net invested capital	233	173
medium to long-term financial debts	(91)	(34)
short term financial debts	(147)	(102)
cash and current financial receivables	162	143
long term financial receivables	24	40
net financial debts	(52)	47
convertible debenture loans	(36)	-

cash - flow statement

euros/000

2001

2002

operating activities

net profit	33,237	11,876
deferred tax assets	(20,655)	–
depreciation of tangible assets	6,365	8,616
amortisation of intangible assets	23,315	22,032
provisions for risks and charges and write down of equity investments	42,404	14,810
provision for employee severance indemnity	2,772	3,485
provision for doubtful debtors	10,186	14,400
loss on disposals of fixed assets	555	302
gains on disposals of fixed assets	(21,956)	(911)
subtotal	76,223	74,610
utilization of provision for risks and charges	(25,072)	(40,046)
employee severance indemnity paid	(5,719)	(139)
decrease (increase) in trade debtors	(82,324)	(105,662)
decrease (increase) in inventory	41,952	(22,669)
decrease (increase) in other assets	1,747	(2,559)
(decrease) increase in trade creditors	9,957	32,821
(decrease) increase in advances	26,839	75,072
(decrease) increase in other liabilities	(5,861)	9,345
net effect of demerger	(15,087)	–
net effect of merger	28,348	–
net effect of conferment	4,067	–
cash flow from operating activities a)	55,070	20,773

investment activities

purchase of tangible assets	(14,407)	(39,776)
increase in intangible assets	(14,898)	(44,381)
proceeds from sale of tangible assets	35,137	10,694
(purchases) sale of equity investments	(1,476)	(8,984)
elimination in equity investment Italstrade S.p.A. merged in Astaldi	12,428	–
equity investment Italstrade S.p.A.	(21,384)	–
change in loans	(15,843)	(15,455)
equity investments disposals	2,326	947
conversion differences of foreign subsidiaries financial statements:		
– tangible assets	(15)	1,544
– intangible assets	(128)	544
net effect of demerger	15,190	–
net effect of merger	(16,353)	–
net effect of conferment	3,916	–
change in conversion reserve	(1,492)	(22,740)
cash flow from investment activities b)	(16,999)	(117,607)

financing activities

increase (decrease) in short-term bank and other borrowings	15,157	(44,692)
net balance of loans obtained (repaid) during the year	(45,355)	(56,996)
payment of dividends	(4,616)	(13,403)
net increase in loans at subsidiaries level	10,872	130,157
debenture loan paid off	(3,615)	–
capital increase	–	62,930
net effect of merger	5,952	–
net effect of conferment	9,179	–
cash flow from financing activities c)	(12,426)	77,996
cash flow for the year a) + b) + c) + d)	25,645	(18,838)
cash and cash equivalents at beginning of year	134,091	161,847
cash and cash equivalents of merger	2,111	–
cash and cash equivalents at end of year	161,847	143,009
cash flow for the year	25,645	(18,838)

Investments

As reported in the cash flows statement, the investments made during the financial year amount to Euro 93 million and are detailed as follows:

• intangible fixed assets	44
• tangible fixed assets	40
• financial fixed assets	9

Conclusions

In conclusion to the full and detailed discussions that have taken place and on the basis of the considerations resulting from our activities, we consider that the net result of the fiscal year ended 2002 of Euro 11.876.192 allows reasonable room to allow the distribution of a dividend of 0,05 euro per share

For the Board of Directors
The Chairman
(Ernesto Monti)

p a r e n t c o m p a n y
a c c o u n t s a s o f
3 1 D e c e m b e r 2 0 0 2

Astaldi is group leader for the construction of the first Italian light subway in the town of Brescia.

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	2001	2002
A) Subscribed capital unpaid		
B) Fixed Assets:		
I Intangible assets:		
1) Formation and expansion expenses	2.153.249	7.977.547
3) Patents and rights to use patents of others	744.262	574.012
4) Concessions, licenses, trademarks and similar rights	568.321	568.321
6) Works in progress and advance-payments	316.009	-
7) Other:		
a) Construction site installation costs	8.578.232	8.754.115
b) Cost of preparing tenders	1.349.138	1.749.366
c) Other	22.172.205	38.063.989
<i>Total other</i>	32.099.575	48.567.470
Total I - Intangible assets	35.881.416	57.687.350
II Tangible assets:		
1) Land and buildings	5.335.610	5.873.433
2) Plant and machinery		
a) specific plants	6.716.946	14.197.532
b) general plants	3.922.910	4.512.964
c) crafts	14.896	3.667
<i>Total plant and machinery</i>	10.654.752	18.714.163
3) Other fixtures and fittings, tools and equipment		
a) excavators, power shovels, heavy vehicles	4.732.139	14.700.734
b) light vehicles, ships, planes	1.553.492	2.148.191
c) various small equipment	351.443	908.876
d) light constructions	782.038	808.732
e) metal sheet pile and shuttering	418.569	942.145
<i>Total tools, fittings, fixtures and other equipment</i>	7.837.681	19.508.678
4) Other		
a) electronic office equipment	796.958	867.706
b) furniture, fittings and office equipment	926.432	880.520
c) freely transferable assets	2.504.257	2.427.985
<i>Total other</i>	4.227.647	4.176.211
5) Tangible assets in course of constr. & paym. on account	1.079.098	391.929
Total II - Tangible Assets	29.134.788	48.664.414
III Investments		
1) Equity investments in:		
a) subsidiaries	36.819.937	38.467.133
b) associated companies	9.992.483	16.617.633
c) other companies	2.105.913	1.870.000
<i>Total - Investments</i>	48.918.333	56.954.766
2) Loans and Long-term receivables from:		
a) subsidiaries	20.580.281	14.895.694
b) associated companies	8.091.522	11.436.996
c) other equity investments	979.481	3.068.315
d) other entities	23.718.010	39.784.486
<i>Total - loans</i>	53.369.294	69.185.491
4) Own shares	361.437	-
Total III - Investments	102.649.064	126.140.257
Total fixed assets B)	167.665.268	232.492.021
C) Current Assets		
I Inventories		
1) Raw materials and consumables	14.015.900	29.359.650
3) Contracts in progress	171.523.365	186.196.403
4) Finished goods and goods for resale	11.313.197	917.558
6) Assets and material in transit	2.827.143	5.875.213
Total I - Inventories	199.679.605	222.348.824
II Debtors		
1) Trade debtors:		
within the next financial year	150.438.076	190.212.172
beyond the next financial year	4.484.255	5.681
<i>Total trade debtors from:</i>	154.922.331	190.217.853
2) subsidiaries	81.352.463	52.630.963
3) associated companies	32.911.099	21.530.147
4) parent companies	4.694	17.524
5) other debtors		
a) tax authorities		
within the next financial year	56.914.810	40.400.420
Beyond the next financial year	24.796	20.716.076
<i>Total amount due to tax authorities</i>	56.939.606	61.116.496
b) personnel	835.314	769.777
c) social security institutions	1.546.165	1.851.691
d) deposits		
within the next financial year	3.815	75.426
beyond the next financial year	692.585	759.093
<i>Total deposits</i>	696.400	834.519
e) amounts due to equity investments	1.401.096	1.654.712
f) other receivables	61.074.843	55.549.448
<i>Total other debtors</i>	122.493.424	121.776.643
Total II - Debtors	391.684.011	386.173.130
III Investments which are not permanent		
6) Other investments	40.829.562	16.586.555
IV Cash at bank and in hand		
1) Bank and postal current accounts	120.864.148	126.215.424
3) Cash on hand	153.216	206.544
Totale IV - Cash at bank and in hand	121.017.364	126.421.968
Total current assets C)	753.210.542	751.530.477
D) Prepayments and accrued income	1.742.872	4.301.988
Total assets	922.618.682	988.324.486

BALANCE SHEET	LIABILITIES	
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	2001	2002
A) Equity		
I Subscribed capital	58.421.010	98.424.900
II Share premium reserve	8.757.495	67.836.096
III Revaluation reserve		
1) Rev. reserve Law no.72 19/03/83	—	—
IV Legal reserve	4.962.144	6.624.015
V Reserve for own shares	361.437	—
VI Statutory reserves	—	—
VII Other reserves		
1) Reserve for currency translation adjustment	19.879.615	(2.858.209)
2) Extraordinary reserve	3.711.221	22.244.945
3) Reserve for specific risks	798.334	798.334
4) Reserve for merger	14.929.668	14.929.668
5) Euro conversion difference	(2.271)	(2.271)
Total other reserves	39.316.567	35.112.467
VIII Profit (loss) carried forward	—	—
XI Profit (loss) for the financial period	33.237.407	11.876.192
Total equity A)	145.056.060	219.873.670
B) Provisions for risks and charges		
3) Other		
a) for contractual risks	79.720.965	50.944.154
b) for losses on equity investments	13.378.342	1.403.839
c) for taxation	—	3.300.000
Total provisions for risks and charges B)	93.099.307	55.647.993
C) Employee severance indemnity	7.803.532	11.149.623
D) Creditors		
2) Convertible debenture loans within the next financial year	36.152.491	—
3) Amounts due to banks within the next financial year	146.692.541	102.000.623
beyond the next financial year	90.940.688	33.944.609
Total amounts due to banks	237.633.229	135.945.232
5) Advances received within the next financial year	26.939.632	38.942.689
beyond the next financial year	36.599.563	72.453.173
Total advances received	63.539.195	111.395.862
6) Trade payables within the next financial year	119.498.718	150.586.510
beyond the next financial year	3.307.757	5.041.128
Total amounts to suppliers	122.806.475	155.627.638
8) Amounts due to subsidiaries	120.542.342	190.475.702
9) Amounts due to associated companies	46.421.032	58.154.402
10) Amounts due to parent companies		
11) Amounts due to tax administrations	19.859.822	6.581.551
12) Amounts due to Social Security Institutions	3.941.205	4.925.977
13) Other creditors		
a) other equity investments	4.486.530	7.096.282
b) deposits and cautions beyond the next financial year	35.654	12.676
c) personnel	7.718.948	4.219.653
d) other	11.525.288	15.875.287
Total other creditors	23.766.420	27.203.898
Total creditors D)	674.662.211	690.310.262
E) Accrued and deferred income	1.997.572	11.342.938
Total liabilities & equity	922.618.682	988.324.486

OFF - BALANCE SHEET ACCOUNTS

	2001	2002
A) Personal guarantees		
1) Guarantees for credit lines		
a) for subsidiaries	58.602.487	73.095.330
b) for associated companies	81.542.433	88.337.054
c) for third parties	19.812.496	22.320.664
Total guarantees for credit lines	159.957.416	183.753.048
2) Guarantees for works		
a) for subsidiaries	144.169.335	267.563.364
b) for associated companies	706.357.390	685.874.023
c) for third parties	375.550.846	377.858.070
Total guarantees for works	1.226.077.571	1.331.295.457
3) Other guarantees	139.888.312	115.996.883
Total personal guarantees A)	1.525.923.299	1.631.045.388
B) Other off-balance sheet accounts		
1) Third parties leased assets	21.324.728	23.062.969
2) Risk of recourse from factors	148.928.611	164.805.900
3) Other	24.099.428,0	27.452.250
Total other off-balance sheet accounts B)	194.352.767	215.321.119
C) Third party guarantees in our favour	17.772.423	20.906.128
Total off - balance sheet accounts	1.738.048.489	1.867.272.635

	2001	2002
A) Value of production:		
1) Net turnover from sales and services		
a) from contracts	627.281.153	521.998.014
2) Variation in inventories of finished goods & in work in prog.	(17.351.407)	-
3) Variation in contract in progress	28.234.116	68.610.986
4) Work performed for own purposes and capitalized	10.234.321	7.669.423
5) Other revenue	94.430.282	78.637.684
Total value of production A)	742.828.465	676.916.107
B) Costs of production		
6) For raw materials, consumables and other goods	63.368.446	99.762.305
7) For services	430.813.923	374.179.230
8) For use of assets owned by others	11.460.725	11.446.107
9) For personnel		
a) wages and salaries	44.983.677	56.358.281
b) social security charges	16.072.901	15.309.860
c) provisions for severance indemnities	2.772.135	3.484.925
e) other costs relating to staff	6.730.695	8.618.048
<i>Total personnel</i>	<i>70.559.408</i>	<i>83.771.114</i>
10) Amortisation, depreciation and write-down		
a) amortisation of intangible assets	23.315.441	22.032.159
b) depreciation of tangible assets	6.364.619	8.616.306
d) allowance for doubtful debtors included in current assets & other accounts included in cash at bank and on hand	10.186.418	14.399.819
<i>Total cost for amortisation, depreciation and write-down</i>	<i>39.866.478</i>	<i>45.048.284</i>
11) Variations in invent. of raw materials, consumables and Goods for resale	(2.156.112)	(15.114.375)
12) Risk allowances	42.257.753	11.256.809
14) Other operating charges	16.571.315	21.507.109
Total Costs of production B)	672.741.936	631.856.583
Difference between value and cost of production (A-B)	70.086.529	45.059.524
C) Financial income and charges		
15) Income from equity investments		
a) from subsidiaries	7.755.842	8.273.408
b) from associated companies	373.566	585.260
c) from other equity investments	1.042.580	838.650
<i>Total income from equity investments</i>	<i>9.171.988</i>	<i>9.697.318</i>
16) Other financial income		
d) other income not included above		
1) from parent companies	-	497.617
2) from associated companies	-	12.366
3) from others	13.899.653	18.677.570
<i>Total other financial income</i>	<i>13.899.653</i>	<i>19.187.553</i>
17) Interest charges and similar charges		
1) from subsidiaries		9.787.885
2) from associated companies		6.375
3) from others for other financial charges	41.098.351	32.163.644
<i>Total interest payable and similar charges</i>	<i>41.098.351</i>	<i>41.957.904</i>
Total (15+16-17)	(18.026.710)	(13.073.033)
D) Value adjustments in respect of investments		
19) Write-down		
a) of equity investments	17.204.646	3.433.168
b) of shares recorded under the current liabilities	2.055.960	1.277.133
Total adjustments (18-19)	(19.260.606)	(4.710.301)
E) Extraordinary income and charges		
20) Income		
a) other income	7.785.100	5.960.644
21) Charges		
a) capital losses on disposal of assets	253.453	300.439
b) taxation of previous years	4.989.237	3.388.226
c) other charges	7.107.276	8.023.007
<i>Total extraordinary charges (20-21)</i>	<i>12.349.966</i>	<i>11.711.672</i>
Total extraordinary charges (20-21)	(4.564.866)	(5.751.028)
Pre-tax result (A-B+C+D+E)	28.234.347	21.525.162
22) Income taxes on the income of the period		
a) current tax	15.651.686	4.954.829
b) deferred tax assets	(20.654.746)	4.694.140
Total taxes	(5.003.060)	9.648.969
26) Profit (loss) of the period	33.237.407	11.876.192

Explanatory notes to the parent company accounts

Basis of presentation

The activities carried out by the Company during the course of the 2002 financial year are reflected in the balance sheet and profit and loss accounts presented under the accounting structure described in this document. This document therefore contains the summary of values and items comprising the management activities pursued both nationally and abroad.

In certain cases detailed in the notes which follow, balance sheet and profit and loss headings and items for the previous financial year have been reclassified for presentation purposes.

The balance sheets and profit and loss account include values relating to foreign subsidiaries. The preparation of such accounts has been carried out using a multi-currency accounting system: the accounting results are converted into Euros by using official conversion rates extracted from the Official Italian Exchange Rates publications.

The balance sheet clearly and specifically identifies all the asset and liability headings.

The off-balance sheet accounts are detailed after the balance sheet presentation.

The Profit and Loss accounts show the typical attributes for the sector of activity in which the Company operates.

The exhaustive information includes the cashflow statement which is presented in attachment.

1. Valuation criteria used for the preparation of the balance sheet and profit and loss accounts

The accounts have been prepared in conformity with the legal provisions, which govern their preparation and have been presented in the form dictated by Law Decree no. 127 of 9 April 1991. The strict application of the principles of the business continuing as a going-concern, prudence, accruals and clarity lead to a true and correct representation of the Company's management for the period under review.

In respect of valuation criteria, the Company did not proceed to changes compared to those adopted for the previous financial year and fully satisfies the provisions of article 2426 of the Italian Civil Code and the accounting principles published by the National Council of Professional Accountants and Bookkeepers. Furthermore, for presentation purposes of the assets and liabilities and of the financial position, the amount of credit risk related to debtors and extra-contractual payments granted with recourse has been removed from the balance sheet to be presented in the off-balance sheet accounts.

Receivables and payables related to subsidiaries, associated and other companies, attributable for significant amounts to transactions with companies of a joint venture nature, have been expressed for the net value prevailing in the books of each individual counterpart.

The paragraph "related parties" details the gross amounts of debtors and creditors for the above-mentioned entities.

There have been no departures with respect to articles 2423 and 2423 bis of the Italian Civil Code.

It is also pointed out that the headings represented by Arabic numbers which do not show a balance in the current and the previous financial year have not been included in the accounting schedules; consequently, the numbering is not progressive.

The Balance sheet and the Profit & Loss account have been prepared in Euros, (without decimals), in accordance with art. 16 of Law Decree 213/1998 and art. 2423 para. 5 of the Italian Civil Code.

These explanatory notes have been prepared in thousand of Euros.

The consolidated group accounts have been prepared as provided for in Law Decree no. 127/91

Accounting principles and valuation criteria

The accounting principles and valuation criteria adopted by the Company comply with the measures dictated by art. 2426 of the Italian Civil Code and reflect those provided for by the National Council of Professional Accountants and Bookkeepers. The accounting principles and valuation criteria adopted are as follows.

Intangible assets.

Intangible assets represent costs and expenses with multi-year utility and have been accounted for and recorded on the basis of the cost effectively incurred inclusive of directly attributable ancillary charges.

This amount is presented in the accounts net of the relative amortisation, which is calculated in relation to the residual useful life of the asset; in particular:

- *Formation and expansion expenses* show charges incurred for the establishment and increase in Company capital and are amortised at a constant rate over five years;
- costs relative to the acquisition of *intellectual property* rights and licences, trademarks or similar rights are amortised on the basis of the expected length of time over which the asset will be used;
- *concession rights* represent the value, net of payments received, of the land rights relative to parking spaces, intended for sale, in car parks constructed in the municipalities of Turin and Bologna. Entering in the profit and loss account occurs in the year of sale;
- *construction site installation* costs show the costs incurred for the planning and organisation of contracts acquired and are amortised based on the physical progress of the contract;
- *tender preparation* costs, for participation in contract tenders (awaiting formal contract award), have been written down of the costs for which there is not a reasonable certainty of contract award; in the event of contract award, such costs are based on the physical progress of the works;
- other intangible assets are mainly related to the value of contractual rights within the scope of current initiatives both in Italy and abroad, to costs for studies and designs and other fixed assets.

With regard to amortisation policies of costs included in this item we highlight below the various methods utilised:

- the values of *contractual rights* are amortised, with respect to current legislation, on the basis of the progress of the relative contracts;
- expenses for *studies and project* are amortised, with respect to current legislation, on the basis of the progress of the relative contracts;

Tangible assets

The value of tangible assets, represented by fixed assets and of assets comprising machinery and equipment utilised for the purpose of production activity, has been on the basis of the purchase price or the construction cost, inclusive of directly attributable ancillary charges.

For certain property assets (land, buildings, plant, machinery and equipment), revaluations have been applied in application of Laws no. 72 of 19 March 1983 and no. 413 of 30 December 1991.

Costs for modernisation and improvement which extend the economical life of the assets are added to the value of the same.

Depreciation is calculated with the straight line method at a constant rate in relation to the residual useful life of the asset, within the limits of the tax rates considered representative of the estimated useful life of the asset.

Freely transferable assets are depreciated in accordance with the financial method over the lesser period between the useful estimated life of the asset and the duration of the concession.

For assets acquired during the year the depreciation rates are reduced by 50%. Payments into the plant account, reducing the cost of the assets to which they refer, are recorded at the time of formalisation of the relative resolution for payment.

Equity Investments

This includes the items relating to "equity investments", loans provided to investments and other loans of a financial nature.

Equity investments held by the Company, are valued at the purchase cost, inclusive of the revaluation applied in accordance with Law no. 72/83, or at the value of subscription or purchase. The cost is reduced for permanent value losses in the case where the equity investments have suffered losses and profits are not foreseeable within a reasonable length of time to an extent that will absorb the losses sustained. In the case of overall losses greater than the book value of the equity investments, the corresponding proportion of the shareholding is appropriated to a equity investments risk reserve, within provisions for risks and charges under liabilities.

If the reasons for the devaluation fail to occur in the financial year, the equity investments are revalued within the limits of the devaluation effected and the adjustment is entered in the profit and loss account.

Dividends are recorded on an accruals basis at the moment at which the right to drawing arises as a result of the resolution made by the Annual General Meeting of shareholders of the shareholding company, (by the Board of Directors in the case of controlled companies) to distribute the profit or, as appropriate, reserves. This is on the condition that the date of approval of the accounts of the shareholding company and the relative resolution for distribution of profits takes places prior to approval of the Company accounts.

Debtors and creditors

Debtors are stated at their presumed realisable value by means of the for doubtful debts net. Creditors are stated at their nominal value.

Debtors and creditors in foreign currency

Debtors and creditors denominated in foreign currencies are recorded at the exchange rate in effect at the date of the transaction.

Current assets and liabilities denominated in foreign currencies are restated at the prevailing exchange rate as the balance sheet date. Profits and losses, which result from the restatement, are recorded to profit and loss as items of a financial nature. Long-term assets and liabilities in foreign currency are restated at the prevailing exchange rate at the balance sheet date. The profit from the restatement is deferred to the financial year in which it will be realized.

Inventories of raw materials and consumables

Inventories are carried at the lower of costs or market value using the weighted-average cost method.

Contract in progress

Long term contract in progress at year end are stated in accordance with the stage of completion of the works performed, not yet officially recognized by the customer, and thus not yet billed and included in revenues, but identified with reasonable certainty, applying the method of the physical measurement, and evaluated on the basis of the revenue contractually agreed.

Through provision and utilisation of the contractual risks reserve, the operating margins of the contracts are adjusted for the purposes of entering these on an accruals basis.

For the purposes of verifying any loss margin at the end of individual contracts, to be recorded to profit and loss in compliance with the principle of prudence, comparison of the contractual payments and revenues associated with the contract, with the estimated costs for the entire duration is made.

Charges considered for execution of works include:

- raw material purchase costs;
- costs relative to services rendered by subcontractors;
- labour costs;
- indirect costs (sale costs, general costs and administrative costs).

The valuation of the contractual margins reflects the estimate made at the time of preparation of the financial statements, the assumptions used in the valuation are reviewed regularly, and the adjustments resulting from such process are recorded in the financial year in which such revision is made by creating the reserve for contractual works.

The contracts are considered completed on completion of all the main anticipated activities, including inspection support and acceptance by the customer. The valuation of reserves, as indicated by the Regulation implementing the Legal guidelines in relation to public works, being substantiation as a requirement of an economic content different than that which is 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.

Finished products and goods for resale.

This records the construction cost of building ventures ready for sale, which are however less than current market prices.

Investments which are not permanent.

Securities and investments that do not constitute fixed assets are recorded at the lower of the specific purchase cost, inclusive accessory charges, and the market value deduced from regulated market or from other financial market indicators.

Cash at bank and in hand

Cash and banks on hand represents the liquid amounts available at year end.

Accruals and deferred income

These are determined on an accrual basis.

Provision for risks and charges

Provisions for risks and charges are intended to cover liabilities of a determinate nature, of certain or probable existence, for which, however, at the end of the financial year the exact amount or the date in which the liability will determine an economic outflow cannot be determined.

Employee severance indemnity

The employee severance indemnity reserve is determined systematically on the basis of matured liability in conformance with current legislation and employment contracts in force in the countries in which the group operates.

This reserve shows the debt with respect to employees. Utilisation of the same occurs following the termination of employment and payment of redundancy in accordance with Law 297/82.

Off-balance sheet accounts

- Personal guarantees are mainly represented by commitments in favour of third parties and in the interest of Group companies against liabilities and other commitments taken on by the latter; these guarantees are recorded at the nominal amount of the guarantee provided.
- Purchase and sale commitments related to derivatives contracts which provides for the exchange of capitals, other activities or their differentials, are stated at the contract value; commitments for the other derivative contracts on related contracts are stated at the nominal value of the underlying asset.
- The risk of loss of recourse pertaining to transfers of receivables with recourse of debtors assigned to the factor is recorded at the nominal value of the receivables transferred.

Off-balance sheet accounts expressed originally in values other than the Euro, are measured to the exchange rate at the end of the year.

Income tax

Current income taxes are recorded in relation to the effective tax burden for the period based on a reasonable estimate, of the individual profit & loss items, in compliance with the tax regulations in force in the countries in which Group companies operate.

Deferred taxes are accounted for in accordance with the “*liability method*” and therefore reflect the fiscal effects resulting from the time differences between the fiscal values of the assets and liabilities and the respective values included in the consolidated accounts.

Deferred tax assets are recorded if there is a likelihood that such will be realized and deferred tax liabilities are not recorded if it is not probable that the liability will be paid. Deferred tax liabilities and deferred tax assets are recorded in the provisions for risks and charges and in other receivable, respectively.

Derivate products

The Group uses derivated products to manage exposure to fluctuations interest rate (IRS) and foreign currencies (DCS).

The differential on IRS for hedging of financing obtained is recorded on accrual basis to interest income/expense.

The Company contract foreign currencies swaps to cover the risk of fluctuation of foreign exchange rates on the financing contracts, especially for the long-term contracts.

Discounts or premiums on DCS (the difference between the spot rate and the forward rate at the contract inception) are amortised to profit and loss with the straight line method based on the duration of the contract.

Transactions with subsidiaries, associated, and related parties

Transactions with subsidiaries (consolidated and non-consolidated), with associated and with other related parties are carried out under normal market conditions.

There are no significant transactions of a commercial or financial nature entered into with the parent company.

Foreign permanent organisations

The accounting balances of foreign permanent organisations are recorded through a multi-currency accounting system and converted into Euros at the exchange rate prevailing at year-end. The amounts resulting from this accounting treatment used to comply with the tax legislation currently in force at the time of preparation of the accounts, are compared with those obtained on the basis of the current method provided for in the reference accounting principles in order to verify the overall consistency of such accounting treatment. The application of the above-described methodology results in the accounting for a foreign currency translation adjustment in the Company's reserve.

Profit and loss accounts

The positive and negative income components are recorded on an accruals basis. Revenues from the sales are recognised when the ownership is transferred which is generally upon delivery; revenues from services are recognised based on the services provided and in agreement with the relative contracts.

It is pointed out that the variation in inventories resulting from the profit and loss account does not coincide with the difference between the final inventories for the financial year and those of the previous financial year presented in the balance sheet, due to:

- difference in conversion rates adopted;
- transfer of receivable with recourse, which involved a series of claims with respect to the purchasers.

Foreign entities operating in high inflation rate countries show, where significant, the necessary adjustments for elimination of the effects of inflation.

2. Information on the balance sheet headings and off-balance sheet items and on the changes which have taken place in the corresponding headings for the previous financial year.

Assets

B.I - Intangible assets

This item amount to 57,687 thousand Euros and results from the accumulation of the changes represented in the detailed schedule attached.

The main movements that have involved the individual headings are summarised below.

B.I.1 – Formation and expansion expenses

This item in question, totalling 7,978 thousand Euros, has undergone a gross increase of 8,184 thousand Euros relating exclusively to the stock market listing project which took place in the month of June 2002. This increase can be allocated for approximately 7,000 thousand Euros to the capitalisation of costs incurred for the stock market listing project and for approximately 1,100 thousand Euros for the conversion of the convertible debenture loan bond; the decrease of 2,360 thousand Euros is attributable to the portion of amortisation for the period.

B.I.3 – Patents and rights to use patents of others

The heading in question totalling 574 thousand Euros, has seen a net decrease of 170 thousand Euros attributable to the portion of depreciation for the financial year and by an increase of 111 thousand Euros relative to the acquisition of various software with licences for an unlimited number of users.

B.I.4 - Concessions, licences, trademarks and similar rights.

This heading, recording a total of 568 thousand Euros, shows the value of land rights for car parking space for the Turin "Palazzo", Turin "C.so Stati Uniti" and Bologna "Piazza VIII Agosto" car parks. There have been no variations with respect to the previous financial year.

B.I.6 – Fixed assets in progress and advances

This heading, relating to costs sustained for the process of stock market listing, has been reclassified under the heading start-up and expansion costs upon completion of the process.

B.I.7.a –Construction site installation costs

The value recorded in the accounts of 8,754 thousand Euros presents a gross increase of 3,647 thousand Euros attributable to the charges incurred for plant and organisation of new sites in Italy and abroad.

B.I.7.b –Cost of preparing tender

The value recorded in the accounts present a net increase of 400 thousand Euros related to the capitalisation of costs incurred during the tender process in Italy and abroad for which there is reasonable certainty of being awarded the contract.

B.I.7.c - Other

This category amounts to 38,064 thousand Euros and presents a total increase of 31,593 thousand Euros mainly attributed to:

- an amount of 20,018 thousand Euros for the permanent organisation in Turkey further to the decision to put into liquidation the previous Joint Venture due to financial problems of the local partner; this includes the ancillary charges incurred for obtaining the necessary financing for the execution of the works;
- an amount of 11,575 thousand Euros for charges with multi-year utility pertaining to Italy and permanent organisations in Guinea, El Salvador and Venezuela, among which the following are highlighted:
- 1,751 thousand Euros of ancillary charges sustained for the financing agreed with the parent company Astaldi Finance, for which arrangements will be made for amortisation at a constant rate on the basis of the duration of the loan, anticipated over three years starting from 11 February 2002 until 11 February 2005;
- 1,591 thousand Euros of new capitalisation of costs relating to the Iricav Due contract, the progressive balance for which at the end of the year stands at 7,730 Euros. Moreover, during the course of the financial year, with respect to the dispute entered into with the assignor, the designated C.T.U. recognised part of the requests forwarded by the consortium, mainly relating to design and ancillary charges to the design for a total of 41,011 thousand Euros. Arrangements have been made for the proportional amortisation of our share of the capitalised costs for a total value to the profit and loss account of 7,026 thousand Euros;
- 471 thousand Euros, net of the portion of amortisation pertaining to the financial year charges, relating to the purchase of contractual rights for works in Algeria pertaining to our associate "Astaldi-Federici-Todini Kramis" Consortium;

Decreases are largely made up of amortisation of deferred costs for the Iricav Due contract, as well as other contracts in Italy and abroad, among which the most significant are those situated in Turkey and Tanzania.

B.II - Tangible assets

These include land and buildings, plant, machinery, vehicles, equipment and other assets, including tangible assets in course of construction and payments on account, for a total value of 48,664 thousand Euros.

Details of tangible assets are given in the attached schedule.

The most significant net variations partly relate to the normal renewal of asset, as well as to new investments, which have mainly involved classes of Specific plant and excavators, relative to the stable organisations located in El Salvador, Nicaragua and Turkey.

B.III - Investments

B.III.1 - Equity investments

Equity investments amount to 56,955 thousand Euros and are detailed as follows (amounts in thousand Euros):

e q u i t y i n v e s t m e n t s				
	12/31/2001	Increases	decreases	12/31/2002
equity investments in subsidiaries	36.820	2.002	(355)	38.467
equity investments in associated companies	9.992	6.969	(343)	16.618
equity investments in other entities	2.106	13	(249)	1.870
total	48.918	8.984	(947)	56.955

The most significant increase relates to associated companies and consist of the set-up of the project management company of 6,355 thousand Euros are highlighted, established as per art. 37 quinquies of Law 109/94, for the purposes of taking over the concession relationship for the design, construction and management of the new Hospital Centre in Mestre.

The decreases mainly involved equity investments in consortium companies that (i) partly completed the liquidation process and that have been deleted from the companies register, and (ii) partly have been written-down further to voluntary liquidation.

In addition, and in accordance of the regulations provided for by art. 2426-3 of the Italian Civil Code, it is stated that for certain equity investments in subsidiaries and associated companies detailed in the attached schedule, the accounting values, recorded on the basis of the acquisition price, are greater than those which would have resulted from the application of the equity method.

It is considered, nevertheless, that these values can be maintained inasmuch as they do not correspond to permanent losses in value. This is in consideration of the fact that for some of them – *the most significant being Mozambique, Malawi, Pakistan and Denmark* – negotiations are underway with the respective purchasing

bodies the results of which it is reasonable to consider can in part compensate for the increased costs incurred. For others, in particular Italstrade, there is a good development trend, in addition to other actions put in place in certain foreign areas for the resolution of disputes, in addition to the progressive increase in production and margins of the company.

To complete the information provided on equity investments it is also worth stating, that there are certain equity investments detailed in the attached schedule, showing net equity values, valued in accordance with correct accounting principles, greater than the respective values recorded in the accounts. These greater values are mainly attributable to the positive results realised by these equity investments, which can reasonably be considered for distribution to shareholders during the course of subsequent financial years.

B.III.2 – Loans

The heading in question amounts to 69,185 thousand Euros with an increase of 15,816 thousand Euros compared to prior year, mainly attributable to amounts due from factors for the relative transfer transactions. Please refer to the attached schedule at the end of these explanatory notes for further detailed analysis.

Amounts due to equity interests consist of transactions of a financial nature entered into by the Company, under market conditions, to support in particular, works in course of execution, mainly overseas, in addition to financing granted to companies in liquidation.

It is important to note that the Company's accounts do not present financial loans for which the repayment date exceeds 5 financial years.

It is also worth pointing out that it has been decided to record the total amount of 39,785 thousand Euros in "Other loans", pertaining for the majority of the value to the portion of the payment for granting of credit (with recourse) not paid by financial institutions.

B.III.4 - Own shares

During the course of the financial year, in view of the implementation of the Incentive plan approved by the Board of Directors on 28 February 2002, with the resolution of 23 April and 9 May 2002, the Company transferred its own shares free of charges previously held in the portfolio, to certain members of the Board of Directors, General Managers and Directors, proceeding with the related write-off and recording the effects in the profit and loss account in accordance with the provisions of Professional Accounts and Bookkeepers Accounting Principle no. 20.

C.I - Inventories

This caption amounts to 222,349 thousand Euros and includes:

- raw materials and consumable for 29,359 thousand Euros; with respect to the previous financial year an increase of 15,344 thousand Euros is recorded, to be related to the activities carried out in Guinea, El Salvador, Nicaragua, Turkey and Venezuela; the balance sheet variation does not reconcile with the one pre-

sented in the profit and loss accounts due to the effect of exchange rate variations in the accounting of foreign subsidiaries.

- contracts in progress for 186,196 thousand Euros. This amount is expressed net of the reserves granted with recourse for a total amount of 84,357 thousand Euros, for which the credit loss risk is reported in the off-balance sheet accounts.

The heading in question, increased by 14,673 Euros compared to last year is divided up as follows (amounts in thousand Euros):

– domestic	145,949
– international	40,247

- finished products and goods for resale amounting to 918 thousand Euros consist, on the one hand, of the balance of building ventures completed and proposed for sale and, on the other hand of the reclassification of the property located in Via Po, 10, for which the preliminary sale and purchase contract was stipulated in 2002. During the course of the financial year, this amount has been reduced further to the entire sale of property units in the “Leonardo da Vinci” in Prato for 10,396 thousand Euros;
- assets and material in transit for 5,875 thousand Euros; the increase compared to prior year amounts to 3,048 thousand Euros.

C.II - Debtors

Debtors are recorded for a total of 386,411 thousand Euros, net of the provision for doubtful debtors of 9,269 thousand Euros and the risks provision for delayed payment interest of 3,355 thousand Euros.

A systematic analysis of this heading is provided with identification for each component of the variation, which has taken place with respect to the previous financial year.

C.II.1 - Trade debtors

Trade debtors amount to 190,218 thousand Euros net of the provision for doubtful debtors and delayed payment interest and relate to amounts due from purchases, both following invoices issued, and for contract progress already certified, but still to be invoiced. With respect to the previous financial year it shows an increase of 35,296 thousand Euros. This variation refers mainly to contractual issues, which have characterised the activities of the stable organisation in Turkey, fully detailed in the management report.

In addition to the abovementioned during the course of the year receivables have been transferred with recourse which are summarised below to financial institutions, which have enabled part of the working capital to be converted into liquid funds.

(thousands of euro)	original credit	advanced amount	remaining credit
Turkey	60,000	50,000	10,000
italian contracts	54,277	42,772	11,505
total	114,277	92,772	21,505

Amounts due from the Venezuelan client of 74,622 thousand Euros, transferred in the previous financial year, were regularly collected in 2002.

The table that follows summarises the trend in the receivable transfers entered into in 2002:

(thousands of euro)	total credit 2001	2002 movements collected	credit	totale credit 2002
Venezuela	74,622	(74,622)	–	–
Turkey	–	–	60,000	60,000
Italian contracts	57,644	(57,644)	54,277	54,277
total	132,266	(132,266)	114,277	114,277

The movement in reserves relate to the write-down of the credit described below (amounts in thousand Euros):

provision for doubtful debtors	
value as of 12.31.01	14,568
– increases for the financial year	–
– utilisation of assets for the financial year	(5,299)
value as of 12.31.02	9,269

reserve for delayed payment interest	
value as of 12.31.01	2,535
– increases for the financial year	1,074
– utilisation of profits for the financial year	(168)
– utilisation of assets for the financial year	(86)
value as of 12.31.02	3,355

C.II.2 – Amounts due by subsidiary companies (52,631 thousand Euros)

With respect to the previous financial year the said account has recorded a decrease of 28,721 thousand Euros.

For an analysis of the composition of debtors, you are referred to the schedule at the end of these explanatory notes relative to transactions with related companies.

C.II.3 – Amounts due by associated companies.(21,530 thousand Euros)

With respect to the previous financial year the said account has recorded a decrease of 11,381 thousand Euros.

For an analysis of the composition of debtors, you are referred to the schedule detailed at the end of these notes relative to transactions with related companies.

C.II.4 – Amounts due by parents companies (17 thousand Euros)

Compared to prior year, this account has increased by 13 thousand Euros. This relates to relationships of a commercial nature entered into with Fin.Ast.

C.II.5 – Other debtors (121,777 thousand Euros)

This account presented net of the provisions for delayed payment interest on amounts due to tax authorities and on sundry debtors, shows a decrease of 717 thousand Euros and is presented as follows:

C.II.5.a – Amounts due by tax authorities (Euro/000) 61,116

The amount is presented net of a delayed payment interest reserve of 197 thousand Euros, which has not changed during the financial year.

The breakdown of this heading is presented as follows:

a m o u n t s d u e b y t a x a u t h o r i t i e s			
(thousands of euro)	Italy	abroad	total
A) indirect taxes			
VAT credit < 12 months	7,453	8,346	15,799
VAT credit > 12 months	7	20,692	20,699
Total I.T.	7,460	29,039	36,499
B) direct taxes			
D.T. credit < 12 months	15,836	1,212	17,048
D.T. credit > 12 months	–	–	–
total D.T.	15,836	1,212	17,048
C) advance tax credit	7,570	–	7,570
D) total amount due from the T.A.	30,865	30,251	61,116

For further explanation of the information given in the previous table it is stated that the foreign VAT credit mainly refers to:

- the stable organisation in Venezuela, of approximately 19,000 thousand Euros, for which it is reasonable to forecast that it will partly be absorbed by new works and partly it will be paid by the client;
- the stable organisation in Turkey of approximately 7,000 thousand Euros, which will be fully utilised at the time of billing of payments relative to the works carried out.

Also, with regard to the credit for direct taxes, mainly attributable to income taxes paid abroad, as well as taxed credits due on dividends collected, it is stated that the most significant amounts relate to the stable organisations in Turkey, Venezuela and El Salvador. For the purposes of rationalising the financial relation-

ships between group companies, it is useful to point out that by means of the simplified procedure, provided for in art. 43-ter of Presidential Decree no. 602 of 29th September 1973, the opportunity is being evaluated to transfer of part of the Corporate Income Tax receivables for which no reimbursement has been requested, to the Subsidiary Companies.

C.II.5.b – Amounts due by personnel (Euro/000): 770

Compared to previous financial year, this account present a decrease of 65 thousand Euros.

C.II.5.c – Amounts due by Welfare Institutions (Euro/000): 1,852

Compared to previous financial year, this account present an increase of 306 thousand Euros.

C.II.5.d – Deposits Euro/000 835

Compared to previous financial year, this account present an increase of 138 thousand Euros.

C.II.5.e – Amounts due by equity interests (Euro/000): 1,655

Compared to previous financial year, this account present a decrease of 254 thousand Euros.

C.II.5.f – Other debtors (Euro/000): 55,549

This amount is expressed net of the reserve for delayed payment interest of 7 thousand Euros. This reserve has decreased by 1,080 Thousand Euros compared to previous financial year following the collection of credit provided with respect to the Ministry for Internal Affairs.

Compared to prior year, such account decreased by 5,525 thousand Euros. The most significant amounts are summarized below:

- Amounts due by other debtors, for the sale of assets and services (services to subcontractors, sales of equipment and assets, sale of property assets), totalling 15,267 thousand Euros;
- Amounts due by subcontractors and suppliers, for contractual advances on services and supplies to be provided, of 26,675 thousand Euros;
- Amounts due for advances granted to members of the Board of Auditors established in relation to specific disputes in existence with purchasers, and amounts due by liquidators of 13,607 thousand Euros.

C.III – Investments which are not permanent

C.III.6 – Other investments (Euro/000): 16,587

The item in question, which has undergone an overall decrease of 24,243 thousand Euros due to the collection of investments in the portfolio as of 12/31/2001,

is made up of (amounts in thousand Euros):

other securities	
– venezuelan state investments	14,401
– other lesser value investments	2,186
– total	16,587

State securities from the Republic of Venezuela have been granted by the purchaser in payment for construction works on the Tuy Railway.

C.IV - Cash at bank and in hand

These amount to 126,422 thousand Euros and consist of Euro 207 thousand Euros of petty cash of the Head Office and working sites, and of 126,215 thousand Euros of deposits with banking institutions. Amounts held in foreign currency are valued at the exchange rate prevailing at the end of the period. The increase amounted to 5,405 thousand Euros.

D - Prepayments and accrued income

These amount to 4,302 thousand and have increased by 2,559 thousand Euros with respect to previous year.

These are made up of 1,249 thousand Euros related to accrued income from financial transactions and prepayments of 3,053 thousand Euros relative to insurance costs, commission on bonds, financing charges, interest and other residual value items. The heading in question relates to Italy for 3,713 thousand Euros and to foreign subsidiaries for the remaining amount.

Liabilities

A. - Equity

During the course of the 2002 financial year, by implementing the resolution of the General Meeting of Shareholders of 11 March of the same year, the par value of each share issued, originally 6.46 Euros, was increased to 7.00 Euros, with an increase in Company Capital of 4,883,490 Euros which occurred through the utilization of the "Share premium account". Subsequently, the company proceeded with a share split, replacing each share of 7.00 Euros with 7 new shares of nominal value of 1.00 Euro each.

It is also pointed out that, on 6/6/02, due to the effect of the listing of the Parent company on the stock exchange, the resolution to increase the Company Capital by additionally 20,300 thousand Euros took place by stet, subscription and payment of 20,300 thousand new shares, with a par value 1 Euro each at the unit price of 3.1 Euros, with an increase at the same time in the share premium reserve for a total of 42,630 thousand Euros.

During the course of the first six months of the 2002 financial year, the company finally proceeded with the conversion of debenture loans, issued in compliance

with the resolution of the General Meeting of Shareholders on 20 July 2000, into shares for a value 36,152 thousand Euros.

Of the amount for 14,820 thousand Euros, has increase the Company Share Capital, with a conversion ratio of 7 new shares for each converted bond; the remaining amount of 21,332 thousand has been allocated to the share premium reserve. As a result of the abovementioned transactions, at the end of the company financial year, the Company capital of the parent company Astaldi S.p.A. totalled 98,424,900 Euros and is made up of 98,424,900 shares of nominal value 1 Euro each.

Equity amounts to a total of 219,874 thousand Euros, inclusive of the profit for the year of 11,876 thousand Euros.

The movements in equity are detailed as follows:

I. Share capital

Value as of 31.12.01	Euro/000	58,421
Represented by 9,043,500 ordinary shares of par value 6.46 Euros each.		
Value as of 31.12.02	Euro/000	98,425
Represented by 98,424,900 ordinary shares of par value 1.00 Euro each.		

As of 31 December 2002 the Company Shareholders Register shows the following position:

- Interbanca S.p.A. owns 9,434,950 shares equivalent to 9.586%;
- Capitalia S.p.A. owns 4,599,250 shares equivalent to 4.673%;
- Fin.Ast. S.r.l. owns 39,338,033 shares equivalent to 39.968%;
- Finetupar S.A. owns 11,941,967 shares equivalent to 12.133%;
- Gartmore Investment Management PLC owns 1,987,181 shares equivalent to 2.019%.

II. Share premium reserve

Value as of 31.12.01	Euro/000	8,757
Value as of 31.12.02	Euro/000	67,836

The heading in question results from the following changes:

- an overall increase of 63,962 thousand Euros, of which 21,332 thousand Euros relates to the conversion of debenture loans and 42,630 thousand Euros relates to the listing of ordinary shares on the Stock Exchange;
- an overall decrease of 4,883 thousand Euros, attributable to the free increase in company capital.

IV. Legal reserve

Value as of 31.12.01	Euro/000	4,962
Value as of 31.12.02	Euro/000	6,624

The increase of the legal reserve of 1,662 thousand Euros results from the destination of part of the result for the 2001 financial year, as deliberated by the general shareholders' meeting on 11 March 2002.

V. Reserve for own shares

Value as of 31.12.01	Euro/000	361
Value as of 31.12.02	Euro/000	–

Following the free of charges transfer of own shares to certain employees, and in accordance with the incentive plan approved by the Board of Directors, such reserve has been reclassified under the extraordinary reserve.

VII. Other reserves

1) Reserve for currency translation adjustments

Value as of 31.12.01	Euro/000	19,880
Value as of 31.12.02	Euro/000	(2,858)

The decrease of such reserve is due to the changing effects resulting from the application of multi-currency accounting of foreign subsidiaries which involves the management of transactions in the original currency and conversion at year-end into Euros for the sole purpose of the preparation of the accounts for the financial year; a notable influence has been exerted by the depreciation, with respect to the Euro, of the value of the US dollar, as well as associated currencies. This is the currency in which certain important contracts for works overseas are denominated and carried out through permanent organisations. The results of these fluctuations are considered temporary and physiological with respect to the specific nature of the reserve, and do not therefore demonstrate permanent effects.

2) Reserve for specific risks

Value as of 31.12.01	Euro/000	798
Value as of 31.12.02	Euro/000	798

3) Extraordinary reserve

Value as of 31.12.01	Euro/000	3,711
Value as of 31.12.02	Euro/000	22,244

The heading in question during the course of the 2002 financial year has undergone an overall increase of 18,533 thousand Euros, detailed as follows:

- 18,172 thousand Euros following the allocation of part of the profit for the 2001 financial year, resolved by the General Meeting of 11 March 2002;
- 361 thousand Euros following the reclassification of the reserve for own shares.

4) Merger advance reserve

Value as of 31.12.01	Euro/000	14,930
Value as of 31.12.02	Euro/000	14,930

5) Euro conversion difference

Value as of 31.12.01	Euro/000	2
Value as of 31.12.02	Euro/000	2

The schedule detailing the equity variations is attached at the end of these explanatory notes.

B. - Provisions for risks and charges

At 31 December 2002, provisions for risks and charges amount to 55,648 thousand Euros, against 93,098 thousand Euros for the previous year.

The movement for the financial year of this provision is detailed as follows:

movements on provision for risks and charges					
(thousands of euro)	value at 12.31.01	appropriations for the financial year	utilisations for fin. year profit & loss	balance sheet	value at 12.31.02
– provision for contractual risks	79,720	11,257	(40,033)	–	50,944
– provision for losses on equity investments	13,378	253	(13)	(12,214)	1,404
– taxation	–	3,300	–	–	3,300
total	93,098	14,810	(40,046)	(12,214)	55,648

- With regard to the provision for contractual risks, it is worth highlighting that this is established to cover the progress and final contract results, as well as for the purpose of entering the margins on an accrual basis.
- With regard to the utilisation of the provision for losses on equity investments, an amount of 12,214 Euros is attributable to the definition of certain agreements related to the shareholding in Astaldi for ventures underway in Morocco. Appropriations relate to the effect resulting from the devaluation in equity investments in the companies put into voluntary liquidation, for the purposes of providing for losses, of a fixed nature, and of certain or probable existence, but for which the amount and the date of the extraordinary costs are not determined at the end of the financial year;
- The taxation reserve amounting to 3,300 thousand Euros, has been established to cover the following:
 - Probable charges of 1,400 thousand Euros resulting from an amicable settlement – *only for the purposes of avoiding the costs and time of the dispute, not therefore implying any admission or recognition of the fiscal claim* - for the dispute arisen with the Entries Agency, in relation to the presumed tax omission, by the Company and incorporated Dipenta S.p.A. Group, for the so-called contractors reserve, for the tax periods from 1997 to 1999. For the purposes of further clarification it is useful to point out that the tax periods 1995 and 1996, are respectively subject to a legal settlement, in accordance with art. 48 of Law Decree 546/92 and to an assessment in compliance with the provisions of Law Decree 218/97;
 - Estimated charges of 1,900 thousand Euros which could result from the declaration for automatic definition of previous years, provided for by Law 27/2003. Recourse to this institution enables anticipated definition, with respect to the ordinary assessment period, for tax purposes of the tax period not yet subject to verification by the Finance Department and relating to Astaldi S.p.A., as well as the incorporated companies Dipenta S.p.A. and Italstrade S.p.A.

C. - Employee severance indemnity

employee severance indemnity						
(thousands of euro)	value as of 12.31.01	increases for financial year	decreases for financial year	exchange difference	transfers	value as of 12.31.02
– employee severance indemnity	7,804	3,485	(691)	(86)	638	11,150

D. - Creditors

With regard to creditors, during the course of the financial year, and in connection with the stock market listing project (refer to comments the heading in Equity), arrangements were made to eliminate the debenture loan of 36,152 thousand Euros with the resulting conversion into company shares.

The heading in question is detailed as follows:

D.3 – Amounts due to banks Euro/000 135.945

This heading has seen a decrease of 101,688 thousand Euros.

The decrease relates principally to the definition of certain debt positions by means of the use of funds collected through the issue of a debenture loan by our subsidiary Astaldi Finance.

Amounts due to banks included in the balance sheet which are supported by guarantees are detailed by type and nature as follows:

■ CARISBO LOAN – Euro/000 7,497

Secured by mortgage of 18,076 thousand Euros on the building relating to the Bologna car park.

■ CARIPRPC LOAN – Euro/000 729

Secured by mortgage of 2,789 thousand Euros on the building relating to the Turin (Office block) car park.

In the period the mortgage entered into with Credito Emiliano on buildings for the “Leonardo da Vinci” management centre in Prato and the mortgage entered into with Mediocredito on the building relating to the Turin car park (Corso Stati Uniti) have been estinguished.

In relation to unsecured financing, a total repayment of 14,623 thousand Euros was made during the financial year.

All the abovementioned creditors are classified under amounts due after the financial year net of the portions becoming due during the 2003 financial year.

D.5 – Advances received Euro/000 111,396

This heading consists of advances paid by purchasers for the execution of the contracts. The increase of the period of 47,856 thousand Euros principally relates to contracts for foreign permanent organisations, more specifically:

– Turkish subsidiary	Euro/000	17,992
– El Salvadorian subsidiary	Euro/000	13,708
– Venezuelan subsidiary	Euro/000	10,561
– Guinean subsidiary	Euro/000	9,271
– Algerian subsidiary	Euro/000	5,167
– Congolese subsidiary	Euro/000	4,481

With regard to decreases, the most significant variations of 11,941 thousand Euros relate to the definition of contractual advances obtained for contracts in Italy, and 2,027 Euros to contracts in the Tanzanian subsidiary.

D.6. – Trade creditors Euro/000 155,628

The heading has undergone an increase with respect to the previous financial year of 32,821 thousand Euros. It is stated that this relates largely – to the extent of around 30,000 thousand Euros – to activities carried out by the permanent organisation in Turkey and directly connected to the delay in collection of amounts due for work carried out, as well as to the stable organisation in Guinea Konakry and pertaining, among other things, to the charges incurred for site plant and organisation.

D.8. – Amounts owed to subsidiary companies Euro/000 190,476

The heading in question has undergone a net increase with respect to the previous financial year of 69,933 thousand Euros; this increase relates essentially to the financing contract stipulated with our subsidiary (Astaldi Finance) amounting to 148,248 thousand Euros and for which the transactions are detailed in the management report in accordance with the current legislation.

For an analysis of the composition of creditors, please refer to the schedule detailing the transactions with related parties attached at the end of these explanatory notes;

D.9 – Amounts owed to associated companies Euro/000 58,154

The heading in question has undergone a decrease with respect to the previous financial year of 11,733 thousand Euros.

For an analysis of the composition of creditors, please refer to the schedule detailing the transactions with related parties attached at the end of these explanatory notes;

D.11 – Amounts owed to tax administration Euro/000 6,582

The heading shows a decrease of 13,278 thousand Euros compared to previous year and includes appropriation of taxation on income for the period.

The decrease relates essentially to compensation for foreign tax credits and advances already paid during the course of the financial year for Regional Production Tax (IRAP).

D.12 – Amounts owed to Social Security Institutions Euro/000 4,926

This item shows an increase of 985 thousand Euros.

D.13 – Other creditors Euro/000 27,204

Compared to previous financial year, this account shows an increase of 3,437 thousand Euros.

As already detailed in the accounts this heading is divided up as follows:

D.13.a – Other entity interests Euro/000 7,096

This heading shows an increase of 2,610 thousand Euros compared to previous year.

D.13.b – Deposits and caution money Euro/000 13***D.13.c – Amounts due to personnel Euro/000 4,220***

This heading details the amount due for salary payments for the month of December, as well as the amount due for holiday pay and shows a decrease with respect to the previous financial year of 3,499 thousand Euros.

D.13.d – Sundry creditors Euro/000 15,875

This heading shows an increase of 4,350 thousand Euros compared to previous year.

The most significant amounts are summarised below:

- Amounts due to representative companies, within the scope of work carried out through the establishment of Joint ventures, for collections made in their name and on their behalf of 3,432 thousand Euros;
- Confirmatory deposits and advances of 2,068 thousand Euros on the total price paid in relation to preliminary sale and purchase agreements pertaining partly to property units relative to two car parks in Turin;
- Other items relating to transactions not directly involved with production activity, but in any case associated, of 10,375 thousand Euros.

E. Accrued and deferred income

Accrued and deferred income show a balance of 11,343 thousand Euros with an increase of 9,345 thousand Euros compared to previous year. These consist of accrued liabilities for 11,236 thousand Euros and deferred income for 107 thousand Euros.

The heading includes 9,758 thousand Euros of accrued liabilities for financing interest stipulated with the Astaldi Finance for and for the remaining part of accrued liabilities which largely relate to the accounting of interest on loans and financing, as well as to fourteen month salary payments.

Off-balance sheet accounts**A) Personal guarantees**

The total amount recorded in the accounts is 1,867,273 thousand Euros and relates to the following matters:

1. guarantees for credit lines, intended to ensure a regular cash-flow on the individual contracts, issued in the interests of subsidiary, associates and other equity investments, established specifically for the purpose in accordance with current legislation governing public works.

2. guarantees for contracts issued, in the interests of the Company, Banking Institutions and/or Insurance Companies, in favour of Purchasing Bodies for various purposes on behalf of subsidiaries, associates and third party purchasers also on behalf of other shareholding companies, for a total amount of 1,331,295 thousand Euros;
3. other guarantees, for a total of 115,997 thousand Euros split up as follows:

fidejussioni

(thousands of euro)

guarantees issued in favour of:

- subsidiary companies	57,197
- associated companies	50,797
- third parties	8,003

B) Other off-balance sheet accounts

This heading, which totals 215,321 thousand Euros, is made up as follows:

- 164,806 thousand Euros for the credit loss risk resulting from the transfer of debtors with recourse to Factors;
- 23,063 from the commitments resulting from leasing contracts stipulated for the purchase of movables and immovables in Italy and abroad; the method adopted to account for leasing is that provided for by tax legislation for entry in the profit and loss account of instalments, inclusive of the portion of capital and interest. Adoption of the so-called financial method would have resulted in a net balance sheet asset of 3,781 thousand Euros and a profit for the year of more than 1,301 thousand Euros net of the taxation effect.

The amount included under the heading others is attributable to extra-contractual works, paid as a temporary item, pertaining to construction works on the hydro-electric plant of Pont Ventoux in Val di Susa, on behalf of A.E.M. Turin. For comparison purposes, the previous year amount has been reclassified.

C) Third party guarantees in our favour

The heading totals 20,906 thousand Euros and represents guarantees issued by Credit Institutions and by Insurance Bodies, in the interest of Italian and foreign suppliers and subcontractors, in relation to the contractual obligations assumed by them with respect to ourselves.

3. Information on the composition and on specific headings of the profit and loss accounts

With regard to the profit and loss accounts, the main evolutions are the following:

- a. revenues and the value of services resulting from contracts of the company's core activities amount to 521,998 thousand Euros; compared to previous year this shows a downturn of around 17% mainly due to the slowing down of works in Turkey, due to the situation previously mentioned and extensively commented in the management report;

The break-down by contract category, including the variation in inventories of 68,611 thousand Euros compared with the 2001 financial year, is detailed in

the table which follows.

contract revenues by line of business				
(thousands of euro)	2001	%	2002	%
– transport infrastructure	560,006	87.7	509,215	86,2
– hydraulic works and energy production plants	56,113	8.8	35,194	6,0
– civil and industrial building	22,045	3.5	46,200	7,8
total	638,164	100.0	590,609	100,0

The overall production of works carried out in 2002 amounting to 590,609 thousand Euros has decreased by approximately 8% as described in the following table expressed in thousand of Euros.

details on contract revenues			
(thousands of euro)	Italy	abroad	total
– opening work in progress	(206,784)	(22,609)	(229,393)
– closing work in progress	243,759	54,246	298,005
– revenue from invoicing of multi-year contracts	295,951	224,910	520,861
– revenue from invoicing of annual contracts	1,136	–	1,136
total	334,062	256,547	590,609

The geographical distribution is presented as follows.

contract revenues by geographical area				
(thousands of euro)	2001	%	2002	%
– Italy	409,349	64.2	334,063	56,3
– Europe	37,256	5.8	83,846	14,3
– America	155,020	24.3	122,090	20,8
– Africa	36,539	5.7	50,610	8,6
Total	638,164	100.0	590,609	100,0

b. Other revenue and income of 78,638 thousand Euros are mainly represented by income not directly connected with the production activities for Company contracts but of a continuous nature during the course of the various financial years. These also include the overall results of the sale of property units located in Prato and Milan.

Compared to previous financial year, such revenues have decreased by 15,793 Euros.

The detailed analysis, in thousand Euros, is as follows.

other revenues	
(thousands of euro)	
– rents receivable	1.582
– insurance premiums	919
– rentals	1.451
– capital gain on debtor purchase and sale	496
– capital gain on sale of fixed assets	911
– revenue from sale of goods	3.003
– miscellaneous income	2.313
– discounts and allowances receivable	191
– services provided to third parties	12.438
– extraordinary income, inexistence of liabilities and other	9.872
– sponsorship	4.166
– utilisation of provision for risks and charges	40.046
– utilisation of other reserves	1.249
total	78.638

Fixed assets for internal use, already detailed in heading BI – intangible fixed assets – amount to 7,669 thousand and consist of capitalised costs;

- d. costs of production costs amount to 631,857 thousand Euros with a relative decrease compared to previous financial year of approximately 6%. In addition to staff costs, these are mainly consist of costs for services and charges other than management charges.

In particular:

- costs for services relate to:
 - consortium costs of 206,465 thousand Euros;
 - subcontracts and materials in use for a total of 91,561 Euros;
 - other production costs of varying types of 76,153 thousand Euros, which include, essentially, technical consultancy costs, processing and services, transport and maintenance, taxation and administrative service and directors' and auditors' emoluments. These latter two categories amounting to 10,610 thousand Euros were reclassified in 2001 for the comparison purposes;
- costs for use of assets owned by others of 11,446 consist of:
 - hiring charges of 4,006 thousand Euros;
 - leasing costs of 7,084 thousand Euros. This heading relates to 1,658 Euros of leased instalments paid for the use of the Head Office building;
 - maintenance costs on third party assets of 137 thousand Euros;
 - other hiring costs of 219 thousand Euros.
- other operating charges, expressed in thousands of Euros relating to:

other operating charges	
– insurances	4,787
– fiscal charges	3,540
– capital losses on disposal of assets	302
– extraordinary charges and non-existent liabilities due to value adjustments	8,416
– utilities and rentals	4,462
total	21,507

For the purposes of further clarification it is stated that taxable charges mainly relate to indirect taxes including stamp duty, ICI, government concessions and registration taxes incurred in Italy and abroad;

- the cost of raw materials, consumables and goods for resale, net of stocks, amounts to 84,648 thousand Euros.

C15 / C16 – Financial income: 28,885 thousand Euros

Income from equity investments amounts to 9,697 thousand Euros and is divided up as follows:

- profits from subsidiaries of 6,237 thousand Euros relating mainly to:
- R.I.C. – Railway International Construction 6,000 thousand Euros, in addition to 237 thousand Euros pertaining to certain equity investments which have completed the liquidation process.
- Profits from associated companies of 585 thousand Euros relating essentially to:

– Novocen Consortium Euro/000 537

In addition to 46 thousand Euros pertaining to certain lesser equity investments, which have completed the liquidation process.

Profits from other companies following liquidation Euro/000 826

Other financial income amounting to 19,187 thousand Euros are represented by the following headings (in thousand Euros):

other financial income	
(thousands of euro)	
– commission on guarantees	2,448
– interest receivable on bank current accounts	5,095
– interest receivable from third parties	2,009
– interest on securities	120
– exchange rate gains	5,661
– profits resulting from cover transactions	3,854
total	19,187

C17 – Interest payable and similar charges: 41,958 thousand Euros

Interest and other financial charges for the financial year include the following headings in thousand Euros:

interest payable and charges	
(thousands of euro)	
– commission on guarantees	6,947
– interest payable to banks on short-term debt	4,644
– interest payable to banks on long-term debt	16,974
– charges resulting from cover transactions	3,074
– factoring charges	4,754
– exchange rate losses	3,281
– discounts and other financial charges	2,284
total	41,958

Interest payable to credit institutions on long-term debt is detailed as follows:

– loan interest Euro/000 478
– financing interest Euro/000 16,496

D – Value adjustments in respect of investments

Balancing of losses. Euro/000 2,734
• of subsidiary companies Euro/000 2,731
• of other entities Euro/000 3

The most significant value adjustments are the following:

- the loss incurred, in relation to the balance sheet deficit, by the subsidiary Alosa immobiliare S.p.A. in liquidation of 1,585 thousand Euros. This loss is directly connected to the payment made by the Company in the capacity of guarantor of the final instalment of bank debt guaranteed by the shareholders. It is also worth pointing out that the liquidator's activities aimed at asset recovery are continuing, by means of transactive solutions, which should make

it possible to compensate for the result with the remaining debt not guaranteed by shareholders;

- the loss related to the liquidation of the company AS.H.FO. Congo of 1,144 thousand Euros;

<i>Write-down of equity investments</i>	<i>Euro/000</i>	446
• in associated companies	Euro/000	282
• in subsidiaries	Euro/000	144
• in other entities	Euro/000	20

This relates to the joint effect of the write-down of the equity investments in companies in liquidation and of the capital transactions in other equity interests.

<i>Appropriation to equity investments risks provision</i>	<i>Euro/000</i>	253
• by subsidiaries	Euro/000	181
• by associated companies	Euro/000	72

The heading in question relates to the setting aside of the portion of balance sheet deficit particularly with reference to companies in liquidation.

E – Extraordinary income (charges): (5,751) thousand Euros

Extraordinary charges results from the summation of extraordinary income and charges and non-existence of assets and liabilities of an extraordinary nature and totals 5,961 thousand Euros.

Among the most significant, we highlight the following:

- Extraordinary income resulting from the significant appropriation in the current year accounts of the tax burden of 2,225 thousand Euros related to the previous financial year;
- The non-existence of liabilities totalling 1,333 thousand Euros recorded, respectively for 651 thousand Euros to result from assets in liquidation of an associate previously active in the Republic of Congo and 682 thousand Euros related to the overturning of penalties previously debited by the Iricav Uno Consortium;
- Extraordinary income resulting from increased costs previously set aside related to employee costs of 1,157 thousand Euros;
- Extraordinary income resulting from the absence of assessment of sponsorship income from adjustment of increased costs from third party suppliers for a total of 889 thousand Euros.

Extraordinary charges include, for a total of 11,712 thousand Euros, damages, extraordinary costs and non-existence of assets, transactions, contractual penalties and other residual value charges.

Among the most significant items, the following are highlighted:

- The cost of taxation related to previous financial years of 1,535 thousand Euros in respect of charges set aside to cover the current dispute with the Entries Agency, furthermore with amicable settlement underway;
- Appropriation of charges related to declaration for automatic definition for previous years provided for by Law 27/2003 for a total of 1,900 thousand Euros.

4. Explanatory notes concerning point 22 of the accounts

Income taxes	Euro/000	9,649
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This amount is made up on the one hand of current taxes, which are the overall responsibility of Head Office of 4,955 thousand Euros, whilst 4,694 thousand Euros represents the net effect of deferred taxation which is composed as follows.

1) reversal of temporary differences from previous years (values expressed in Euros)

(euro)	corporate income tax		regional production tax		total
	taxable amt.	tax	taxable amt.	taxable amt.	
directors emoluments	(504,289)	(181,544)	–	–	(181,544)
representation and maintenance costs	(129,624)	(46,665)	(129,624)	(3,361)	(50,026)
utilisation of taxed reserves	(52,260,234)	(18,813,684)	(40,033,000)	(1,164,270)	(19,977,954)
foreign shareholding losses	(4,471,411)	(1,609,708)	–	–	(1,609,708)
total 1)	(57,365,558)	(20,651,601)	(40,162,624)	(1,167,631)	(21,819,232)

2) temporary differences deductible in subsequent years

(euro)	corporate income tax		regional production tax		total
	taxable amt.	tax	taxable amt.	taxable amt.	
directors emoluments	484,576	174,447	–	–	174,447
representation and maintenance costs	115,577	41,608	115,577	3,361	44,969
utilisation of taxed reserves	11,256,809	4,052,451	11,256,809	327,379	4,379,830
foreign shareholding losses	–	–	–	–	–
total 2)	11,856,962	4,268,506	11,372,386	330,740	4,599,246

3) reversal of temporary taxable differences from previous years

(euro)	corporate income tax		regional production tax		total
	taxable amt.	tax	taxable amt.	taxable amt.	
utilisation of fiscal reserves	40,033,000	14,411,880	40,033,000	1,164,270	15,576,150
shareholders dividends	6,610,648	2,379,833	–	–	2,379,833
total 3)	46,643,648	16,791,713	40,033,000	1,164,270	17,955,983

4) temporary differences taxable in subsequent years

(euro)	corporate income tax		regional production tax		total
	tax	taxable amt.	taxable amt.	tax	
taxation reserves appropriation	(11,256,809)	(4,052,451)	(11,256,809)	(327,379)	(4,379,830)
total 4)	(11,256,809)	(4,052,451)	(11,256,809)	(327,379)	(4,379,830)

5) total fiscal losses utilised during the period

(euro)	corporate income tax		regional production tax		total
	taxable amt.	tax	taxable amt.	taxable amt.	
fiscal losses utilised	(2,917,522)	(1,050,308)	–	–	(1,050,308)
total 5)	(2,917,522)	(1,050,308)	–	–	(1,050,308)
general total (1+2+3+4+5)		(4,694,140)		–	(4,694,140)

The residual amount of advance tax of 7,570 thousand Euros recorded as debtors in current assets and to be recovered in future financial years is mainly attributable to:

- Tax losses carried forward of 7,047 thousand Euros, for which there is a reasonable certainty of obtaining future taxable income which will be able to absorb them, within the period in which the same are deductible in accordance with current tax legislation;
- Allowed made for statutory purposes, not deducted for tax purposes in the respective years of formation of 13,921 Euros and other temporary differences.

With reference to the information given in the explanatory notes to the accounts for the financial year ended 12/31/2001 it is stated that the Tax Authorities, in relation to claims, contained in the P.V.C. notified to the company and the incorporated company Gruppo Dipenta S.p.A., relative to the presumed omitted taxation of the so-called contractor's reserve, through the regionally responsible tax authorities, in response to the request for cancellation in self-protection against the respective adjustment notices for the 1995 tax year, as well as the request for partial archiving for other years (from 96 to 99), communicated to the Company:

- the non-applicability of art. 60 paragraph two of the Consolidated Tax Act to the case in question contested by the tax authorities, except for those relating to so-called geological surprises;
- the possibility of settling the dispute relative to the latter case in question by means of recourse to judicial arbitration, with regard to the tax period 1995 and assessment with compliance for the years from 1996 to 1999.

The Company, having considered that the reserves which were the subject of the dispute traceable to the geological unpredictability represented around 2% of the overall value of the entry, decided to proceed to settle the dispute presented by the taxation authority making recourse to judicial arbitration for the 1995 financial year and assessment with compliance for 1996, whilst formal agreements for the subsequent years from 1997 to 1999 are in the process of settlement.

The total cost of the entire settlement is equal to around 1.5 million Euros, of which 1.4 million Euros has been provided for as already commented on previously and for the difference already expensed to the profit and loss account.

To complete the information concerning the dispute raised by the tax authority in P.V.C. 01/19/2001, with reference to the entry pertaining to the presumed non-deductibility of the losses incurred by certain Joint ventures – *located in non-community countries and settled by the Parent company during the tax years 1997, 1998 and 1999, in application of art.61 paragraph five of the Consolidated Tax Act* – it must be noted that the Tax Authorities with communication number 7 of 02/05/2003 paragraph 13 took the opportunity to explain, in response to a specific query, that negative payments, deducted in accordance with art. 61 paragraph five of the Tax Law, do not adhere to the valuation of the minimum value of the equity investment, therefore representing a deductible cost for the financial year without limitation and not a devaluation.

With the expected abovementioned arguments it is conclusively considered that the tax disputes which are still being claimed today are very unlikely to result in a probable liability for the parent company.

5. Transactions with related parties

In accordance with the provisions of the Consob communications no. 97001574 of 20 February 1997 and no. 98015375 of 27 February 1998, the most significant amounts resulting from relations of a financial and commercial nature entered into with non-consolidated shareholding companies are highlighted below (amounts in thousand Euros).

Credits of a financial nature

S u b s i d i a r i e s	
- Railway International Construction S.p.A.	7,747
- Astaldi - Columbus -Nicaragua Consortium	356
- Italstrade S.p.a. (post-merger)	5,557
- TE.CRO. S.c.r.l. - Rome - Italy	778
- Astaldi Arabia Ltd	137
- Euroast S.r.l.	144
- Olbia Mare Consortium in liq.	1
- DP 2M S.c.r.l. in liquidation	44
- Mormanno S.c.r.l. in liquidation	111
- Siva S.r.l. Italy	21
total	14,896

a s s o c i a t e s	
- Messina Stadio S.c.r.l. - Rome - Italy	2,508
- Alosa Immobiliare in liquidation S.p.A.	1,250
- So.Gr.es.Scpa	129
- Astaldi - Ferrocemento JV	1,100
- Recchi S.p.A.- Astaldi S.p.A. Consort.	1,144
- Isclero Srl	1,519
- Nuovo Polo Fieristico Srl	550
- Consorzio Ghella Astaldi - WTC	680
- Valle Caudina S.c.r.l. - Rome - Italy	354
- SO.GE.DEP. S.r.l. in liquidation	271
- Consarno-Castellammare di St. Cons.	220
- S.E.I.S. S.p.A.	125
- Contuy Medio Consort. - Venezuela	117
- Marsico Nuovo Srl	30
- DI.SA. Disinquinamento Sarno S.c.r.l.	95
- S.A.A.L.P. snc	466
- Santangelo S.c.r.l. in liquidation -	120
- V.A.S.CO. Imprese Riunite - Rome	79
- Ecosarno S.c.r.l. - Sesto S.Giovanni	52
- Piceno S.c.r.l. - Milan - Italy	287
- Principe Amedeo Srl	46
- S.E.P.Soc. en Partic.Ast S.p.A.Tunisia	16
- Hydro Honduras Sa-Honduras	59
- HECA S.p.A.	15
- ME.SA. S.c.r.l. - Naples In Liq.n	1
- Roma Sud S.c.r.l. in liquid.- Rome	2
- AFT Kramis Consortium	101
- Ghella -Astaldi & Asociados Cons.	101
total	11,437

Commercial transactions

s u b s i d i a r i e s				
(thousands of euro)	debtors	creditorss	creditor bal.	debtor bal.
Seac S.p.a.r.l.	7,561	349	7,213	0
Astaldi International JV Mozambique	16,841	9,955	6,886	0
Astaldi Senegal Ass. en Particip.	8,942	2,781	6,161	0
CONSORCIO ASTALDI CBI	6,002	174	5,828	0
Astaldi Malawi Astaldi Astaldi Int.	6,496	2,173	4,323	0
Astaldi International	6,588	3,400	3,187	0
Italstrade S.p.a.	2,777	106	2,671	0
Astaldi-C.M.B.Due Cons. in liq.n It	2,191	14	2,176	0
S. Leonardo S.c.r.l. - Rome - Italy	2,634	860	1,774	0
Astaldi Thailand Co. Ltd	1,692	0	1,692	0
I.F.C. Due S.c.r.l. - Milan - Italy	1,715	97	1,618	0
S. Filippo S.c.r.l. - Rome - Italy	1,667	90	1,578	0
Toledo Scrl	1,555	9	1,546	0
I.F.C. S.c.r.l. - Milan - Italy	1,107	128	980	0
Romaairport	1,025	158	867	0
Euroast S.r.l.	559	1	558	0
Astaldi Finance	40	150,001	0	(149,960)
Susa Dora Qauttro Scrl - Rome - Italy	1,494	9,775	0	(8,281)
Astaldi Construction Corp. of Flori	162	5,878	0	(5,715)
Railway International Construction	4,157	9,650	0	(5,494)
Cons.A.R.Z.Ast.-R.I.C.ZAIRE in liq.n It	29	5,447	0	(5,417)
Astaldi Rwanda Ass. Moment.	5,178	7,804	0	(2,626)
CO.ME.NA. S.c.r.l. - Naples - Italy	79	2,045	0	(1,966)
Astaldi de Venezuela C.A.	3,143	4,912	0	(1,769)
Eco Po Quattro S.c.r.l. - Rome - Italy	804	2,285	0	(1,481)
Forum S.c.r.l. - Rome - Italy	902	2,221	0	(1,319)
Montedil-Astaldi S.p.A. (MONTAST)	19	1,298	0	(1,279)
Astur Construction and Trade A.S.	5	997	0	(992)
Recchi S.p.A.- Astaldi S.p.A. Cons.	0	831	0	(831)
Portovesme S.c.r.l. - Rome - Italy	438	1,153	0	(715)
Palese Park srl - Rome - Italy	0	709	0	(709)
Linea A S.c.r.l. - Rome - Italy	4	521	0	(518)
other	17,191	15,022	3,574	(1,405)
total	102,998	240,843	52,631	(190,476)

a s s o c i a t e s				
(thousands of euro)	debtors	creditorss	creditor bal.	debtor bal.
Astaldi Bayindir JV - Turkey	22,355	18,330	4,026	0
Pegaso S.c.r.l. - Rome - Italy	7,026	3,297	3,729	0
Alosa Immobiliare in liquidation S	2,258	11	2,246	0
Vesuviana Strade S.c.r.l. - Milan	1,572	35	1,538	0
SACES SUCC.SOMALIA	1,314	0	1,314	0
Messina Stadio S.c.r.l. - Rome - Italy	2,932	1,841	1,091	0
Astaldi - Ferrocemento JV	995	40	955	0
Monte Vesuvio S.c.r.l. - Sesto S. Giov.	933	37	896	0
V.A.S.CO. Imprese Riunite - Rome	730	43	686	0
Consorzio Iricav Uno - Rome - Italy	1,555	16,153	0	(14,598)
Pont Ventoux Scrl	5,959	20,120	0	(14,161)
Nuovo Polo Fieristico Scrl	1,634	6,378	0	(4,744)
Ferrofir Consortium	59	4,541	0	(4,483)
Veneta Sanitaria Finanza di progetto SpA	1	4,449	0	(4,448)
S.A.C.E.S. S.r.l. in liquidation	31	3,045	0	(3,014)
L.A.R. Consortium - Rome - Italy	123	3,060	0	(2,938)
Isclero S.c.r.l. - Rome - Italy	3	1,592	0	(1,589)
Diga di Blufi S.c.r.l. - Rome - Italy	2,433	3,732	0	(1,299)
Qalat - Misterbianco Consortium (CT) -	5	1,137	0	(1,131)
Iricav Due Consortium - Rome - Italia	80	1,167	0	(1,087)
Metro Veneta s.c.r.l.	566	1,282	0	(716)
C.I.R.C. Consortium - Milan - Italy	8	667	0	(659)
AFT Kramis Succ. Consortium Algeria	5,322	5,829	0	(507)
other	9,100	6,830	5,052	(2,780)
total	66,994	103,616	21,533	(58,154)

As further clarification it is also recorded that among debtors, the most significant amounts relate to the support provided to organisations established for the execution of specific contracts, both in Italy and abroad, in terms of provision of assets and services (for instance we would particularly highlight industrial equipment, construction means, support of specialised personnel etc.), as well as financial support. The latter are, however, considered of a commercial nature if entered into on the one hand in relation to their specific connection to the sector of activity in which the group operates, and on the other hand to the particular legal structure of the organisations in question, which provides for the commitment of associates to divide profits, assets and financial assets of the individual venture on a pro-rata basis.

With regard to creditors, it is pointed out that the nature of these is attributable, mainly, to the allocation of joint venture costs by project specific companies, established for the sole purpose of execution of the specific contracts.

The schedule that follows summarises the net variations that have taken place with respect to 2001 in debtor and creditor transactions in existence with subsidiary and associate companies.

(thousands of euro)						
company	2001	debtors 2002	difference	2001	creditors 2002	difference
- subsidiary	81,352	52,631	28,721	120,541	190,476	(69,935)
- associated	32,911	21,533	11,378	46,427	58,154	(11,727)
total	114,263	74,164	40,099	166,968	248,630	(81,662)

To comment on the changes indicated in the previous schedule it is stated that these are the result of: more careful control of commercial transactions between group companies, which appear many, but which are nevertheless to be considered as typical for the sector in which it operates.

Comments on the variations indicated in the schedule are as follows:

- More careful control on commercial transactions between group companies which appear numerous but which are nevertheless to be considered as typical for the sector;
- Financing of approximately 148,000 thousand Euros received from the subsidiary Astaldi Finance resulting from the issue of a debenture loan from the latter issued on the Luxembourg Stock Market.

6. Conclusions

In conclusion, in conformity with the requirements of article 2427 points 15 and 16 of the Italian Civil Code, we inform you that:

- the direct employment situation, of both Italian and other nationalities, which applies on average during 2002 can be summarised as follows:

average number of employees	
– directors	88
– executives	16
– clerical workers	910
– blue-collar workers	3,560

The average number of personnel with respect to the previous financial year has increased substantially. This is explained by the personnel taken on locally by foreign permanent organisations in Guinea, Tanzania, Nicaragua and El Salvador.

7. Payments to directors and auditors

The amounts payable to Directors, Auditors and General Managers of the Parent company for carrying out of these functions are as follows:

payments made to directors, auditors and general managers

(valori in euro)

person surname and name	description of office office held	duration of office	emoluments for the office	payments non- monetary benefits	bonus and other incentives	other payments
Anselmino Adriano	Honorary chairman	12/31/2003	61,975			
Monti Ernesto	Chairman	12/31/2003	25,823			201,418 (1)
						51,645 (2)
						10,329 (3)
Astaldi Paolo	Vice Chairman	12/31/2003	25,823			103,291 (1)
						3,615 (3)
						276,001 (5)
Di Paola Vittorio	Managing Director	12/31/2003	25,823			193,671 (1)
					2,170,000 (6)	393,924 (5)
Astaldi Pietro	Director	12/31/2003	25,823			10,845 (3)
						214,469 (5)
Astaldi Caterina	Director	12/31/2003	25,823			78,079 (5)
Cerri Stefano	Director and GM	12/31/2003	25,823			263,848 (5)
Grassini Franco	Director	12/31/2003	25,823			
De Cecco Enrico	Director	12/31/2003	25,823			
La Marca Ermanno	Director	11/12/2002	21,519			
Guidobono Cavalchini Luigi	Director	12/31/2003	4,304			
Lecchi Bruno	Director	12/31/2003	7,499			
Mariani Lucio	Director	12/31/2003	25,823			
Marino Giuseppe	Director and GM	12/31/2003	25,823			249,656 (5)
Marrappa Roberto	Director	12/31/2003	25,823			
Mele Vittorio	Director	12/31/2003	25,823			
Mincato Nicoletta	Director	12/31/2003	25,823			
Pagani Paolo	Director	09/16/2002	19,367			
Pinto Eugenio	Chairman of Board of Auditors	12/31/2003	16,146			
Singer Pierpaolo	Auditor	12/31/2003	11,220			7,614 (4)
Ramondelli Aldo	Auditor	12/31/2003	11,115			
Oliva Nicola	General Manager				17,215 (6)	222,104 (5)
Cafiero Giuseppe	General Manager					303,598 (5)

(1) Payment for offices held as per art. 2389 paragraph 2 of the Italian Civil Code

(2) Payment for offices held as per art. 2389 paragraph 2 of the Italian Civil Code in subsidiary companies

(3) Payment for the office of director in subsidiary companies

(4) Payment for the office of auditor in subsidiary companies

(5) Salary

(6) Bonus connected with attainment of stock market listing

It is communicated that with resolution of the Board of Directors of 23 April 2002 and 9 May 2002 and in implementation of the incentive plan, the Company has assigned free of cost shares owned by Astaldi to the following members of the Board of Directors and General Managers:

		Option held at the beginning of the financial year			Options awarded during the financial year		Options taken up during the financial year		Options expired during the fin. year		Options held at the end of the financial year			
(A)	(B)	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)=1+4-7-10	(12)	(13)
Vittorio Di Paola	Managing Director				203,000	0						203,000	0	
Giuseppe Cafiero	General Manager				105,000	0						105,000	0	
Stefano Cerri	Director and GM				105,000	0						105,000	0	
Giuseppe Marino	Director and GM				105,000	0						105,000	0	

(A) Name and Surname

(B) Office held

(1) No. of options

(2) Average price for fin. year

(3) Ave. expiry

(4) No. of options

(5) Average price for fin. year

(6) Ave. expiry

(7) No. of options

(8) Average price for fin. year

(9) Ave. expiry

(10) No. of options

(11) No. of options 203,000

(12) Average price for fin. year

(13) Ave. expiry

In addition to the abovementioned schedule it is stated that tax charges (of 1,376 thousand Euros), associated with and resulting from the transfer of the above shares free of charges have been incurred by the Company in observation of the Board of Directors' resolution at the time of implementation of the above incentive plan.

These accounts present a true and fair view of the Company's activities.

For and on behalf of The Board of Directors
The Chairman
(Ernesto Monti)

intangible assets

(valori in euro)

	Value	12/31/2001 Amortisation reserve	Net book value
formation and expansion expenses	3.632.716	1.479.467	2.153.249
patents and rights to use patents of others	2.473.108	1.728.846	744.262
concessions, licenses, trademarks and similar rights	4.607.219	4.038.898	568.321
works in progress and advance-payments	316.009		316.009
other			
– construction site installation costs	47.740.571	39.162.339	8.578.232
– cost of preparing tenders	1.349.137	–	1.349.137
– studies and designs	529.323	512.178	17.145
– leasehold improvements	2.105.069	1.263.041	842.028
– other long term charges	37.887.151	16.574.119	21.313.032
Total	100.640.303	64.758.888	35.881.415

12/31/2002						
Exchange rate differences	Cost increases	bal. sheet for financial year	Total increases	Transfer & riclassification	Amortisation for financial year	Net book value
	–	7.868.436	7.868.436	316.009	(2.360.148)	7.977.547
	–	111.401	111.401	–	(281.651)	574.012
	–			–	(0)	568.321
	–			(316.009)	–	–
(2.130)	2.027.022	1.442.560	3.469.582	177.614	(3.469.183)	8.754.115
	1.341.836	(2.343)	1.339.493	(14.122)	(925.141)	1.749.366
33.738	–	214.968	214.968	–	(101.564)	164.287
–				–	(421.014)	421.014
(575.367)	4.300.567	27.077.407	31.377.974	(163.492)	(14.473.458)	37.478.689
(543.759)	7.669.425	36.712.428	44.381.854	(0)	(22.032.159)	57.687.350

gross tangible assets

(euro)

value at 12/31/2001

	value	revaluations	devaluations	total
Lands	827.501	947.129	–	1.774.630
Buildings	242.906,31	214.592,76	–	457.499,07
Assets without charge	2.542.393	–	–	2.542.393
Industrial buildings	4.717.651,86	–	–	4.717.651,86
Specific plant	27.942.197	9.946	–	27.952.143
General plant	7.809.867	5.261	–	7.815.128
Crafts	1.199.710	–	–	1.199.710
Excavators, power shovels and heavy vehicles	18.261.580	52.963	–	18.314.543
Light vehicles, ships and planes	3.969.712	207	–	3.969.919
Sundry small equipments	2.190.433	1.075	–	2.191.508
Light constructions	2.100.952	310	–	2.101.262
Metal sheet pile and shuttering	2.512.338	52.097	–	2.564.435
Furniture, fittings and office machines	2.753.170	–	–	2.753.170
Electronic machines and office equipments	3.830.081	–	–	3.830.081
Tangible assets in course of constr. & paym. on account	1.079.098	–	–	1.079.098
	81.979.590	1.283.580	–	83.263.170

amortisation reserves

(euro)

amortisation
reserve at 12/31/2001

	rate	value	revaluations	devaluations	total
Lands	0,00%	2.168	–	–	2.168
Buildings	0,00%	–	–	–	–
Assets without charge	3,00%	38.136	–	–	38.136
Industrial buildings	3,00%	1.612.003,08	–	–	1.612.003,08
Specific plant	15,00%	21.225.250	9.947	–	21.235.197
General plant	10,00%	3.886.957	5.262	–	3.892.219
Crafts	10,00%	1.184.814	–	–	1.184.814
Excavators, power shovels and heavy vehicles	20,00%	13.529.441	52.963	–	13.582.404
Light vehicles, ships and planes	25,00%	2.416.220	207	–	2.416.427
Sundry small equipments	40,00%	1.838.990	1.074	–	1.840.064
Light constructions	12,50%	1.318.915	310	–	1.319.225
Metal sheet pile and shuttering	25,00%	2.093.770	52.096	–	2.145.866
Furniture, fittings and office machines	12,00%	1.956.212	–	–	1.956.212
Electronic machines and office equipments	20,00%	2.903.648	–	–	2.903.648
Tangible assets in course of constr. & paym. on account	0,00%	–	–	–	–
		54.006.524	121.859	–	54.128.383

net tangible assets

(euro)

value at 12/31/2001

	value	amortisation reserves	book value
Lands	1.774.630	2.168	1.772.462
Buildings	457.499	–	457.499
Assets without charge	2.542.393	38.136	2.504.257
Industrial buildings	4.717.652	1.612.003	3.105.649
Specific plant	27.952.143	21.235.197	6.716.946
General plant	7.815.128	3.892.219	3.922.909
Crafts	1.199.710	1.184.814	14.896
Excavators, power shovels and heavy vehicles	18.314.543	13.582.404	4.732.139
Light vehicles, ships and planes	3.969.919	2.416.427	1.553.492
Sundry small equipments	2.191.508	1.840.064	351.444
Light constructions	2.101.262	1.319.225	782.037
Metal sheet pile and shuttering	2.564.435	2.145.866	418.569
Furniture, fittings and office machines	2.753.170	1.956.212	796.958
Electronic machines and office equipments	3.830.081	2.903.648	926.433
Tangible assets in course of constr. & paym. on account	1.079.098	–	1.079.098
	83.263.170	54.128.383	29.134.787

purchases	increases	trasnsfers & riclassification	disposals	decreases	trasnsfers & riclassification	exchange rate difference	value at 12/31/2002		
	reva- luations			deva- luations			value	revaluations	total
—	—	—	—	—	—	(30.974)	796.527	947.129	1.743.656
4.544,82	—	—	(258.089,88)	—	—	—	203.954,01	—	203.954,01
—	—	—	—	—	—	—	2.542.393	—	2.542.393
996.935,50	—	—	—	—	—	—	5.714.587,36	—	5.714.587,36
16.087.854	—	—	(9.249.106)	—	(27.504)	(475.893)	34.277.548	9.946	34.287.494
2.172.864	—	—	(993.468)	—	(132.533)	(192.942)	8.663.788	5.261	8.669.049
—	—	—	(332.065)	—	—	—	867.645	—	867.645
15.718.020	—	214.121	(4.909.321)	—	—	(171.787)	29.112.613	52.963	29.165.576
1.876.783	—	—	(614.671)	—	(5.971)	(318.920)	4.906.933	207	4.907.140
1.183.407	—	(10.042)	(256.511)	—	—	(67.570)	3.039.717	1.075	3.040.792
601.513	—	—	(339.172)	—	—	(53.962)	2.309.331	310	2.309.641
867.813	—	10.335	(380.498)	—	—	(26.332)	2.983.656	52.097	3.035.753
274.670	—	90.459	(246.643)	—	—	(116.778)	2.754.878	—	2.754.878
512.945	—	(138.861)	(528.037)	—	—	(100.664)	3.575.464	—	3.575.464
295.324	—	(983.475)	—	—	—	982	391.929	—	391.929
40.592.673	—	(817.463)	(18.107.582)	—	(166.008)	(1.554.840)	102.140.963	1.068.987	103.209.950

amortisation	increases	trasnsfers & riclassification	Disposals	decreases	trasnsfers & riclassification	exchange rate difference	amortisation reserve at 12/31/2002		
	revaluations			Devaluations			value	revaluations	total
3.549	—	—	—	—	—	(393)	5.324	—	5.324
—	—	—	—	—	—	—	—	—	—
76.272	—	—	—	—	—	—	114.408	—	114.408
171.437,60	—	—	—	—	—	—	1.783.440,68	—	1.783.440,68
2.477.974	—	—	(3.638.101)	—	—	14.892	20.080.015	9.947	20.089.962
761.336	—	—	(489.957)	—	30	(7.543)	4.150.823	5.262	4.156.085
3.858	—	—	(324.694)	—	—	—	863.978	—	863.978
3.003.104	—	—	(2.099.314)	—	—	(21.352)	14.411.879	52.963	14.464.842
701.365	—	—	(361.706)	—	—	2.863	2.758.742	207	2.758.949
445.719	—	—	(216.425)	—	—	62.558	2.130.842	1.074	2.131.916
169.801	—	—	—	—	—	11.883	1.500.599	310	1.500.909
346.416	—	—	(379.107)	—	—	(19.567)	2.041.512	52.096	2.093.608
131.491	—	—	(183.099)	—	—	(30.246)	1.874.358	—	1.874.358
323.983	—	—	(495.820)	—	—	(24.053)	2.707.758	—	2.707.758
—	—	—	—	—	—	—	—	—	—
8.616.306	—	—	(8.188.223)	—	30	(10.958)	54.423.679	121.859	54.545.537

value	value at 12/31/2002 amortisation reserves	book value
1.743.656	5.324	1.738.332
203.954	—	203.954
2.542.393	114.408	2.427.985
5.714.587	1.783.441	3.931.147
34.287.494	20.089.962	14.197.532
8.669.049	4.156.085	4.512.964
867.645	863.978	3.667
29.165.576	14.464.842	14.700.734
4.907.140	2.758.949	2.148.191
3.040.792	2.131.916	908.876
2.309.641	1.500.909	808.732
3.035.753	2.093.608	942.145
2.754.878	1.874.358	880.520
3.575.464	2.707.758	867.706
391.929	—	391.929
103.209.950	54.545.537	48.664.415

1 - subsidiary companies

Assistenza Sviluppo e Tecnologie Ausiliarie alle Costruzioni (A.S.T.A.C.) S.r.l.	Via G.V. Bona, 65 - Roma - Italia	46.800,00
Association Accidental Astaldi S.p.A. - C.B.I. S.r.l.	Località "El Portillo" - Tarija - Bolivia	-
Astaldi (Thailand) Company Limited	21,125 Fl. 17 U. W. Tower II S.- Bangkok - Thailand	226.828,00
Astaldi Africa S.p.A.	Addis Abeba - Etiopia	1.032,91
Astaldi Arabia Limited	P.O. Box 58139 - Riyadh - Saudi Arabia	1.311.165,89
Astaldi Construction Corporation of Florida	8220 State Road 85 Davie - Florida - U.S.A.	6.345.177,66
Astaldi de Venezuela C.A. - Venezuela	C.C. C.T. Primera E.P. 6 Of. 620 - Caracas - Venezuela	1.297.205,29
Astaldi Finance S.A.	Boulevard du Prince henri 19-21 - Luxembourg	250.000,00
Astaldi International Ltd.	34-36 Gray's Inn Road - Londra - Regno Unito	3.180.661,58
Astaldi-Astaldi International J.V. Malawi	Blantyre - Malawi	9.820,00
Astaldi-Astaldi International J.V. Mozambico	R. Armando Tivane, 466 - Matola Maputo - Monzambico	9.820,00
Astaldi-Burundi Association Momentanée	Avenue de l'O.U.A. B.P. 325 - Bujumbura - Burundi	29.062,73
Astaldi-Caldart AS.CAL. S.c.r.l. in liquidazione	Via Giovanni Pacini, 12 - Palermo - Italia	46.800,00
Astaldi-Rwanda Association Momentanée	Rue de la Douane - Kigali - Rwanda	20.231,26
Astaldi-Senegal Association en participation	Avenue Roume Dakar, 16 4ème G. S. - Dakar - Senegal	91.005,42
Astur Construction and Trade A.S.	Aydinpinar Cad. Kucukmehmetler Koyu - Turchia	528.336,68
Bussentina S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	25.500,00
CO.ME.NA. S.c.r.l.	Via Morghen, 36 - Napoli - Italia	20.658,28
CO.NO.CO. S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	25.500,00
Colli Albani S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	25.500,00
Consorzio Astaldi - C.B.I.	Av. Iturralde 1308 Esquina San Salvador - La Paz - Bolivia	-
Consorzio Astaldi-Columbus (Nicaragua)	Plantel Km.101,300 Carretera Panamerica Norte - Sebaco - Nicaragua	1.573,21
Consorzio A.R.Z. - Astaldi-R.I.C.- ZAIRE in liquidazione	Via G.V. Bona, 65 - Roma - Italia	25.822,84
Consorzio Astaldi-C.M.B. Due in liquidazione	Via G.V. Bona, 65 - Roma - Italia	10.329,14
Consorzio Olbia Mare in liquidazione	Via G. V. Bona, 65 - Roma - Italia	15.493,71
Cospe S.c.r.l.	Via G. V. Bona, 65 - Roma - Italia	10.200,00
Diga di Arcichiaro S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	35.700,00
DIP.A. S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	10.200,00
DP 2M S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	10.200,00
Eco Po Quattro S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	25.500,00
Euroast S.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	15.300,00
Fiorbis S.c.r.l. in liquidazione	Viale Sarca, 336 - Milano - Italia	46.481,12
Forum S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	51.000,00
Groupement Astaldi - Italstrade - El Hajji-Hour	Marocco	-
Groupement Astaldi SpA - Astaldi International Ltd Gibuti	B.P. 4230 - Djibouti - Gibuti	-
I.F.C. Due S.c.r.l. in liquidazione	Via G. V. Bona, 65 - Roma - Italia	45.900,00
I.F.C. S.c.r.l. in liquidazione	Via G. V. Bona, 65 - Roma - Italia	46.481,12
Italstrade S.p.A. (ex Place Moulin S.p.A.)	Via Agrigento, 5 - Roma - Italia	22.000.000,00
Linea A S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	25.500,00
Montedil-Astaldi S.p.A. (MONTAST) in liquidazione	Via G.V. Bona, 65 - Roma - Italia	408.000,00
Mormanno S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	10.200,00
Palese Park S.r.l.	Via G.V. Bona, 65 - Roma - Italia	1.020.000,00
Portovesme S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	25.500,00
Quattro Venti S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	51.000,00
R.I.C.-Railway International Construction S.p.A.	Via G.V. Bona, 65 - Roma - Italia	2.580.000,00
Redo-Association Momentanée	228, Avenue des Fleurs B.P. 8734 - Rep. Dem. del Congo	-
S. Filippo S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	10.200,00
S. Leonardo S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	10.200,00
Silva S.r.l. in liquidazione	Via Monte Santo,1 - Roma - Italia	15.300,00
Susa Dora Quattro S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	51.000,00
TE.CRO. S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	10.200,00
Toledo S.c.r.l.	Via Morghen, 36 - Napoli - Italia	50.000,00
Tri.Ace. S.c.a.r.l.	Via G.V. Bona, 65 - Roma - Italia	45.900,00
Viadotti di Courmayeur S.c.r.l.	Via G.V. Bona,65 - Roma - Italia	10.200,00
Viadotto Fadalto S.c.r.l. in liquidazione	Viale Sarca ,336 - Milano - Italia	51.129,23

Total 1) - subsidiary companies

2 - associated companies

A.F.M. Astaldi-Ferrocemento-Mambrini S.c.r.l. in liquidazione	Via G. V. Bona, 65 - Roma - Italia	45.900,00
Adduttore Ponte Barca S.c.r.l.	Via di Pietralata, 140 - Roma - Italia	45.900,00
Almo S.c.r.l. in liquidazione	Via Privata D. Giustino, 3/A - Napoli - Italia	46.481,12
Alosa Immobiliare S.p.A. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	10.320.000,00
Association en participation SEP	Somatra Bredero - Tunisia	-
Astaldi Bayindir Joint Venture	Ilkadam Sokak, 19 Gaziomanpasa- Ankara - Turchia	-
Astaldi-Ecuador S.A.	Portugal 617 y 6 de Diciembre - Guayaquil - Ecuador	-
Astaldi-Ferrocemento J.V. Pakistan	10-Ha Khayaban-E-Shujat - Karachi - Pakistan	49.101,00
Astaldi-Thiess J.O.	C. C. E. 412- Jl.Raya Kko- Cilandak - Jakarta - Indonesia	-
Avola S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	10.200,00
Blufi 1 S.c.r.l. in liquidazione	Zona Industriale - Agrigento - Italia	25.822,84
C.E.I.T.R.A.L. in liquidazione	Via Carlo Pisacane, 2 - Carpi - Italia	10.000,00
C.F.M. S.c.r.l. in liquidazione	Via Privata D. Giustino , 3/A - Napoli - Italia	41.316,55
Carnia S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	45.900,00
Cogital S.c.r.l. in liquidazione	Viale Italia, 1 - Milano - Italia	60.044,00

B) stockholders' equity	C) profit (loss) for the year	D) % ownership	E) book value	F) share of net equity	G) share of provision for risks	H) coverage of losses	E-F-G-H
145.450,15	13.240,61	100,000%	53.195,06	145.450,15	—	—	(92.255,09)
—	—	70,000%	—	—	—	—	—
(1.492.602,22)	(431.468,00)	25,000%	68.745,53	(373.150,56)	—	—	441.896,09
1.032,91	—	100,000%	—	1.032,91	—	—	(1.032,91)
1.355.286,21	—	60,000%	892.389,49	813.171,73	—	—	79.217,76
12.316.496,40	8.301.534,48	90,000%	5.319.168,41	11.084.846,76	—	—	(5.765.678,35)
9.053.217,13	5.297.390,06	99,804%	1.297.205,29	9.035.472,82	—	—	(7.738.267,53)
320.133,41	70.133,41	99,960%	249.900,00	320.005,36	—	—	(70.105,36)
2.531.860,13	10.943,16	100,000%	3.280.527,05	2.531.860,13	190.239,40	—	558.427,52
(3.789.334,84)	(164.854,00)	60,000%	4.999,45	(2.273.600,90)	—	—	2.278.600,35
(5.197.867,59)	(1.781.524,00)	60,000%	5.105,70	(3.118.720,55)	—	—	3.123.826,25
3.127.588,29	(221.726,00)	90,000%	29.062,55	2.814.829,46	—	—	(2.785.766,91)
23.592,57	(9.384,76)	60,000%	14.053,73	14.155,54	—	—	(101,81)
1.680.015,41	—	60,000%	20.231,14	1.008.009,25	—	—	(987.778,11)
1.224.815,59	(162.251,00)	60,000%	54.602,92	734.889,35	—	—	(680.286,43)
2.048.081,02	(1.208.738,00)	99,000%	563.992,99	2.027.600,21	—	—	(1.463.607,22)
25.822,84	—	78,800%	20.348,40	20.348,40	—	—	—
20.658,28	—	70,432%	14.549,62	14.550,04	—	—	(0,42)
25.822,84	—	80,000%	11.620,28	20.658,27	—	—	(9.037,99)
17.166,02	(8.656,82)	60,000%	9.951,48	10.299,61	—	—	(348,13)
—	—	60,000%	—	—	—	—	—
1.259.201,61	553.870,18	98,000%	1.100,85	1.234.017,58	—	—	(1.232.916,73)
28.315,51	5.552,05	1,000%	227,64	283,16	—	—	(55,52)
13.098,14	8.254,20	99,995%	4.843,69	13.097,49	—	—	(8.253,80)
(722.586,86)	(977,06)	72,500%	—	(523.875,47)	524.570,72	—	(695,25)
10.329,14	—	100,000%	5.681,03	10.329,14	—	—	(4.648,11)
36.151,98	—	100,000%	36.151,98	36.151,98	—	—	—
10.329,14	—	100,000%	10.329,14	10.329,14	—	—	—
(28.431,04)	(4.153,89)	72,000%	—	(20.470,35)	20.470,35	—	—
25.822,84	—	80,000%	20.658,28	20.658,27	—	—	0,01
(130.662,00)	—	100,000%	—	(130.662,00)	130.662,00	—	—
25.848,23	(788,97)	99,980%	25.817,21	25.843,06	—	—	(25,85)
51.645,69	—	59,990%	30.982,25	30.982,25	—	—	—
—	—	10,000%	—	—	—	—	—
—	—	60,000%	—	—	—	—	—
22.723,69	(23.757,42)	99,990%	17.759,98	22.721,42	—	—	(4.961,44)
45.455,73	(1.025,39)	66,660%	15.493,71	30.300,79	—	—	(14.807,08)
16.871.947,15	(5.144.907,16)	100,000%	21.594.955,59	16.871.947,15	—	—	4.723.008,44
25.822,84	—	100,000%	25.822,84	25.822,84	—	—	—
2.705.168,78	1.090,97	100,000%	650.735,69	2.705.168,78	—	—	(2.054.433,09)
(52.250,00)	(953,30)	74,990%	—	(39.182,28)	39.182,28	—	—
1.011.392,57	(21.521,23)	99,000%	1.022.584,66	1.001.278,64	—	—	21.306,02
25.822,84	—	80,000%	20.658,28	20.658,27	—	—	0,01
51.645,69	—	60,000%	30.987,41	30.987,41	—	—	—
5.223.658,62	22.206,65	100,000%	2.839.831,22	5.223.658,62	—	—	(2.383.827,40)
630.955,08	—	75,000%	29.487,06	473.216,31	—	—	(443.729,25)
10.329,14	—	80,000%	8.263,31	8.263,31	—	—	—
10.329,14	—	51,000%	5.267,86	5.267,86	—	—	—
(35.707,10)	(8.163,98)	99,000%	—	(35.350,03)	35.350,04	—	(0,01)
51.645,69	—	90,000%	46.481,12	46.481,12	—	—	—
(128.019,59)	(138.348,73)	100,000%	—	(128.019,59)	128.019,59	—	—
49.999,00	—	90,394%	45.197,00	45.196,10	—	—	0,90
46.481,12	—	80,000%	37.184,90	37.184,90	—	—	—
10.329,14	—	66,670%	3.718,49	6.886,44	—	—	(3.167,95)
34.078,84	(357,39)	80,000%	27.263,07	27.263,07	—	—	—
			38.467.133,35	51.918.143,36	1.068.494,38	—	(14.519.504,39)
23.168,53	(22.116,72)	35,000%	8.108,99	8.108,99	—	—	—
46.481,12	—	24,330%	11.308,86	11.308,86	—	—	—
46.481,12	—	35,000%	16.268,39	16.268,39	—	—	—
(35.293.111,81)	(1.474.481,39)	50,000%	—	(17.646.555,91)	—	17.687.398,82	40.842,91
—	—	40,000%	—	—	—	—	—
—	—	50,000%	—	—	—	—	—
—	—	20,000%	3.098,74	—	—	—	3.098,74
(1.990.104,00)	(176.897,00)	50,000%	20.314,32	(995.052,00)	—	—	1.015.366,32
—	—	50,000%	—	—	—	—	—
10.329,14	—	50,000%	5.164,57	5.164,57	—	—	—
13.089,14	—	32,000%	4.188,52	4.188,52	—	—	—
10.329,14	—	31,000%	3.202,03	3.202,03	—	—	—
41.316,55	—	50,000%	20.658,28	20.658,28	—	—	—
29.953,21	(16.527,91)	33,000%	9.884,56	9.884,56	—	—	—
60.045,00	—	50,000%	30.022,50	30.022,50	—	—	—

(table follows)

Individual balance at 31 dicembre 2002

A) share
capital

associated companies - continua

Consorzio Conintur-Astaldi - Venezuela	C.C.C.T. 1ra Etapa Piso 1 of. 107- Chuao - Caracas - Venezuela	-
Consorzio Contuy Medio - Venezuela	A.vda Andres Bello, Ed. Atlantic Piso 7, Ofic. 1-7 - Venezuela	-
Consorzio Ghella-Astaldi & Asociados	Santo Dominco - Repubblica Dominicana	18.683,91
Consorzio Ghella-Astaldi-WTC	Repubblica Dominicana	-
Consorzio Grupo Contuy - Proyectos y Obras de Ferrocarriles	CCC Tamanaco Etapa Piso 6 Of.620 Chuao - Caracas - Venezuelara	-
Consorzio Metro Los Teques	Venezuela	-
Consorzio Astaldi-Federici-Todini	Via G.V. Bona, 65 - Roma - Italia	46.481,12
Consorzio Astaldi-Federici-Todini Kramis	Via G.V. Bona, 65 - Roma - Italia	100.000,00
Consorzio Astaldi-ICE	Av .Libertador Bolivar, 1842 - Cochabamba - BOLIVIA	-
Consorzio Bonifica Lunghezza - C.B.L.	Via Calderon de la Barca, 87 - Roma - Italia	10.000,00
Consorzio C.I.R. in liquidazione	Via Salaria, 1039 - Roma - Italia	15.492,00
Consorzio C.I.R.C.	Via G.V. Bona, 65 - Roma - Italia	51.000,00
Consorzio Carnia	Via G.V. Bona,65 - Roma - Italia	51.645,69
Consorzio Co.Fe.Sar.	Viale Liegi, 26 - Roma - Italia	51.645,69
Consorzio Cogitau S.c.n.c. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	61.974,83
Consorzio Consarno	Via Napoli, 329 - Castellammare di Stabia (NA) - Italia	20.658,00
Consorzio Consavia S.c.n.c. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	20.658,28
Consorzio Dipenta S.p.A. - Ugo Vitolo in liquidazione	Via Chiatamone, 57 - Napoli - Italia	2.582,28
Consorzio Ferrofir	Via Ombrone, 2/g - Roma - Italia	30.987,41
Consorzio Galileo S.c.r.l.	Via Francesco Petrarca, 22/A - Roma - Italia	10.000,00
Consorzio Gi.It. in liquidazione	Via Privata D. Giustino, 3/A - Napoli - Italia	2.582,28
Consorzio Inau in liquidazione	Viale Cesare Pavese, 205 - Roma - Italia	77.468,53
Consorzio Iricav Due	Via F. Tovaglieri, 413 - Roma - Italia	510.000,00
Consorzio Iricav Uno	Via F. Tovaglieri, 413 - Roma - Italia	516.456,90
Consorzio Ital.Co.Cer.	Piazza Buenos Aires, 5 - Roma - Italia	51.600,00
Consorzio Italvenezia	Via Salaria, 1039 - Roma - Italia	77.450,00
Consorzio L.A.R.	Via Palestro, 30 - Roma - Italia	206.582,76
Consorzio Metrofer	Viale Liegi, 26 - Roma - Italia	25.822,84
Consorzio Novocen	Via Oraz, 143 - Napoli - Italia	51.640,00
Consorzio Qalat	Corso Carlo Marx, 19 - Misterbianco (CT) - Italia	10.327,00
Consorzio Recchi S.p.A.- Astaldi S.p.A.	Via Salaria, 1039 - Roma - Italia	51.645,69
Consorzio Tre Fontane Nord in liquidazione	Via G.V. Bona, 65 - Roma - Italia	15.493,71
DI.SA. Disinquinamento Sarno S.c.r.l. in liquidazione	Viale Italia, 1 - Sesto S. Giovanni (MI) - Italia	50.490,00
Diga di Blufi S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	45.900,00
Ecosarno S.c.r.l.	Viale Italia,1 - Sesto S. Giovanni (MI) - Italia	50.490,00
Fosso Canna S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	25.500,00
Groupement Eurolep	Shifflandestrasse, 35 - Aran 5000 - Svizzera	62.127,39
Holding Eléctrica Centroamericana S.p.A. - (Heca S.p.A.) in liquidazione	Via G.V. Bona, 65 - Roma - Italia	100.000,00
Hydro Honduras S.A.	Ap.3199, Salida Norte Blvd. Fuerzas Armadas - El Carriza I - Tegucigalpa - Honduras	2.518.655,24
IAC Joint Venture	17F - 2, No.6 Min Chuan 2 Rad., - Chen Chen - Taiwan	-
Infraclegrea S.c.r.l.	Via Privata D.Giustino n° 3/A - Napoli	46.600,00
Isclero S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	12.000,00
M.N. Metropolitana di Napoli S.p.A.	Via Galileo Ferraris 101 - Napoli - Italia	3.655.397,00
Marsico Nuovo S.c.r.l.	Via Dora, 2 - Roma - Italia	10.200,00
ME.SA. S.c.r.l. in liquidazione	Via della Cooperazione, 30 - Bologna - Italia	40.800,00
Messina Stadio S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	45.900,00
Metroveneta S.c.r.l.	Piazza Castello, 16 - Padova - Italia	25.500,00
Monte Vesuvio S.c.r.l.	Viale Italia, 1 - Sesto S. Giovanni (MI) - Italia	45.900,00
N.P.F. - Nuovo Polo Fieristico S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	40.000,00
Nova Metro S.c.r.l.	Via Montello, 10 - Roma - Italia	40.800,00
Parking Puccini S.c.r.l. in liquidazione	Viale Italia,1 - Sesto S. Giovanni (MI) - Italia	45.900,00
Pegaso S.c.r.l.	Via F. Tovaglieri, 17 - Roma - Italia	260.000,00
Piana di Licata S.c.r.l. in liquidazione	Via G. V. Bona, 65 - Roma - Italia	10.200,00
Piceno S.c.r.l. in liquidazione	Viale Italia,1 - Sesto S. Giovanni (MI) - Italia	10.200,00
Pont Ventoux S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	51.000,00
Principe Amedeo S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	10.200,00
Priolo Siracusa S.c.r.l.	Piazza Velasca, 4 - Milano - Italia	10.329,14
Raggruppamento Astaldi-Vianini in liquidazione	S.P. per Fisciano Km.1 - Fisciano (SA) - Italia	25.822,84
Roma Sud S.c.r.l. in liquidazione	V.le Dell'Astronomia, 9 - Roma - Italia	10.200,00
S.A.A.L.P. S.n.c. in liquidazione	Via Boncompagni, 47 - Roma - Italia	51.646,00
S.A.C.E.S. S.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	26.000,00
S.E.I.S. S.p.A.	Via Monte Santo, 1 - Roma - Italia	3.877.500,00
Sa.Di.Pe. S.c.r.l. in liquidazione	Via Della Dataria, 22 - Roma - Italia	40.800,00
Santangelo S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	51.000,00
SO.GE.DEP. S.r.l. in liquidazione	Via dell'Astronomia, 9 - Roma - Italia	20.658,28
So.Gr.Es. S.c.p.a. in liquidazione	Via Agnello, 19 - Milano - Italia	129.000,00
Tangenziale Seconda S.c.r.l. in liquidazione	Piazza Velasca, 2 - Milano - Italia	45.900,00
Transeuropska Autocesta D.o.o	Maksimsirka 120/III 10000 - Zagabria - Croazia	6.466.390,57
Truncu Reale S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	30.600,00
V.A.S.CO. Imprese Riunite	Via Montello, 10 - Roma - Italia	51.645,69
Val Pola S.c.r.l. in liquidazione	Viale Sarca, 336 - Milano - Italia	46.481,12
Valle Caudina S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	50.000,00
Veneta Sanitaria Finanza di Progetto S.p.A.	Via Cesare Battisti n°2 - Mestre - VE	20.500.000,00
Vesuviana Strade S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	45.900,00

total 2) - associated companies

grand total

B) stockholders' equity	C) profit (loss) for the year	D) % ownership	E) book value	F) share of net equity	G) share of provision for risks	H) coverage of losses	E-F-G-H
–	–	20,000%	–	–	–	–	–
–	–	28,300%	109.617,98	–	–	–	109.617,98
18.683,91	–	33,300%	6.221,74	6.221,74	–	–	–
–	–	33,300%	6.917,63	–	–	–	6.917,63
–	–	32,330%	–	–	–	–	–
–	–	30,000%	2,00	–	–	–	2,00
46.481,12	–	33,330%	15.493,71	15.492,16	–	–	1,55
100.000,00	–	49,995%	49.995,00	49.995,00	–	–	–
–	–	50,000%	–	–	–	–	–
10.000,00	–	49,000%	4.900,00	4.900,00	–	–	–
15.493,71	–	33,300%	5.164,57	5.159,41	–	–	5,16
51.645,69	–	25,000%	12.911,42	12.911,42	–	–	–
51.645,69	–	33,000%	17.043,08	17.043,08	–	–	–
51.644,00	–	30,000%	15.493,71	15.493,20	–	–	0,51
1.186.541,66	(24.013,44)	38,100%	23.612,40	452.072,37	–	–	(428.459,97)
20.656,00	–	25,000%	5.164,57	5.164,00	–	–	0,57
20.905,69	247,42	25,000%	4.897,34	5.226,42	–	–	(329,08)
–	–	50,000%	–	–	–	–	–
334.061,31	–	66,666%	20.658,28	222.705,31	–	–	(202.047,03)
10.000,00	–	40,000%	4.000,00	4.000,00	–	–	–
2.582,28	–	50,000%	1.291,14	1.291,14	–	–	–
58.270,08	(19.198,44)	40,630%	23.675,83	23.675,13	–	–	0,70
516.456,90	–	32,990%	170.379,13	170.379,13	–	–	–
516.456,90	–	27,910%	144.143,13	144.143,12	–	–	0,01
51.645,69	–	30,000%	15.493,71	15.493,71	–	–	–
77.468,53	–	25,000%	19.367,13	19.367,13	–	–	–
206.582,76	–	29,410%	51.645,69	60.755,99	–	–	(9.110,30)
25.822,84	–	33,320%	8.607,62	8.604,17	–	–	3,45
2.315.370,62	1.858.387,33	40,760%	19.475,59	943.745,06	–	–	(924.269,47)
10.329,14	–	40,000%	4.131,66	4.131,66	–	–	–
51.645,69	–	50,000%	25.822,84	25.822,85	–	–	(0,01)
(2.716,97)	(8.143,14)	33,333%	–	(905,65)	905,66	–	(0,01)
(378.637,00)	(45.260,00)	33,230%	–	(125.821,08)	125.821,08	–	–
46.481,12	–	50,000%	23.240,56	23.240,56	–	–	–
51.131,00	–	33,334%	17.043,08	17.044,01	–	–	(0,93)
(38.882,80)	(24.290,70)	32,000%	–	(12.442,50)	12.442,50	–	–
56.334,78	–	22,000%	8.087,51	12.393,65	–	–	(4.306,14)
6.026,00	(106.026,00)	50,000%	3.013,00	3.013,00	–	–	–
1.582.346,02	(936.309,22)	20,293%	519.624,88	321.105,48	–	–	198.519,40
–	–	45,000%	–	–	–	–	–
–	–	50,000%	23.300,00	–	–	–	23.300,00
12.000,00	–	31,170%	3.740,40	3.740,40	–	–	–
7.163.005,27	(382.344,61)	22,620%	3.298.708,14	1.620.271,79	–	–	1.678.436,35
45.033,00	6.468,00	25,000%	2.582,28	11.258,25	–	–	(8.675,97)
41.316,55	–	25,000%	10.329,14	10.329,14	–	–	–
46.481,12	–	33,330%	15.493,71	15.492,16	–	–	1,55
25.822,84	–	50,000%	12.911,42	12.911,42	–	–	–
46.481,12	–	50,000%	23.240,56	23.240,56	–	–	–
40.000,00	–	50,000%	20.000,00	20.000,00	–	–	–
41.316,55	–	20,000%	8.263,31	8.263,31	–	–	–
24.344,00	(22.137,00)	50,000%	12.172,00	12.172,00	–	–	–
260.000,00	–	43,750%	113.750,00	113.750,00	–	–	–
(240.080,19)	(26.861,55)	35,000%	–	(84.028,07)	87.064,71	–	(3.036,64)
(19.278,00)	(29.608,80)	50,000%	–	(9.639,00)	9.639,00	–	–
51.645,69	–	56,250%	23.240,56	29.050,70	–	–	(5.810,14)
(55.348,65)	(65.677,79)	50,000%	–	(27.674,33)	27.674,33	–	(0,01)
77.648,24	–	20,000%	2.065,83	15.529,65	–	–	(13.463,82)
23.971,35	(1.851,49)	50,000%	9.683,57	11.985,68	–	–	(2.302,11)
10.200,00	–	31,000%	3.202,03	3.162,00	–	–	40,03
24.396,00	–	30,000%	7.318,80	7.318,80	–	–	–
729.523,69	(427.860,09)	37,000%	9.554,45	269.923,77	–	–	(260.369,32)
4.916.606,00	1.152.433,00	48,330%	1.872.156,26	2.376.195,68	–	–	(504.039,42)
(143.737,83)	(20.908,80)	49,950%	–	(71.797,05)	71.797,05	–	–
29.171,54	(2.272,20)	45,000%	12.755,25	13.127,19	–	–	(371,94)
(18.882,58)	34.352,11	22,840%	3.533,24	(4.312,78)	–	–	7.846,02
129.114,22	–	25,000%	32.278,56	32.278,56	–	–	0,01
46.481,12	–	42,730%	19.640,70	19.861,38	–	–	(220,68)
6.199.788,33	–	49,000%	3.157.743,80	3.037.896,28	–	–	119.847,52
30.987,41	–	34,000%	10.535,72	10.535,72	–	–	–
84.472,80	–	29,000%	14.977,25	24.497,11	–	–	(9.519,86)
45.489,88	(532,24)	35,000%	15.921,46	15.921,46	–	–	–
51.645,69	–	52,240%	20.234,78	20.234,78	–	–	–
20.500.000,00	–	31,000%	6.355.000,00	6.355.000,00	–	–	–
46.481,12	–	30,000%	13.944,34	13.944,34	–	–	–
			16.617.633,25	(2.150.939,64)	335.344,33	17.687.398,82	827.515,56
			55.084.766,60	49.767.203,73	1.403.838,71	17.687.398,82	(13.691.988,83)

changes in consolidated stockholders equity

Balance at 31 December 2002 (Euro Thousands)

	subscribed capital	share premium reserve	legal reserve	reserve for own shares	conversion reserve or loss
balance at 31 december 2001	58.421	8.757	4.962	361	19.880
own shares cancellation	0			(361)	
share premium reserve	4.883	(4.883)			
convertible bonds	14.821	21.332			
proceeds from increase in share capital	20.300	42.630			
payments of dividends	0		1.662		
change in conversion reserve	0				(22.738)
profit (loss) for the year	0				
balance at 31 december 2002	98.425	67.836	6.624	0	(2.858)

extraordinary reserve	reserve for special liabilities	merger advance reserve	euro conversion difference	profit (loss) for the year	total stockholders equity
3.711	798	14.930	(1)	33.237	145.056
361					0
					0
					36.153
					62.930
18.172				(33.237)	(13.403)
			(1)		(22.739)
				11.876	11.876
22.244	798	14.930	(2)	11.876	219.873

1 - subsidiary companies

Albapavstrade Sh.P.K.	Rruga Dibres 420 - Tirana - Albania	LEC
Amsar Burundi S.p.a.r.l.	B.P. 325 Avenue de l'O.U.A. - Bujumbura - Burundi	BIF
Assistenza Sviluppo e Tecnologie Ausiliarie alle Costruzioni (A.S.T.A.C.) S.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Association Accidental Astaldi S.p.A. - C.B.I. S.r.l.	Località "El Portillo" - Tarija - Bolivia	-
Astaldi (Thailand) Company Limited	21,125 Fl. 17 U. W. Tower II S.- Bangkok -Thailand	BHT
Astaldi Africa S.p.A.	Addis Abeba - Etiopia	EUR
Astaldi Arabia Limited	P.O. Box 58139 - Riyadh - Saudi Arabia	SAR
Astaldi Construction Corporation of Florida	8220 State Road 85 Davie - Florida - U.S.A.	US\$
Astaldi de Venezuela C.A. - Venezuela	C.C. C.T. Primera E.P. 6 Of. 620 - Caracas - Venezuela	VEB
Astaldi Finance S.A.	Boulevard du Prince henri 19-21 - Luxembourg	EUR
Astaldi International Burundi - Association Momentanée	Bujumbura - Burundi	US\$
Astaldi International Inc.	Bank of Liberia Building P.O. Box 660 - Liberia	US\$
Astaldi International Ltd.	34-36 Gray's Inn Road - Londra - Regno Unito	GBP
Astaldi-Astaldi International J.V. Malawi	Blantyre - Malawi	US\$
Astaldi-Astaldi International J.V. Mozambico	R. Armando Tivane, 466 - Matola Maputo - Monzambico	US\$
Astaldi-Burundi Association Momentanée	Avenue de l'O.U.A. B.P. 325 - Bujumbura - Burundi	US\$
Astaldi-Caldart AS.CAL. S.c.r.l. in liquidazione	Via Giovanni Pacini, 12 - Palermo - Italia	EUR
Astaldi-Rwanda Association Momentanée	Rue de la Douane - Kigali - Rwanda	US\$
Astaldi-Senegal Association en participation	Avenue Roume Dakar, 16 4ème G. S. - Dakar - Senegal	XOF
Astaldi-Socofran Association Momentanée	Congo	-
Astur Construction and Trade A.S.	Aydinpinar Cad. Kucukmehmetler Koyu - Turchia	TRL
Bussentina S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
CO.ME.NA. S.c.r.l.	Via Morghen, 36 - Napoli - Italia	EUR
CO.NO.CO. S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Colli Albani S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Consorcio Astaldi - C.B.I.	Av. Iturralde 1308 Esquina San Salvador - La Paz - Bolivia	US\$
Consorcio Astaldi Centroxca	C.C.C. Tamanaco 1ra. Etapa Piso 6 Of. 620 - Caracas - Venezuela	NIC
Consorcio Astaldi-Columbus (El Salvador)	Avenida Antiguo Cuscatlan No. 9/A - Colonia La Sultana - El Salvador	SVC
Consorcio Astaldi-Columbus (Honduras)	Plantel El Carrizal, Bdl. Fuerzas Armadas - Tegucigalpa - Honduras	HNL
Consorcio Astaldi-Columbus (Nicaragua)	Plantel Km.101,300 Carretera Panamerica Norte - Sebaco - Nicaragua	US\$
Consorzio A.R.Z. - Astaldi-R.I.C.- ZAIRE in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Consorzio Astaldi-C.M.B. Due in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Consorzio Ferrofir	Via Ombrore, 2/g - Roma - Italia	EUR
Consorzio Olbia Mare in liquidazione	Via G. V. Bona, 65 - Roma - Italia	EUR
Cospe S.c.r.l.	Via G. V. Bona, 65 - Roma - Italia	EUR
Diga di Arcichiaro S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
DIP.A. S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
DP 2M S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Eco Po Quattro S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Euroast S.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Fiorbis S.c.r.l. in liquidazione	Viale Sarca, 336 - Milano - Italia	EUR
Forum S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Groupement Astaldi - Italstrade - El Hajji-Hour	Marocco	
Groupement Astaldi SpA - Astaldi International Ltd Gibuti	B.P. 4230 - Djibouti - Gibuti	US\$
I.F.C. Due S.c.r.l. in liquidazione	Via G. V. Bona, 65 - Roma - Italia	EUR
I.F.C. S.c.r.l. in liquidazione	Via G. V. Bona, 65 - Roma - Italia	EUR
I.T.S. S.p.A.	Via G.V. Bona, 65 - Roma - Italia	EUR
Italstrade CCCF JV Romis Construction S.r.l.	Piata Pache Protopopescu, 9 - Bucarest - Romania	LEI
Italstrade S.p.A. (ex Place Moulin S.p.A.)	Via Agrigento, 5 - Roma - Italia	EUR
Italstrade Somet Jv Rometro S.r.L.	Serbanescu, 49 Sector 1 - Bucarest - Romania	LEI
Legnami Pasotti Italia I.C. S.r.l.	Via Agrigento n°5 - Roma - Italia	EUR
Linea A S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Montedil-Astaldi S.p.A. (MONTAST) in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Mormanno S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Palese Park S.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Pont Ventoux S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Portovesme S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Quattro Venti S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
R.I.C.-Railway International Construction S.p.A.	Via G.V. Bona, 65 - Roma - Italia	EUR
Redo-Association Momentanée	228, Avenue des Fleurs B.P. 8734 - Rep. Dem. del Congo	ZRZ
Romairport S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Romstrade S.r.l.	Piazza Pache Protopopescu, 9 - Bucarest - Romania	LEI
S. Filippo S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
S. Leonardo S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
S.U.G.C.T. S.A. Calarasi	Variant Nord, 1 - Calarasi - Romania	LEI
Seac S.p.a.r.l.	Avenue des Fleurs - Kinshasa/Gombe - Rep.Dem. del Congo	ZRZ
Silva S.r.l. in liquidazione	Via Monte Santo,1 - Roma - Italia	EUR
Susa Dora Quattro S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
TE.CRO. S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Todaro S.r.l. in liquidazione	Via Giovanni Pacini, 12 - Palermo - Italia	EUR
Toledo S.c.r.l.	Via Morghen, 36 - Napoli - Italia	EUR
Tri.Ace. S.c.a.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Viadotti di Courmayeur S.c.r.l.	Via G.V. Bona,65 - Roma - Italia	EUR
Viadotto Fadalto S.c.r.l. in liquidazione	Viale Sarca ,336 - Milano - Italia	EUR
total 1) - subsidiary companies		

2 - associated companies

per value of share capital	numbers of shares	numbers of shares owned	value as at 12-31-2001	total increases	total decreases	value as at 12-31-2002	% owned directly	% owned indirectly	% total
239.633.652,00	0,00	0,00	0,00	0,00	0,00	0,00	0,000%	100,000%	100,000%
200.000.000,00	31.189,00	0,00	0,00	0,00	0,00	0,00	0,000%	100,000%	100,000%
46.800,00	0,00	0,00	53.195,06	0,00	0,00	53.195,06	100,000%	0,000%	100,000%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	70,000%	0,000%	70,000%
10.000.000,00	100.000,00	25.000,00	68.745,53	0,00	0,00	68.745,53	25,000%	24,000%	49,000%
1.033,00	0,00	0,00	0,00	0,00	0,00	0,00	100,000%	0,000%	100,000%
5.000.000,00	5.000,00	3.000,00	892.389,49	0,00	0,00	892.389,49	60,000%	40,000%	100,000%
4.290.000,00	2.000,00	1.800,00	3.578.552,00	1.740.616,41	0,00	5.319.168,41	90,000%	10,000%	100,000%
110.300.000,00	110.300,00	110.083,00	1.297.205,29	0,00	0,00	1.297.205,29	99,804%	0,000%	99,804%
250.000,00	0,00	0,00	0,00	249.900,00	0,00	249.900,00	99,960%	0,000%	99,960%
50.000,00	0,00	0,00	13.384,08	0,00	(13.384,08)	0,00	30,000%	70,000%	100,000%
3.000.000,00	300.000,00	276.000,00	0,00	0,00	0,00	0,00	0,000%	100,000%	100,000%
2.000.000,00	2.000.000,00	2.000.000,00	3.280.527,05	0,00	0,00	3.280.527,05	100,000%	0,000%	100,000%
10.000,00	0,00	0,00	4.999,45	0,00	0,00	4.999,45	60,000%	40,000%	100,000%
10.000,00	0,00	0,00	5.105,70	0,00	0,00	5.105,70	60,000%	40,000%	100,000%
50.000,00	0,00	0,00	29.062,55	0,00	0,00	29.062,55	90,000%	10,000%	100,000%
46.800,00	0,00	0,00	14.053,73	0,00	0,00	14.053,73	60,000%	0,000%	60,000%
50.000,00	0,00	0,00	20.231,14	0,00	0,00	20.231,14	60,000%	40,000%	100,000%
50.000.000,00	0,00	0,00	54.602,92	0,00	0,00	54.602,92	60,000%	40,000%	100,000%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	60,000%	0,000%	60,000%
23.790.610.000,00	2.379.061,00	2.355.270,00	563.992,99	0,00	0,00	563.992,99	99,000%	0,000%	99,000%
25.500,00	0,00	0,00	283.591,39	0,00	(263.242,99)	20.348,40	78,800%	0,000%	78,800%
20.658,00	0,00	0,00	14.549,62	0,00	0,00	14.549,62	70,432%	0,000%	70,432%
25.500,00	0,00	0,00	0,00	11.620,28	0,00	11.620,28	80,000%	0,000%	80,000%
25.500,00	0,00	0,00	9.951,48	0,00	0,00	9.951,48	60,000%	0,000%	60,000%
100.000,00	0,00	0,00	0,00	0,00	0,00	0,00	60,000%	0,000%	60,000%
10.000,00	0,00	0,00	0,00	0,00	0,00	0,00	0,000%	99,500%	99,500%
100.000,00	0,00	0,00	7.030,44	0,00	(7.030,44)	0,00	98,000%	0,000%	98,000%
100.000,00	0,00	0,00	8.372,73	0,00	(8.372,73)	0,00	98,000%	0,000%	98,000%
1.602,00	0,00	0,00	1.271,98	(171,13)	0,00	1.100,85	98,000%	0,000%	98,000%
25.823,00	0,00	0,00	227,64	0,00	0,00	227,64	1,000%	99,000%	100,000%
10.329,00	0,00	0,00	4.843,69	0,00	0,00	4.843,69	99,995%	0,000%	99,995%
30.987,00	0,00	0,00	20.658,28	0,00	(20.658,28)	0,00	66,666%	0,000%	66,666%
15.494,00	0,00	0,00	0,00	0,00	0,00	0,00	72,500%	0,000%	72,500%
10.200,00	0,00	0,00	5.681,03	0,00	0,00	5.681,03	100,000%	0,000%	100,000%
35.700,00	0,00	0,00	36.151,98	0,00	0,00	36.151,98	100,000%	0,000%	100,000%
10.200,00	0,00	0,00	10.329,14	0,00	0,00	10.329,14	100,000%	0,000%	100,000%
10.200,00	0,00	0,00	7.436,98	0,00	(7.436,98)	0,00	72,000%	0,000%	72,000%
25.500,00	0,00	0,00	20.658,28	0,00	0,00	20.658,28	80,000%	0,000%	80,000%
15.300,00	0,00	0,00	0,00	0,00	0,00	0,00	100,000%	0,000%	100,000%
46.481,00	0,00	0,00	26.605,22	0,00	(788,01)	25.817,21	99,980%	0,000%	99,980%
51.000,00	0,00	0,00	30.982,25	0,00	0,00	30.982,25	59,990%	0,000%	59,990%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	10,000%	50,000%	60,000%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	60,000%	40,000%	100,000%
45.900,00	0,00	0,00	17.759,98	0,00	0,00	17.759,98	99,990%	0,000%	99,990%
45.900,00	0,00	0,00	15.493,71	0,00	0,00	15.493,71	66,660%	0,000%	66,660%
232.200,00	0,00	0,00	0,00	0,00	0,00	0,00	0,000%	100,000%	100,000%
5.400.000.000,00	0,00	0,00	0,00	0,00	0,00	0,00	0,000%	51,000%	51,000%
22.000.000,00	4.400.000,00	4.400.000,00	21.594.955,59	0,00	0,00	21.594.955,59	100,000%	0,000%	100,000%
22.000.000,00	0,00	0,00	0,00	0,00	0,00	0,00	0,000%	51,000%	51,000%
51.000,00	0,00	0,00	0,00	0,00	0,00	0,00	0,000%	80,000%	80,000%
25.500,00	0,00	0,00	25.822,84	0,00	0,00	25.822,84	100,000%	0,000%	100,000%
408.000,00	800.000,00	360.000,00	650.735,69	0,00	0,00	650.735,69	100,000%	0,000%	100,000%
10.200,00	0,00	0,00	0,00	0,00	0,00	0,00	74,990%	0,000%	74,990%
1.020.000,00	0,00	0,00	1.022.584,66	0,00	0,00	1.022.584,66	99,000%	0,000%	99,000%
51.000,00	0,00	0,00	23.240,56	0,00	(23.240,56)	0,00	56,250%	0,000%	56,250%
25.500,00	0,00	0,00	20.658,28	0,00	0,00	20.658,28	80,000%	0,000%	80,000%
51.000,00	0,00	0,00	30.987,41	0,00	0,00	30.987,41	60,000%	0,000%	60,000%
2.580.000,00	500.000,00	500.000,00	2.839.831,22	0,00	0,00	2.839.831,22	100,000%	0,000%	100,000%
50.000,00	0,00	0,00	29.487,06	0,00	0,00	29.487,06	75,000%	25,000%	100,000%
10.200,00	0,00	0,00	0,00	0,00	0,00	0,00	0,000%	63,890%	63,890%
10.000.000.000,00	0,00	0,00	0,00	0,00	0,00	0,00	0,000%	51,000%	51,000%
10.200,00	0,00	0,00	8.263,31	0,00	0,00	8.263,31	80,000%	0,000%	80,000%
10.200,00	0,00	0,00	5.267,86	0,00	0,00	5.267,86	51,000%	0,000%	51,000%
13.618.975.000,00	0,00	0,00	0,00	0,00	0,00	0,00	0,000%	50,367%	50,367%
200.000.000,00	180.565,00	0,00	0,00	0,00	0,00	0,00	0,000%	100,000%	100,000%
15.300,00	0,00	0,00	0,00	0,00	0,00	0,00	99,000%	0,000%	99,000%
51.000,00	0,00	0,00	46.481,12	0,00	0,00	46.481,12	90,000%	0,000%	90,000%
10.200,00	0,00	0,00	10.329,14	0,00	(10.329,14)	0,00	100,000%	0,000%	100,000%
233.580,00	0,00	0,00	0,00	0,00	0,00	0,00	0,000%	88,285%	88,285%
50.000,00	0,00	0,00	45.197,00	0,00	0,00	45.197,00	90,394%	0,000%	90,394%
45.900,00	0,00	0,00	37.184,90	0,00	0,00	37.184,90	80,000%	0,000%	80,000%
10.200,00	0,00	0,00	3.718,49	0,00	0,00	3.718,49	66,670%	0,000%	66,670%
51.129,00	0,00	0,00	27.548,98	0,00	(285,91)	27.263,07	80,000%	0,000%	80,000%
			36.819.936,91	2.001.965,56	(354.769,12)	38.467.133,35			

associated companies - *continua*

A.F.M. Astaldi-Ferrocemento-Mambrini S.c.r.l. in liquidazione	Via G. V. Bona, 65 - Roma - Italia	EUR
Adduttore Ponte Barca S.c.r.l.	Via di Pietralata, 140 - Roma - Italia	EUR
Almo S.c.r.l. in liquidazione	Via Privata D. Giustino, 3/A - Napoli - Italia	EUR
Alosa Immobiliare S.p.A. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Amsar Rwanda S.p.a.r.l.	B.P. 630 - Kigali - Rwanda	RWF
AS.H.FO. Congo-Océan - Congo	B.P. 874 - Pointe Noire - Rep. del Congo	FRF
Association en participation SEP	Somatra Bredero - Tunisia	TND
Astaldi Bayndir Joint Venture	Ilkadim Sokak, 19 Gaziomanpasa- Ankara - Turchia	-
Astaldi-Ecuador S.A.	Portugal 617 y 6 de Diciembre - Guayaquil - Ecuador	ECS
Astaldi-Ferrocemento J.V. Pakistan	10-Ha Khayaban-E-Shujat - Karachi - Pakistan	US\$
Astaldi-Thiess J.O.	C. C. E. 412- Jl.Raya Kko- Cilandak - Jakarta - Indonesia	-
Avola S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Blufi 1 S.c.r.l. in liquidazione	Zona Industriale - Agrigento - Italia	EUR
C.E.I.T.R.A.L. in liquidazione	Via Carlo Pisacane, 2 - Carpi - Italia	EUR
C.F.C. S.c.r.l.	Via Privata D. Giustino, 3/A - Napoli - Italia	EUR
C.F.M. S.c.r.l. in liquidazione	Via Privata D. Giustino, 3/A - Napoli - Italia	EUR
Carnia S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Cogital S.c.r.l. in liquidazione	Viale Italia, 1 - Milano - Italia	EUR
CO.NO.CO. S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Consorcio Conintur-Astaldi	C.C.C.T. 1ra Etapa Piso 1 of. 107- Chuao - Caracas - Venezuela	-
- Venezuela	A.vda Andres Bello, Ed. Atlantic Piso 7, Ofic. 1-7 - Venezuela	US\$
Consorcio Contuy Medio - Venezuela	Via San Nazaro, 19 - Genova - Italia	EUR
Consorcio Dei	Santo Domingo - Repubblica Dominicana	RD\$
Consorcio Ghella-Astaldi & Asociados	Repubblica Dominicana	EUR
Consorcio Ghella-Astaldi-WTC	CCC Tamanaco Etapa Piso 6 Of.620 Chuao - Caracas - Venezuela	VEB
Consorcio Grupo Contuy - Proyectos y Obras de Ferrocarriles	Municipio del Distrito Central - Tegucigalpa - Honduras	-
Consorcio ITS-Lotti-Geoconsult	Venezuela	VEB
Consorcio Metro Los Teques	Via G.V. Bona, 65 - Roma - Italia	EUR
Consorzio Astaldi-Federici-Todini	Via G.V. Bona, 65 - Roma - Italia	EUR
Consorzio Astaldi-Federici-Todini Kramis	Av .Libertador Bolivar, 1842 - Cochabamba - BOLIVIA	-
Consorzio Astaldi-ICE	Via Calderon de la Barca, 87 - Roma - Italia	EUR
Consorzio Bonifica Lunghezza - C.B.L.	Via Salaria, 1039 - Roma - Italia	EUR
Consorzio C.I.R. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Consorzio C.I.R.C.	Via G.V. Bona, 65 - Roma - Italia	EUR
Consorzio Carnia	Viale Liegi, 26 - Roma - Italia	EUR
Consorzio Co.Fe.Sar.	Via G.V. Bona, 65 - Roma - Italia	EUR
Consorzio Cogitau S.c.n.c. in liquidazione	Via Passeggiata di Ripetta, 35 - Roma - Italia	EUR
Consorzio CONC.I.L. in liquidazione	Via Napoli, 329 - Castellammare di Stabia (NA) - Italia	EUR
Consorzio Consarno	Via G.V. Bona, 65 - Roma - Italia	EUR
Consorzio Consavia S.c.n.c. in liquidazione	Via Chiatamone, 57 - Napoli - Italia	EUR
Consorzio Dipenta S.p.A. - Ugo Vitolo in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Consorzio Europeo Armamento Alta Velocità	Via Ombrone, 2/g - Roma - Italia	EUR
Consorzio Ferrofir	Via Francesco Petrarca, 22/A - Roma - Italia	EUR
Consorzio Galileo S.c.r.l.	Via Privata D. Giustino, 3/A - Napoli - Italia	EUR
Consorzio Gi.It. in liquidazione	Via Argine, 425 - Napoli - Italia	EUR
Consorzio I.R.S.A.	Viale Cesare Pavese, 205 - Roma - Italia	EUR
Consorzio Inau in liquidazione	Via F. Tovaglieri, 413 - Roma - Italia	EUR
Consorzio Iricav Due	Via F. Tovaglieri, 413 - Roma - Italia	EUR
Consorzio Iricav Uno	Piazza Buenos Aires, 5 - Roma - Italia	EUR
Consorzio Ital.Co.Cer.	Via Salaria, 1039 - Roma - Italia	EUR
Consorzio Italvenezian	Via Palestro, 30 - Roma - Italia	EUR
Consorzio L.A.R.	Viale Liegi, 26 - Roma - Italia	EUR
Consorzio Metrofer	Via Oraz, 143 - Napoli - Italia	EUR
Consorzio Novocen	Corso Carlo Marx, 19 - Misterbianco (CT) - Italia	EUR
Consorzio Qalat	Via Salaria, 1039 - Roma - Italia	EUR
Consorzio Recchi S.p.A.- Astaldi S.p.A.	Via Salaria, 1039 - Roma - Italia	EUR
Consorzio Rocca d'Evandro	Via Nobel, 2 - Parma - Italia	EUR
Consorzio Schema Idrico Calabria Settentrionale in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Consorzio Tre Fontane Nord in liquidazione	Viale Italia, 1 - Sesto S. Giovanni (MI) - Italia	EUR
DI.SA. Disinquinamento Sarno S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Diga di Blufi S.c.r.l.	Viale Italia, 1 - Sesto S. Giovanni (MI) - Italia	EUR
Ecosarno S.c.r.l.	Via Feliciano Scarpellini, 20 - Roma - Italia	EUR
Feraspi S.c.p.A.	Via G.V. Bona, 65 - Roma - Italia	EUR
Fosso Canna S.c.r.l. in liquidazione	Via Privata D. Giustino 3/A - Napoli - Italia	EUR
Fusaro S.C.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
G.i.r S.c.r.l. in liquidazione	Via Agrigento, 5 - Roma - Italia	EUR
Groupement Cir S.p.A.	Shifflandestrasse, 35 - Aran 5000 - Svizzera	CHF
Groupement Eurolep	Angle Boulevard de la Resistance et Rue de Puissesaux - Casablanca - Marocco	MAD
Groupement Italgisas	Marocco	-
Groupement Salini-Italstrade	Via G.V. Bona, 65 - Roma - Italia	EUR
Holding Eléctrica Centroamericana S.p.A. - (Heca S.p.A.) in liquidazione	Ap.3199, Salida Norte Blvd. Fuerzas Armadas - El Carriza I - Tegucigalpa - Honduras	HNL
Hydro Honduras S.A.	17F - 2, No.6 Min Chuan 2 Rad., - Chen Chen - Taiwan	-
IAC Joint Venture	Via Privata D.Giustino n° 3/A - Napoli	Euro
Infralegrea S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Isclero S.c.r.l. in liquidazione	Ul. Powstancow - Katowice - Polonia	PLN
Italsagi Sp. Zo. O.	Via Galileo Ferraris 101 - Napoli - Italia	EUR
M.N. Metropolitana di Napoli S.p.A.	Via Dora, 2 - Roma - Italia	EUR
Marsico Nuovo S.c.r.l.	Via della Cooperazione, 30 - Bologna - Italia	EUR
ME.SA. S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Messina Stadio S.c.r.l.	Piazza Castello, 16 - Padova - Italia	EUR
Metroveneta S.c.r.l.	Viale Italia, 1 - Sesto S. Giovanni (MI) - Italia	EUR
Monte Vesuvio S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
N.P.F. - Nuovo Polo Fieristico S.c.r.l.		

per value of share capital	numbers of shares	numbers of shares owned	value as at 12-31-2001	total increases	total decreases	value as at 12-31-2002	% owned directly	% owned indirectly	% total
45.900,00	0,00	0,00	8.795,79	0,00	(686,80)	8.108,99	35,000%	0,000%	35,000%
45.900,00	0,00	0,00	11.308,86	0,00	0,00	11.308,86	24,330%	0,000%	24,330%
46.481,00	0,00	0,00	16.268,39	0,00	0,00	16.268,39	35,000%	0,000%	35,000%
10.320.000,00	2.000.000,00	1.000.000,00	0,00	0,00	0,00	0,00	50,000%	0,000%	50,000%
140.220.000,00	30.000,00	15.000,00	0,00	0,00	0,00	0,00	0,000%	50,000%	50,000%
100.000,00	0,00	0,00	4.652,76	0,00	(4.652,76)	0,00	45,500%	0,000%	45,500%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	40,000%	0,000%	40,000%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	50,000%	0,000%	50,000%
3.000.000,00	3.000,00	600,00	3.098,74	0,00	0,00	3.098,74	20,000%	0,000%	20,000%
50.000,00	0,00	0,00	20.314,32	0,00	0,00	20.314,32	50,000%	0,000%	50,000%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	50,000%	0,000%	50,000%
10.200,00	0,00	0,00	5.164,57	0,00	0,00	5.164,57	50,000%	0,000%	50,000%
25.823,00	0,00	0,00	4.188,52	0,00	0,00	4.188,52	32,000%	0,000%	32,000%
10.000,00	0,00	0,00	3.202,03	0,00	0,00	3.202,03	31,000%	0,000%	31,000%
45.900,00	0,00	0,00	23.235,91	0,00	(23.235,91)	0,00	0,010%	0,000%	0,010%
41.317,00	0,00	0,00	20.658,28	0,00	0,00	20.658,28	50,000%	0,000%	50,000%
45.900,00	0,00	0,00	15.338,77	0,00	(5.454,21)	9.884,56	33,000%	0,000%	33,000%
60.044,00	0,00	0,00	30.023,00	0,00	(0,50)	30.022,50	50,000%	0,000%	50,000%
25.500,00	0,00	0,00	11.620,28	0,00	(11.620,28)	0,00	80,000%	0,000%	80,000%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	20,000%	0,000%	20,000%
40.000,00	0,00	0,00	109.617,98	0,00	0,00	109.617,98	28,300%	0,000%	28,300%
26.000,00	0,00	0,00	0,00	0,00	0,00	0,00	0,000%	35,000%	35,000%
300.000,00	0,00	0,00	0,00	6.221,74	0,00	6.221,74	33,300%	0,000%	33,300%
0,00	0,00	0,00	46.071,42	0,00	(39.153,79)	6.917,63	33,300%	0,000%	33,300%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	32,330%	0,000%	32,330%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	0,00%	31,250%	31,250%
0,00	0,00	0,00	0,00	2,00	0,00	2,00	30,000%	0,000%	30,000%
46.481,00	0,00	0,00	15.493,71	0,00	0,00	15.493,71	33,330%	0,000%	33,330%
100.000,00	0,00	0,00	49.995,00	0,00	0,00	49.995,00	49,995%	0,000%	49,995%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	50,000%	0,000%	50,000%
10.000,00	0,00	0,00	4.900,00	0,00	0,00	4.900,00	49,000%	0,000%	49,000%
15.492,00	0,00	0,00	5.164,57	0,00	0,00	5.164,57	33,300%	0,000%	33,300%
51.000,00	0,00	0,00	12.911,42	0,00	0,00	12.911,42	25,000%	0,000%	25,000%
51.646,00	0,00	0,00	17.043,08	0,00	0,00	17.043,08	33,000%	0,000%	33,000%
51.646,00	0,00	0,00	15.493,71	0,00	0,00	15.493,71	30,000%	0,000%	30,000%
61.975,00	0,00	0,00	23.612,40	0,00	0,00	23.612,40	38,100%	0,000%	38,100%
10.329,00	0,00	0,00	0,00	0,00	0,00	0,00	0,000%	50,000%	50,000%
20.658,00	0,00	0,00	5.164,57	0,00	0,00	5.164,57	25,000%	0,000%	25,000%
20.658,00	0,00	0,00	4.897,34	0,00	0,00	4.897,34	25,000%	0,000%	25,000%
2.582,00	0,00	0,00	0,00	0,00	0,00	0,00	50,000%	0,000%	50,000%
206.583,00	0,00	0,00	0,00	0,00	0,00	0,00	0,000%	24,524%	24,524%
30.987,00	0,00	0,00	0,00	20.658,28	0,00	20.658,28	66,666%	0,000%	66,666%
10.000,00	0,00	0,00	4.000,00	0,00	0,00	4.000,00	40,000%	0,000%	40,000%
2.582,00	0,00	0,00	1.291,14	0,00	0,00	1.291,14	50,000%	0,000%	50,000%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	0,000%	50,000%	50,000%
77.469,00	0,00	0,00	29.623,97	0,00	(5.948,14)	23.675,83	40,630%	0,000%	40,630%
510.000,00	0,00	0,00	170.379,13	0,00	0,00	170.379,13	32,990%	0,000%	32,990%
520.000,00	0,00	0,00	144.143,13	0,00	0,00	144.143,13	27,910%	0,000%	27,910%
51.600,00	0,00	0,00	15.493,71	0,00	0,00	15.493,71	30,000%	0,000%	30,000%
77.450,00	0,00	0,00	19.367,13	0,00	0,00	19.367,13	25,000%	0,000%	25,000%
206.583,00	0,00	0,00	51.645,69	0,00	0,00	51.645,69	29,410%	0,000%	29,410%
25.823,00	0,00	0,00	8.607,62	0,00	0,00	8.607,62	33,320%	0,000%	33,320%
51.640,00	0,00	0,00	19.475,59	0,00	0,00	19.475,59	40,760%	0,000%	40,760%
10.327,00	0,00	0,00	4.131,66	0,00	0,00	4.131,66	40,000%	0,000%	40,000%
51.646,00	0,00	0,00	25.822,84	0,00	0,00	25.822,84	50,000%	0,000%	50,000%
61.975,00	0,00	0,00	24.789,93	0,00	(24.789,93)	0,00	40,000%	0,000%	40,000%
61.975,00	0,00	0,00	18.917,83	0,00	(18.917,83)	0,00	33,000%	0,000%	33,000%
15.494,00	0,00	0,00	1.127,97	0,00	(1.127,97)	0,00	33,333%	0,000%	33,333%
50.490,00	0,00	0,00	0,00	0,00	0,00	0,00	33,230%	0,000%	33,230%
45.900,00	0,00	0,00	23.240,56	0,00	0,00	23.240,56	50,000%	0,000%	50,000%
50.490,00	0,00	0,00	17.043,08	0,00	0,00	17.043,08	33,334%	0,000%	33,334%
139.320,00	27.000,00	10.800,00	55.777,35	0,00	(55.777,35)	0,00	40,000%	0,000%	40,000%
25.500,00	0,00	0,00	8.263,31	0,00	(8.263,31)	0,00	32,000%	0,000%	32,000%
10.200,00	0,00	0,00	5.164,57	0,00	(5.164,57)	0,00	50,000%	0,000%	50,000%
45.900,00	0,00	0,00	15.803,58	0,00	(15.803,58)	0,00	36,000%	0,000%	36,000%
156.000,00	0,00	0,00	0,00	0,00	0,00	0,00	0,000%	33,330%	33,330%
100.000,00	0,00	0,00	8.087,51	0,00	0,00	8.087,51	22,000%	0,000%	22,000%
207.014.000,00	0,00	0,00	0,00	0,00	0,00	0,00	0,000%	40,000%	40,000%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	50,000%	0,000%	50,000%
100.000,00	100.000,00	50.000,00	50.000,00	0,00	(46.987,00)	3.013,00	50,000%	0,000%	50,000%
35.440.000,00	70.880,00	6.259,00	0,00	519.624,89	0,00	519.624,89	20,293%	0,000%	20,293%
0,00	0,00	0,00	0,00	0,00	0,00	0,00	45,000%	0,000%	45,000%
46.600,00	0,00	0,00	0,00	23.300,00	0,00	23.300,00	50,000%	0,000%	50,000%
12.000,00	0,00	0,00	62.633,44	0,00	(58.893,04)	3.740,40	31,170%	0,000%	31,170%
100.000.000,00	0,00	0,00	0,00	0,00	0,00	0,00	0,000%	34,000%	34,000%
3.655.397,00	7.310.794,00	1.653.725,00	3.298.708,14	0,00	0,00	3.298.708,14	22,620%	0,000%	22,620%
10.200,00	0,00	0,00	2.582,28	0,00	0,00	2.582,28	25,000%	0,000%	25,000%
40.800,00	0,00	0,00	10.329,14	0,00	0,00	10.329,14	25,000%	0,000%	25,000%
45.900,00	0,00	0,00	15.493,71	0,00	0,00	15.493,71	33,330%	0,000%	33,330%
25.500,00	0,00	0,00	12.911,42	0,00	0,00	12.911,42	50,000%	0,000%	50,000%
45.900,00	0,00	0,00	23.240,56	0,00	0,00	23.240,56	50,000%	0,000%	50,000%
40.000,00	0,00	0,00	0,00	20.000,00	0,00	20.000,00	50,000%	0,000%	50,000%

(table follows)

associated companies - continua

Nova Metro S.c.r.l.	Via Montello, 10 - Roma - Italia	EUR
Parking Puccini S.c.r.l. in liquidazione	Viale Italia, 1 - Sesto S. Giovanni (MI) - Italia	EUR
Pegaso S.c.r.l.	Via F. Tovaglieri, 17 - Roma - Italia	EUR
Piana di Licata S.c.r.l. in liquidazione	Via G. V. Bona, 65 - Roma - Italia	EUR
Piceno S.c.r.l. in liquidazione	Viale Italia, 1 - Sesto S. Giovanni (MI) - Italia	EUR
Pont Ventoux S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Principe Amedeo S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
Priolo Siracusa S.c.r.l.	Piazza Velasca, 4 - Milano - Italia	EUR
Raggruppamento Astaldi-Vianini in liquidazione	S.P. per Fisciano Km.1 - Fisciano (SA) - Italia	EUR
Roma Sud S.c.r.l. in liquidazione	V.le Dell'Astronomia, 9 - Roma - Italia	EUR
S.A.A.L.P. S.n.c. in liquidazione	Via Boncompagni, 47 - Roma - Italia	EUR
S.A.C.E.S. S.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
S.E.I.S. S.p.A.	Via Monte Santo, 1 - Roma - Italia	EUR
Sa.Di.Pe. S.c.r.l. in liquidazione	Via Della Dataria, 22 - Roma - Italia	EUR
Salgit S.r.l.	Via della Dataria, 22 - Roma - Italia	EUR
Santangelo S.c.r.l. in liquidazione	Via G.V. Bona, 65 - Roma - Italia	EUR
SO.GE.DEP. S.r.l. in liquidazione	Via dell'Astronomia, 9 - Roma - Italia	EUR
So.Gr.Es. S.c.p.a. in liquidazione	Via Agnello, 19 - Milano - Italia	EUR
Tangenziale Seconda S.c.r.l. in liquidazione	Piazza Velasca, 2 - Milano - Italia	EUR
Transeuropiska Autocesta D.o.o	Maksimirska 120/III 10000 - Zagabria - Croazia	HRK
Truncu Reale S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
V.A.S.CO. Imprese Riunite	Via Montello, 10 - Roma - Italia	EUR
Val Pola S.c.r.l. in liquidazione	Viale Sarca, 336 - Milano - Italia	EUR
Valle Caudina S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR
Veneta Sanitaria Finanza di Progetto S.p.A.	Via Cesare Battisti n°2 - Mestre - VE	EUR
Vesuviana Strade S.c.r.l.	Via G.V. Bona, 65 - Roma - Italia	EUR

total 2) - associated companies**3 - other equity interests**

A.M.P. S.c.r.l. in liquidazione	Viale Caduti di tutte le guerre, 7 - Bari - Italia	EUR
Aguas de San Pedro Sula S.A. de CV	Departamento de Cortes - San Pedro Sula - Honduras	HNL
Astaldi-Sarantopulos Joint Venture	Grecia	-
Bocca di Malamocco S.c.r.l.	Via Salaria, 1039 - Roma - Italia	EUR
C.C.N. S.c.r.l. in liquidazione	Via Clauzetto, 12 - Roma - Italia	EUR
C.F.C. S.c.r.l.	Via Privata D. Giustino, 3/A - Napoli - Italia	EUR
Co.Sa.Vi.D. S.c.r.l.	Carini- Contrada Foresta Z.I. - Palermo - Italia	EUR
Coasim Participacion conjunta	Via Bastioni di Porta Nuova, 21 - Milano - Italia	EUR
Consorzio Asse Sangro in liquidazione	Via della Fonte di Fauno, 2/A bis - Roma - Italia	EUR
Consorzio Centro Uno	C.so Vittorio Emanuele, 130 - Napoli - Italia	EUR
Consorzio Ferroviario Vesuviano	Via Argine, 425 - Napoli - Italia	EUR
Consorzio Groupement Lesi-Dipenta	Via Indonesia, 100 - Roma - Italia	EUR
Consorzio Palasport in liquidazione	Viale Italia, 1 - Sesto S. Giovanni (MI) - Italia	EUR
Consorzio Tagliamento	Via G.V. Bona, 101/C - Roma - Italia	EUR
Consorzio Team	Viale Sarca, 336 - Milano - Italia	EUR
Consorzio TRA.DE.CI.V.	Via G. Verdi, 35 - Napoli - Italia	EUR
Copenhagen Metro Construction Group J.V. (COMET)	Refshaleoen, 147 P.O. Box 1920 - Copenhagen - Danimarca	US\$
Costruttori Romani Riuniti Grandi Opere S.p.A. in liquidazione	Via P. Stanislao Mancini, 2 - Roma - Italia	EUR
D.G.M. S.r.l. in liquidazione	Via Torna, 58 - Bari - Italia	EUR
Fondazione Accademia Nazionale di S. Cecilia	Via Vittoria, 6 - Roma - Italia	EUR
Fusaro S.c.r.l.	Via Privata D. Giustino 3/A - Napoli - Italia	EUR
G.G.O. S.c.r.l. in liquidazione	Zona Industriale - Agrigento - Italia	EUR
Imprese Riunite Genova S.c.r.l. in liquidazione	Via A. Gramsci, 20 - Genova - Italia	EUR
Imprese Riunite Genova Seconda S.c.r.l. in liquidazione	Via Serra, 2/9 - Genova - Italia	EUR
Italstrade CCCF Jv Bucuresti S.r.l.	Gheorghe Manu, 20 Sector 1 - Bucarest - Romania	LEI
Irimuse S.c.r.l.	Via Salaria, 1039 - Roma - Italia	EUR
Hydro Honduras S.A.	Ap.3199, Salida Norte Blvd. Fuerzas Armadas - El Carriza I - Tegucigalpa - Honduras	HNL
Leonardo 2000 S.c.r.l.	Via Carlo Pesenti, 121/123 - Roma - Italia	EUR
Metrogenova S.c.r.l.	Via Antonio Gramsci, 20 - Genova - Italia	EUR
Napoli Porto S.c.r.l.	Via G. Verdi, 35 - Napoli - Italia	EUR
NO.VI.F.IN. Nova Via Festinat Industrias S.c.r.l.	Riviera di Chiaia, 72 - Napoli - Italia	EUR
Pantano S.c.r.l.	Via Montello, 10 - Roma - Italia	EUR
Pavimental S.p.A.	Piazza Ferdinando De Lucia, 15 - Roma - Italia	EUR
Platamonas Sarantopulos Joint Venture	Grecia	-
Plus S.r.l.	Via del Tritone, 53 - Roma - Italia	EUR
Roma Lido S.c.r.l.	Via Carlo Pesenti, 121/123 - Roma - Italia	EUR
Salini-Italstrade J.V. S.c.a.r.l. in liquidazione	Via della Dataria, 22 - Roma - Italia	EUR
Sociedad Concesionaria Bas S.A.	Santiago del Chile	Pesos
Spluga Domani S.p.A.	Via del Crotto, 52 - Campodolcino - Italia	EUR
Yellow River Contractors	PO Vox 073 - Luoyang - Rep. Pop. Cinese	US\$

total 3) - other equity interests**grand total**

Independent Auditors' Report



Brescia, Ernst & Young S.p.A.

ASTALDI S.p.A.

FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2002

AUDITORS' REPORT
pursuant to article 156 of Legislative Decree of February 24, 1998, n. 58

(Translation from the original Italian text)

AUDITORS' REPORT

pursuant to article 156 of Legislative Decree of February 24, 1998, n. 58

(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, 2002. 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 March 8, 2002.

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, 2002, and the results of its operations for the year then ended.

Rome, April 7, 2003

Reconta Ernst & Young S.p.A.

Signed by: Salvatore Florenza, partner

o t h e r i n f o r m a t i o n

Starting June 2002 Astaldi ordinary shares are traded on the Star segment of the Italian Stock Exchange (Borsa Italiana S.p.A.)

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Report of the Board of Statutory Auditors To the Shareholders' meeting, according to the art. 153, D.Lgs. n. 58 - 02/24/1998)

Dear Shareholders,

On the 6th June 2002, the trading of your company's ordinary shares (common stocks) has started on the Star Segment of the regulated market of Borsa Italiana S.p.a. further to the official admission on the High-Tech market of the Italian Stock Exchange under the provision n. 2323 of 05/14/2002. Therefore, we have begun the supervision activity as provided for by the D. Lgs. N. 58/98, and this report has been drawn up according to the instructions of the Consob communication n. DEM/1025564 of the 4th June 2001.

In particular:

We have supervised the observance of the law and the memorandum of association; We have obtained information, from the Director, at least on quarterly a quarterly basis, on the activities and on the most important economic, financial and asset operations made by the company and by the major subsidiaries and we can reasonably confirm that all the operations comply with law and with the corporate by-laws, are not obviously imprudent or risky, that they do not conflict with shareholders' meeting resolutions and that they do not compromise the Company's business wealth;

As far as we're able, we have verified the adequacy of the organization structure of the company, the observance of correct administration principles, and the adequacy of the arrangements made by the Company for the subsidiaries, according to the art. 114, sub-section 2, D.Lgs. n.58/98. We have achieved this by gathering information from responsible managers and by organizing meetings with the external Auditors, in order to exchange relevant information. On this subject, the Board of Statutory Auditors have ensured that the Auditors have adopted appropriate procedures concerning continuous reporting and which has been notified to the major subsidiaries;

We have noted that the External Auditors will issue their report soon, and therefore we reserve the right to make any observation, suggestions on possible findings and remarks, in time to report to the Shareholder's meeting;

We are not aware of any declarations ex art. 2408 cod.civ. or statements from third parties;

We have assessed and supervised the adequacy of the system of internal control and the administrative-accounting System. We have also assessed its reliability to represent operational items correctly, by participating on the Committee for Internal Control's work, and by gathering information from functional managers, by inspecting Company's documents, by examining the work of the external Auditor and by supervising the staff in charge of Internal Auditing. On this subject, we have no comments. Moreover, the Board of Statutory Auditors has supervised

the progress report of the process of self-evaluation of risks and corporate controls, with the assistance of outside consultants, and suggesting, if necessary, appropriate improvements;

We have held a meeting with the external auditors, in accordance with art. 150, subsection 2, D.lgs n. 58/98, and no relevant facts or important information have arisen that need to be included in this report;

We confirm the compliance of the company with the self-governing code prepared by the Committee for corporate governance of quoted companies;

In accordance with the managing director's declarations, confirmed by the external auditors, the board of statutory auditors has noted the assignments to the auditors for the year 2002 of the following duties:

Assistance for stock exchange quotation about Euro 320.000.

Assistance for issue of the bonded loan Astaldi Finance S.A., granted from Astaldi, Euro 33.600;

In accordance with the managing director's declarations, confirmed by the external auditors, the board of statutory auditors has noted the assignment of further commitments to the auditors, for the following amounts:

Fiscal assistance for stock exchange quotation, Euro 45.000;

Risk assessment assistance for Italian court cases, Euro 35.000;

During 2002, the Board of Statutory Auditors expressed the following opinions:

Granting of the audit engagement (individual companies and consolidated accounts) to Reconta Ernst & Young S.p.A. for the three years 2002-2004;

Increase of share capital with the exclusion of stock right ex. Art. 2441 civil code.

In reference to operations with related parties and other inter-company operations, the information reported by the Directors in the Directors' report on the accounts, are adequate to describe the activities carried on during the fiscal year 2002 which have been performed in the interest of your company.

No atypical or unusual operations beyond usual management decisions have been noted, or conflicts of interest on the part of the Directors.

The audit activity during 2002, described above, was performed in 8 Board of statutory Auditors meetings and assisting the Board of Directors and the internal control committee respectively 8 and 3 times.

During the audit and on the basis of the information obtained by the auditors no omission or reportable facts or irregularities or significant matters arose that need to be raised to the controlling bodies or pointed out in this report.

Taking note of the results of the individual balance sheets as of and at December 31st 2002, the Board of Statutory Auditors, according to art. 153 subsection 2, D.lgs n. 58/98, recommends their approval, as prepared by the Board of Directors.

Rome, March 25th 2003

The Board of Statutory Auditors

(Eugenio Pinto)

(Aldo Ramondelli)

(Pierpaolo Singer)

Resolutions passed by the shareholders' meeting

The shareholders' meeting, called in first call the 30th April 2003, resolved:

for the ordinary meeting:

- Approval of the financial statement as of and for the year then ended December 31, 2002 and the Directors' Report on the accounts, issued ex art. 2428 of the civil code, with the proposal of dividends distribution as formulated by the Board of Directors;
- Renewal, for the three year period 2003-2005 of the Board of Statutory auditors, that will be in force until the approval of the financial statement as of and for December 31, 2005, in the persons of Eugenio Pinto, President, Pierpaolo Singer and Pierumberto Spanò, statutory auditors, Antonio Sisca, Domenico Franco Nalin and Maurizio Lauri, acting auditors;

for the extraordinary meeting:

- Proceed to the closure of the foreign branch in Greece.

List of foreign branch offices

Astaldi S.p.A.

Algeria

9, Lot Petite Provence
Résid. Les Deux Palmiers
Hydra - Algeria

Bolivia

Avenida Iturralde, 1308
Esquina San Salvador
La Paz – Bolivia

Colombia

Carrera 11B n. 96-03
A Sur 267
Edificio Zurich Of. 504
Bogotá – Colombia

Congo

28, Avenue MOE Vangoula
Pointe Noire
B.P. 1426
Pointe Noire – Congo

Croatia

Petrinjska, 7/III
Zagreb - Croatia

Denmark

Refshæøen
P.O. Box 1920
Copenhagen - Denmark

Dominican Republic

Calle Salvador Sturla 17 – 3er piso
1557 S. Domingo – Dominican Republic

El Salvador

Km. 12 – Troncal Del Norte
Apopa – El Salvador

Greece

2, Vovliagmenis Ave
Elliniko 16777
Athens - Greece

Guinea

Route du Niger
B.P. 2149 Conakry
Rép. de Guinée

Guinea Bissau

Zona Industrial de Bra,
Caixa Postal 419
Bissau - Guinea Bissau

Honduras

Plantel El Carrizal
Boulevard Fuerzas Armadas
Salida Carretera del Norte
Tegucigalpa - Honduras

Nicaragua

Bolonia de la Iglesia
San Francisco 11/1
al Sur Casa 1220
Managua - Nicaragua

Romania

Str. Gheorghe Lazar, 2
707691 Sector 1
Bucharest - Romania

Rwanda

Rue de la Douane, Gikondo
Kigali - Rwanda
Tanzania
B.P. Box 63125
Dar es Salaam
Tanzania

Tunisia

Residence Du Lac D24
Deuxième étage
Les Berges Du Lac
2045 Tunis - Tunisia

Turkey

Ilkadim Sokak, 19
06700 Gaziosmanpasa
Ankara - Turkey

United States of America

8220 State Road 84, Suite 300
Davie - Florida - USA

Venezuela

Centro Ciudad Comercial Tamanaco
Primera Etapa, Of. 620,
Piso 6, Av. La Estancia, Chuao
Caracas - Venezuela

Zambia

Plot 4772/M Chudleigh Estates
P/BAG E 220
Lusaka – Zambia

(Italstrade S.p.A.)**Albania**

Pruga Abdi Toptani "Torre Drin", 51
Tirana – Albania

Morocco

Rue Capitain Abdel, 37
10000 Mouden El Alami
Rabat – Morocco

Romania

Str. Gheorghe Lazar, 2
707691 Sector 1
Bucharest – Romania

(R.I.C. S.p.A.)**Congo**

28, Avenue MOE Vangoula
Pointe Noire
B.P. 1426
Pointe Noire – Congo

Venezuela

Centro Ciudad Comercial Tamanaco
Primera Etapa, Of. 620,
Piso 6, Av. La Estancia, Chuao
Caracas – Venezuela

(Legnami Pasotti Italia I. C. S.r.l.)**Libya**

P.O. BOX 572 –
Tripoli – Libya



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Astaldi Corporate Communications

Project: PMS Corporate Communications

Graphics: Interno Otto

Layout and printing: DOTIgrafiche.com - Litografica Iride

June 2003

