



GENERAL AND EXTRAORDINARY SHAREHOLDERS' MEETING

Dear Sirs, you are called upon to attend a General and Extraordinary Shareholders' Meeting at the company's offices at Via Giulio Vincenzo Bona 65, Rome, at 9:00 am on 23 April 2010 at first call and, if need be at second call at the same time and location on 26 April 2010, to discuss and resolve upon the following

AGENDA:

Extraordinary Meeting:

- Amendments to the Bylaws

General Meeting:

1. Approval of the Annual Financial Statements at 31 December 2009. Related resolutions.
2. Appointment of the Honorary Chairman.
3. Appointment of the members of the Board of Directors for the financial years 2010, 2011 and 2012. Related resolutions.
4. Proposal for integration of activities and adjustment of fees for external auditing of Astaldi S.p.A. for the financial years 2009 and 2010. Related resolutions.
5. Resolutions regarding the purchase and sale of treasury shares.

All parties with voting rights may attend the Shareholders' Meeting provided the authorised broker forwards the relative certification within two days prior to the date of first call of the Meeting. The company hereby requests the shareholders to forward the aforementioned documentation detailing voting rights to INFOMATH S.r.l. – FAO Elisa Zaninelli – Via S.G. Bosco 3, 24126 Bergamo, by post or by fax (035-3840396) or by email (titoli@infomath.it), at least two days prior to the date of first call of the Meeting.

As regards appointment of the members of the Board of Directors, it should be recalled that, pursuant to Article 16 of the Bylaws, said appointment shall be performed on the basis of slates filed at the company's offices at least 15 (fifteen) days prior to the date of first call of the Meeting, and submitted by shareholders that, either alone or with others, own a total amount of shares equal to at least 2.5% of the share capital with voting rights at the General Meeting.

Documentation regarding the items on the agenda shall be filed at the company's offices and at the offices of Borsa Italiana S.p.A. within the terms provided for in current legislation. The company's shareholders shall be entitled to obtain a copy of said documentation upon request and at their own expense.

Experts, financial analysts and accredited journalists that plan to attend the Meeting must submit a specific request to do so at least two days prior to the date of first call of the Meeting, forwarding said request to Astaldi S.p.A. – FAO External Communications and Investor Relations – by email to investor.relations@astaldi.com or by fax to 06-41766733.

On behalf of the Board of Directors

Chairman

Vittorio Di Paola