



*Shareholders' Meeting*

**AMENDMENTS TO BYLAWS CONNECTED TO LEGISLATIVE DECREE  
IMPLEMENTING "RECORD DATE" DIRECTIVE APPROVED**

**GENERAL CRITERIA OF 2010/2012 INCENTIVE SCHEME APPROVED**

*Rome, 5 November 2010* – The Shareholders' Meeting of Astaldi S.p.A., chaired by Deputy Chairman Prof. Ernesto Monti, approved some amendments to the Bylaws, specifically regarding eligibility to take part in the Shareholders' Meeting and electronic notification of voting proxies, with the aim of completing the process of updating the Bylaws to comply with the provisions as per the Legislative Decree 27/2010 implementing the "Record Date" Directive (European Directive 2007/36/EC regarding the exercise of rights by shareholders in listed companies).

The Shareholders' Meeting **also approved the general criteria of the Incentive Scheme for 2010-2012 three-year period**, formulated by the Board of Directors at the Remuneration Committee proposal, granting the Board of Directors the power to define implementation procedures by drafting regulations that take into account the approved guidelines. Indeed, the ultimate aim of the Scheme is to **consolidate the management contribution to the creation of value**.

The Incentive Scheme for 2010-2012 three-year period, based on a stock granting system, provides for the free allocation of Astaldi shares to the CEO and four General Managers upon the achievement of set economic and financial targets (such as the value of production, EBIT, debt/equity ratio) as set forth in the Informative Document pursuant to article 84, subsection 1 of the Issuers' Regulations, available for consultation at [www.astaldi.com](http://www.astaldi.com).

In short, the Scheme draws inspiration from principles and implementation criteria in keeping with the Incentive Scheme already adopted for all Group managers, which provides for the disbursement of a bonus, as the variable share of the salary, upon the achievement of specific economic and financial targets (management by objective system).

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*Listed in the STAR segment of the Italian stock exchange, Astaldi Group has been active for more than 80 years, in Italy and abroad, in designing and constructing large-scale civil engineering works.*

*The Group operates in the following areas:*

- *transport infrastructures (railways, undergrounds, roads, motorways, ports, and airports);*
- *hydraulic works and energy production plants (dams, hydroelectric plants, waterworks, oil pipelines, gas pipelines, nuclear power stations and treatment plants);*
- *civil and industrial construction (hospitals, universities, airports, law courts, car parks);*
- *management under concession of works such as healthcare facilities, transport infrastructures, car parks.*

*The Group currently operates as a General Contractor capable of promoting financial aspects and coordinating all resources and skills for the optimal development and management of complex and high-value public works.*

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