

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

FIN.AST.
Finanziaria ASTALDI

To: **Astaldi S.p.A.**
Via G.V. Bona, 65
00156 Rome

Rome, 8 April 2010

Subject: List of candidates for the office of members of the Board of Directors of Astaldi S.p.A. for fiscal years 2010/2012.

The undersigned FIN.AST. S.r.l., in the person of the Chief Executive Officer and legal representative Paolo Astaldi, hereby deposits with this letter:

- A list of candidates for the office of members of the Board of Directors of Astaldi S.p.A., drawn up pursuant to Art. 16 of the Corporate Bylaws, to be submitted to vote during the Ordinary Shareholders' Meeting of Astaldi S.p.A. of 23/26 April 2010, convened to pass resolutions, among other things, on the renewal of the Board of Directors for fiscal years 2010/2012;
- The curricula of the persons designated, containing a brief description of their personal and professional characteristics;
- The declarations by which the single candidates accept their candidacy and also declare, under their own responsibility, the existence of the requisites of honourableness, the absence of causes of ineligibility or incompatibility, as well as the existence of the requisites required by the law and the bylaws for the offices involved;
- The certification issued by the authorised intermediary according to which Fin.Ast. S.r.l. directly holds no. 38,956,495 shares of Astaldi S.p.A., equivalent to approximately 39.58% of the share capital of the said Astaldi S.p.A.

Yours faithfully

FIN.AST. S.r.l.
Chief Executive Officer
Paolo Astaldi
(illegible signature)

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**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING
OF ASTALDI S.P.A. OF 23/26 APRIL 2010**

**LIST OF CANDIDATES FOR THE OFFICE OF MEMBERS OF THE BOARD OF
DIRECTORS OF ASTALDI S.p.A.**

List presented by Fin.Ast. S.r.l.

<i>LIST OF CANDIDATES</i>
1. Paolo Astaldi
2. Pietro Astaldi
3. Caterina Astaldi
4. Giuseppe Cafiero
5. Luigi Guidobono Cavalchini
6. Stefano Cerri
7. Giorgio Cirila
8. Paolo Cuccia
9. Vittorio Di Paola
10. Mario Lupo
11. Ernesto Monti
12. Eugenio Pinto
13. Maurizio Poloni

FIN.AST. S.r.l.
Chief Executive Officer Paolo
Astaldi
(illegible signature)

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SOCIETE GENERALE
Securities Services

CERTIFICATION OF PARTICIPATION IN THE MONTE TITOLI CENTRALIZED MANAGEMENT SYSTEM (Legislative Decree 24/02/1998 no. 68 and Legislative Decree 24/06/1998 no. 213)	Order no. 01
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Place and date of issuance: Milan, 01 April 2010

Yearly prog. no. 100171		Client code 3226/7392/10775752/0	FIN.AST. SRL VIA S. MARIA DELL'ANIMA 00186 ROME
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At the request of **UNICREDIT CORPORATE BANKING S.P.A.**
In favour of **FIN.AST. SRL**

Place of birth Date of birth Tax code no. 06746000154

This certification, effective through **26 April 2010**, attests to the aforementioned party's participation in the centralized management system, with the following financial instruments:

Code	Description of financial instruments	Quantity
IT0003261069	ASTALDI	38,956,495

The following annotations have been made for these financial instruments:

This certification is issued for the exercise of the following right:
CERTIFICATION OF POSSESSION FOR RENEWAL OF BOARD OF DIRECTORS

The broker in charge

SOCIETE GENERALE
Securities Service S.p.A.
[signed – illegible]

SGSS S.p.A.
Legal offices: Via Benigno Crespi 19/A - 20159 Milan - Italy
Tel: +39 02 9178.1
Fax: +39 02 9178.9999
www.sg-securities-services.it
www.socgen.com
Fully paid in registered capital: €111,309,007.08
Bank entered in the bank register, cod. 5622
Subjected to the management and coordination activity of Société Générale S A
Milan Company registration, tax code, and V.A.T. registration no. 03126570013
Member of Interbank Deposit Protection Fund

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To: Astaldi Società per azioni
Via Giulio Vincenzo Bona no. 65
00156 Rome

Rome, 08 April 2010

Re: Declaration pursuant to art. 16 of the corporate by-laws of Astaldi Società per Azioni

I, the undersigned Paolo Astaldi, born in Rome on 28 July 1960, tax code no. STL PLA 60L28 H501K, domiciled for the office in Rome, Via Giulio Vincenzo Bona no. 65, do hereby declare that I accept the candidacy as Member of the Board of Directors of Astaldi Società per Azioni, and I do hereby authorize FIN.AST. S.r.l. to lodge the slate for the election to the office of Member of the Board of Directors, containing my name, at the main offices of Astaldi Società per Azioni, pursuant to article 16 of Astaldi's by-laws.

I do also hereby declare, under my own exclusive responsibility, aware of the criminal sanctions imposed by art. 76 D.P.R. 445/2000 for cases of falsification and untruthful statements provided for therein:

- a) that I am in possession of the requirements of professional conduct and of every other requirement of law and of the by-laws for the office;
- b) that, with regard to my candidacy, there are no grounds for ineligibility or incompatibility provided for by law and by the by-laws;
- c) that there are no circumstances or events on the grounds of which I, the undersigned, may bring action in court against the company.

Faithfully.

(illegible signature)

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CURRICULUM VITAE

Paolo ASTALDI, born in Rome on 28 July 1960, a resident of Rome.
Married with one son.

Education

1988 *Laurea in Economia e Commercio* (degree in Economics and Commerce) earned at Università di Roma “La Sapienza” with a grade of 110/110.

Foreign languages

- English
- French
- Spanish

Work experience

- | | |
|----------------|---|
| 2001 – present | ASTALDI S.p.A. – Deputy Chairman <ul style="list-style-type: none">• Company’s legal representative;• Oversees relations with Italian institutions and diplomatic representations of the main countries in which the company operates;• Follows and coordinates structured finance operations. |
| 1999 – present | Chairman of ASTALDI CONSTRUCTION CORPORATION, a Group company operating in the North American market. |
| 2000 – 2001 | Director of ASTALDI S.p.A. <ul style="list-style-type: none">• oversaw the Company’s economic and financial management;• followed the projects for financing the main contracts acquired by the company, maintaining relations with foreign governments and banks, as well as with the leading Italian banks and institutions. |
| 1991 – 2000 | Director of SO.GE.SI. S.p.A. (ASTALDI Group holding company) |
| 1985 | Began working with ASTALDI S.p.A. |

Current corporate offices

- Deputy Chairman of ASTALDI S.p.A.
- Chairman of ASTALDI CONSTRUCTION CORP.
- Managing Director of FIN.AST. S.r.l. (current ASTALDI Group holding company)

Other offices and honours:

- Member of ANCE’s “foreign works” standing committee
- Member of the Assonime council
- Member of the IAI Committee
- On 02 June 1998, honoured by the President of the Italian Republic with the title “*Commendatore al Merito della Repubblica Italiana*” (Commander of the Order of Merit of the Italian Republic)
- Member of the UIR Council

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To: Astaldi Società per azioni
Via Giulio Vincenzo Bona no. 65
00156 Rome

Rome, 08 April 2010

Re: Declaration pursuant to art. 16 of the corporate by-laws of Astaldi Società per Azioni

I, the undersigned Pietro Astaldi, born in Rome on 2 December 1967, tax code no. STL PTR 67T02 H501M, domiciled for the office in Rome, Via Giulio Vincenzo Bona no. 65, do hereby declare that I accept the candidacy as Member of the Board of Directors of Astaldi Società per Azioni, and I do hereby authorize FIN.AST. S.r.l. to lodge the slate for the election to the office of Member of the Board of Directors, containing my name, at the main offices of Astaldi Società per Azioni, pursuant to article 16 of Astaldi's by-laws.

I do also hereby declare, under my own exclusive responsibility, aware of the criminal sanctions imposed by art. 76 D.P.R. 445/2000 for cases of falsification and untruthful statements provided for therein:

- a) that I am in possession of the requirements of professional conduct and of every other requirement of law and of the by-laws for the office;
- b) that, with regard to my candidacy, there are no grounds for ineligibility or incompatibility provided for by law and by the by-laws;
- c) that there are no circumstances or events on the grounds of which I, the undersigned, may bring action in court against the company.

Faithfully.

(illegible signature)

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CURRICULUM VITAE

NAME: Pietro Astaldi

BORN: ROME, 2 December 1967

EDUCATION: Middle school diploma

FOREIGN LANGUAGES Spoken and written English
Spoken and written French

CURRENT GRADE: Director

WORK
EXPERIENCE: From 1988 to date, at Astaldi S.p.A.
with the following positions:

- Internal Auditing Manager
- Payments Office Manager

CORPORATE OFFICES: Member of the Board of Directors of:

- Astaldi S.p.A.
- FINETUPAR INTERNATIONAL S.A.

Director:

- FIN.AST S.r.l.

Pursuant to and to the effects of Law no. 675/96, I do hereby authorize the processing of my personal data.

(Pietro Astaldi)
(illegible signature)

6 April 2010

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To: Astaldi Società per azioni
Via Giulio Vincenzo Bona no. 65

00156 Rome

Rome, 06 April 2010

Re: Declaration pursuant to art. 16 of the corporate by-laws of Astaldi Società per Azioni

I, the undersigned Caterina Astaldi, born in Rome on 26 June 1969, tax code no. STL CRN 69H66 H501K, domiciled for the office in Rome, Via Giulio Vincenzo Bona no. 65, do hereby declare that I accept the candidacy as Member of the Board of Directors of Astaldi Società per Azioni, and I do hereby authorize FIN.AST. S.r.l. to lodge the slate for the election to the office of Member of the Board of Directors, containing my name, at the main offices of Astaldi Società per Azioni, pursuant to article 16 of Astaldi's by-laws.

I do also hereby declare, under my own exclusive responsibility, aware of the criminal sanctions imposed by art. 76 D.P.R. 445/2000 for cases of falsification and untruthful statements provided for therein:

- a) that I am in possession of the requirements of professional conduct and of every other requirement of law and of the by-laws for the office;
- b) that, with regard to my candidacy, there are no grounds for ineligibility or incompatibility provided for by law and by the by-laws;
- c) that there are no circumstances or events on the grounds of which I, the undersigned, may bring action in court against the company.

Faithfully.

(illegible signature)

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CURRICULUM VITAE

NAME: Caterina Astaldi
BORN: ROME, 26 June 1969
MARITAL STATUS: Married, 2 children

EDUCATION: Diploma from “Istituto Visconti” scientific secondary school
Degree in Science of Communication at Università di
Macerata (Italy)
FOREIGN LANGUAGES: English: Good spoken and written
Spanish: Good spoken and written

WORK EXPERIENCE

From August 2001 – to present
Italstrade S.p.A.

Assistant to the General Manager with particular reference to relations with foreign countries and international bodies

Grade: Director

In this office, has the following duties:

Seeing to the company's relations and image, graphic design and preparation of brochures, leaflets and corporate financial statements, contacts with foreign companies.

From January 2001 – August 2001

Marketing and Human Resources Manager at Metro Pubblicità S.r.l.

Grade: Consultant

In this office, had the following duties:

Selecting personnel for the Rome and Milan offices, and introducing personnel into the organizational chart in a corporate organization process.

Seeing to the company's image, graphic design and preparation of brochures, leaflets, contacts with media and advertising agencies, managing the marketing budget, advertising campaign, and start-ups.

From 1995 to January 2001

Manager of the Office of External Relations and Prequalifications abroad at Astaldi S.p.A.

Grade: Director

In this office, had the following duties:

Seeing to the company's image, graphic design and preparation of brochures, leaflets and corporate financial statements, contacts with foreign companies, managing, collecting, and preparing documentation for participation in prequalifications and tenders abroad.

From 1993 to 1995

Manager of the Office of External Relations and Human Resources at Astaldi S.p.A.

Grade: from 1993 to 1994, level 7; from 1994 to 1995, cadre.

In this office, had the following duties:

Selecting personnel, and introducing personnel into the organizational chart in a corporate organization process.

Seeing to the company's image, organization and participation in political events and coordination with development cooperation in third-world countries, graphic design and preparation of brochures, leaflets and corporate financial statements, contacts with Italian and foreign companies.

From 1989 to 1993

Organization and supervision of conferences and meetings, and activities seeking sponsors, advertising, and marketing for events:

- I Seminario Invernale di Scienze Ginecologiche – Roccaraso – February 1989
- II Seminario Invernale di Scienze Ginecologiche – Roccaraso – February 1990
- I Congresso di Oncologia – Chieti – November 1990
- I Convegno Nazionale di Ginecologia e Ostetricia – Rieti – January 1990
- II Convegno Nazionale di Ginecologia e Ostetricia – Rieti – January 1991
- II Convegno Nazionale di Informatica e Neurologia – Rome – March 1991
- Finmeccanica Congress – Rome – September 1991
- III Congresso Nazionale di Ginecologia e Ostetricia – Rieti – January 1992
- ENI Congress – Rome – March 1992
- REEBOK promotional campaign – Rome – April 1993
- HERBALIFE Congress – Rome – April 1993
- V Congresso di Informatica Giuridica – Rome – May 1993
- I Congresso Internazionale di Ortottisti – Rome – September 1993

Pursuant to and to the effects of Law no. 675/96, I do hereby authorize the processing of my personal data.

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To: Astaldi Società per azioni
Via Giulio Vincenzo Bona no. 65
00156 Rome

Rome, 08 April 2010

Re: Declaration pursuant to art. 16 of the corporate by-laws of Astaldi Società per Azioni

I, the undersigned Giuseppe Cafiero, born in Rome on 28 June 1944, tax code no. CFR GPP 44H28 H501J, domiciled for the office in Rome, Via Giulio Vincenzo Bona no. 65, do hereby declare that I accept the candidacy as Member of the Board of Directors of Astaldi Società per Azioni, and I do hereby authorize FIN.AST. S.r.l. to lodge the slate for the election to the office of Member of the Board of Directors, containing my name, at the main offices of Astaldi Società per Azioni, pursuant to article 16 of Astaldi's by-laws.

I do also hereby declare, under my own exclusive responsibility, aware of the criminal sanctions imposed by art. 76 D.P.R. 445/2000 for cases of falsification and untruthful statements provided for therein:

- a) that I am in possession of the requirements of professional conduct and of every other requirement of law and of the by-laws for the office;
- b) that, with regard to my candidacy, there are no grounds for ineligibility or incompatibility provided for by law and by the by-laws;
- c) that there are no circumstances or events on the grounds of which I, the undersigned, may bring action in court against the company.

Faithfully.

(illegible signature)

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CURRICULUM VITAE

Giuseppe Cafiero

Born in Rome on 28 June 1944

Classical Secondary School diploma – Rome – 1962

Laurea in Ingegneria Civile Edile (degree in Civil Construction Engineering), concentration B (bridges and roads) Università di Roma, 1968.

- 1968 – 1969 Collaborator at the road surveying office of Carlo Cassinis.
- 1970 – 1974 Director of the surveying laboratory, lot V of the Rome-Florence “Direttissima” line, of the Ferrofir consortium (Astaldi S.p.A., Dipenta, Lodigiani, Sogene).
(Client: Ferrovie dello Stato).
- 1975 – 1978 Managed the construction of the quays of the port of Gioia Tauro, for the Cogitau consortium (Astaldi, Dipenta, Lodigiani, Sogene, Grassetto, Cambogi, Graci).
(Client: Cassa per il Mezzogiorno).
- 1979 – 1983 Director at Dipenta – Foreign sector.
In this capacity, attended to:
- managing the construction works of the Sidi Dris dam and the Rocade canal in Morocco (Client: Ministère de l’Hydraulique).
- managing the construction of the Maiduguri dam on Lake Chad in Nigeria.
(Client: Lake Chad basin authority).
- 1983 – 1987 Director at Astaldi costruzioni e lavori pubblici S.p.A.
In this capacity, attended, within Astaldi’s participation in the Eurolep joint venture (Fougerolle – Philip Holzmann – Entrecanales – Rothplätz – Astaldi), to the contractual management of the works to build the tunnels and underground labs of the LEP (Large Electron–Positron Collider).
(Client: CERN, Geneva) - (European Organization for Nuclear Research).

- 1987 – 1990 Technical Manager at Astaldi S.p.A.
- In this capacity, attended to coordinating the executive design of the works, and the contractual management of, mainly, the following works:
- Satriano hydroelectric power plant (Client: ENEL)
 - Civitavecchia-Capranica-Orte railway (Client: Ferrovie dello Stato).
- 1991 – 1994 General Manager of Astaldi S.p.A.
- 1994 - 2001 - Member of the management board of the Iricav Uno consortium (Fintecna, Ansaldo Trasporti S.p.A., Astaldi S.p.A., Condotte S.p.A., Consorzio Cooperative Costruzioni, Vianini S.p.A.), General Contractor of the Rome-Naples high-speed railway line (Client: TAV).
- General Manager of Pegaso S.c.r.l. (Ansaldo, Astaldi, and C.C.C.), conferee of the Iricav Uno consortium for the construction of the Rome-Naples high-speed railway line – Civil works from Km 12 to Km 68, approximately, and superstructure for the entire section from Km 12 to Km 216. (Client: TAV).
- 2002 General Manager of Astaldi S.p.A.
- 2006 Chief Executive Officer of Astaldi S.p.A.

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To: Astaldi Società per azioni
Via Giulio Vincenzo Bona no. 65
00156 Rome

Rome, 06 April 2010

Re: Declaration pursuant to art. 16 of the corporate by-laws of Astaldi Società per Azioni

I, the undersigned Luigi Guidobono Cavalchini Garofoli, born in Turin on 4 February 1934, tax code no. GDB LGU 34B04 L219S, domiciled for the office in Rome, Via Giulio Vincenzo Bona no. 65, do hereby declare that I accept the candidacy as Member of the Board of Directors of Astaldi Società per Azioni, and I do hereby authorize FIN.AST. S.r.l. to lodge the slate for the election to the office of Member of the Board of Directors, containing my name, at the main offices of Astaldi Società per Azioni, pursuant to article 16 of Astaldi's by-laws.

I do also hereby declare, under my own exclusive responsibility, aware of the criminal sanctions imposed by art. 76 D.P.R. 445/2000 for cases of falsification and untruthful statements provided for therein:

- a) that I am in possession of the requirements of professional conduct and of every other requirement of law and of the by-laws for the office;
- b) that, with regard to my candidacy, there are no grounds for ineligibility or incompatibility provided for by law and by the by-laws;
- c) that there are no circumstances or events on the grounds of which I, the undersigned, may bring action in court against the company.

Faithfully.

(illegible signature)

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Curriculum Vitae of Luigi GUIDOBONO CAVALCHINI GAROFOLI

- born in Turin on 04 February 1934; married, one son;
- earned *laurea in giurisprudenza* (degree in law) at Università degli Studi di Torino, in July 1958;
- in July 1961, embarked on diplomatic career;
- from September 1961 through July 1964, served with the General Personnel Management as head of the Secretarial office;
- from July through March 1964, served at the Permanent Italian Representation to the European Communities in Brussels;
- from March 1969 through June 1971, was consul in Bern;
- from June 1971 through January 1972, again served at the European Communities, charged with coordinating the proceedings of the Italian turn at the Council presidency and following the negotiations for membership of the United Kingdom, Ireland, and Denmark in the European Communities;
- from January 1972 through July 1977, headed the office of the Secretary of the General Directorate of Economic Affairs at Italy's Ministry of Foreign Affairs;
- from July 1977 through April 1978, was assigned to the Permanent Italian Representation to the OECD;
- from April 1978 through November 1979, served at the Italian Embassy in Paris, assigned as Political Adviser to follow French domestic policy;
- from November 1979 through August 1989, served in the Cabinet of the Italian Ministry of Foreign Affairs, first as an officer (through the autumn of 1980), then as Deputy Cabinet Chief (through March 1985), and lastly as Cabinet Chief.
- In August of 1987, the Council of Ministers conferred upon him the title of Ambassador;
- In August 1989, was called to the Prime Minister's office to serve as General Secretary.
- From November 1991 through November 1995, was Ambassador in Paris;
- From November 1995 through February 2000, was Permanent Italian Representative to the European Union.
- From February 2000 through 1 March 2001, was Cabinet Chief in Italy's Foreign Ministry.
- Since December 2002, has been Chairman of UniCredit Private Banking;
- In December 2004, joined the Board of Directors of Museo d'Arte Contemporanea del Castello di Rivoli.
- Is on the Board of Directors of Fondazione Alcide De Gasperi and IPALMO (Istituto di studi per l'America Latina ed il Medio Oriente – A research institute for Latin America and the Middle East);
- Member of the Advisory Board of Alstom Italia;

- Chairman of Circolo di Studi Diplomatici;
- Member of the Strategic Reflection Group at Italy's Ministry of Foreign Affairs.

Turin, April 2010

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To: Astaldi Società per azioni
Via Giulio Vincenzo Bona no. 65
00156 Rome

Rome, 06 April 2010

Re: Declaration pursuant to art. 16 of the corporate by-laws of Astaldi Società per Azioni

I, the undersigned Stefano Cerri, born in Rome on 23 April 1960, tax code no. CRR SFN 60D23 H501V, domiciled for the office in Rome, Via Giulio Vincenzo Bona no. 65, do hereby declare that I accept the candidacy as Member of the Board of Directors of Astaldi Società per Azioni, and I do hereby authorize FIN.AST. S.r.l. to lodge the slate for the election to the office of Member of the Board of Directors, containing my name, at the main offices of Astaldi Società per Azioni, pursuant to article 16 of Astaldi's by-laws.

I do also hereby declare, under my own exclusive responsibility, aware of the criminal sanctions imposed by art. 76 D.P.R. 445/2000 for cases of falsification and untruthful statements provided for therein:

- a) that I am in possession of the requirements of professional conduct and of every other requirement of law and of the by-laws for the office;
- b) that, with regard to my candidacy, there are no grounds for ineligibility or incompatibility provided for by law and by the by-laws;
- c) that there are no circumstances or events on the grounds of which I, the undersigned, may bring action in court against the company.

Faithfully.

(illegible signature)

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STEFANO CERRI: PROFILE

Stefano Cerri is CEO of the Astaldi Group since April 2005. He was appointed by the Board of Directors of the leading company operating in the field of major works after about seven years of service as General Manager, Administration and Finance.

Born in Rome in 1960, he holds a university degree in Economics and Commerce and earned qualifications as a certified public accountant in 1983. That same year, Stefano Cerri started his career with an internship at the Italstat Group, the IRI company active in the field of concessions and construction. In 1984, he joined the Arthur Andersen auditing company, where he worked in the SME consulting division, gaining experience in the assessment and management control of industrial concerns. In 1987, he rejoined Italstat as controller of the Group's companies operating in the field of motorway and construction concessions.

But Cerri's longest experience was a decade-long stint with the international accounting and consulting firm Ernst&Young, first as senior manager and then as partner in the audit Division.

In 1998, he started out in the Astaldi Group as General Manager, Administration and Finance, joining the Board of Directors in 2000; he also served as CEO of Astaldi International UK, and of the subsidiary Italstrade Spa.

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Giorgio Cirila

To: Astaldi Società per azioni
Via Giulio Vincenzo Bona no. 65
00156 Rome

Milan, 01 April 2010

Re: Declaration pursuant to art. 16 of the corporate by-laws of Astaldi Società per Azioni

I, the undersigned Giorgio Cirila, born in Lanzo d'Intelvi (Como) on 29 February 1940, tax code no. CRLGRG40B29E444A, domiciled for the office in Milan, Via Cesare Balbo no. 3, do hereby declare that I accept the candidacy as Member of the Board of Directors of Astaldi Società per Azioni, and I do hereby authorize FIN.AST. S.r.l. to lodge the slate for the election to the office of Member of the Board of Directors, containing my name, at the main offices of Astaldi Società per Azioni, pursuant to article 16 of Astaldi's by-laws.

I do also hereby declare, under my own exclusive responsibility, aware of the criminal sanctions imposed by art. 76 D.P.R. 445/2000 for cases of falsification and untruthful statements provided for therein:

- a) that I am in possession of the requirements of professional conduct and of every other requirement of law and of the by-laws for the office;
- b) that, with regard to my candidacy, there are no grounds for ineligibility or incompatibility provided for by law and by the by-laws;
- c) that there are no circumstances or events on the grounds of which I, the undersigned, may bring action in court against the company.

Furthermore, in compliance with the by-laws provisions I herein attach the following documents:

- declaration pursuant to art. 147-ter Legislative Decree no. 58/98
- declaration pursuant to art. 2.2.3, paragraph 3, letter l), of the regulations for the markets organized and managed by Borsa Italiana S.p.A.

Faithfully.

(illegible signature)
Giorgio Cirila

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

GIORGIO CIRLA

Milan, 01 April 2010

DECLARATION PURSUANT TO ART. 147-ter LEGISLATIVE DECREE NO. 58/98

The undersigned Giorgio Cirila, born in Lanzo d'Intelvi (Como) on 29 February 2010, with regard to his candidacy as Member of the Board of Directors of Astaldi S.p.A. (hereinafter, the "Company") for the 2010-2012 financial years, presented by the shareholder Fin.Ast. S.r.l., for the purposes of the provisions of art. 147-ter, paragraph 4, of Legislative Decree no. 58 of 24 February 1998 (the so-called finance consolidation act), under his own exclusive responsibility, aware of the criminal sanctions imposed by art. 76 D.P.R. 445/2000 for cases of falsification and untruthful statements provided for therein

Does hereby declare

- (i) that he is not in the conditions provided for by article 2382 of the civil code;
- (ii) that he is neither spouse nor relative, nor in a like relationship, down to the fourth degree, of the directors of ASTALDI S.p.A., nor director, spouse, relative, or in a like relationship, down to the fourth degree, of the directors of the subsidiaries of ASTALDI S.p.A., of the companies that control and of those subjected to the common control of ASTALDI S.p.A.;
- (iii) that he is not linked to ASTALDI S.p.A. or to the companies controlled by it, or to companies that control or those subjected to the common control of ASTALDI S.p.A., or to the directors of the companies and to the subjects pursuant to letter ii), by relations of autonomous or subordinate work, or by other relations of a property-related or professional nature compromising his independence.

Faithfully.

Giorgio Cirila
(illegible signature)

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

GIORGIO CIRLA

Milan, 01 April 2010

**DECLARATION PURSUANT TO ART. 2.2.3, PARAGRAPH 3, LETTER L),
OF THE REGULATIONS FOR THE MARKETS ORGANIZED AND MANAGED BY BORSA ITALIANA S.p.A.**

The undersigned Giorgio Cirila, born in Lanzo d'Intelvi (Como) on 29 February 1940, with regard to his candidacy as Member of the Board of Directors of Astaldi S.p.A. (hereinafter, the "Company") for the 2010-2012 financial years, presented by the shareholder Fin.Ast. S.r.l., for the purposes of the provisions of art. 2.2.3, paragraph 3, letter l), of the regulations for the markets organized and managed by Borsa Italiana (hereinafter, the "Regulations") as well as the provisions applicable pursuant to the Regulations Instructions, under his own exclusive responsibility, aware of the criminal sanctions imposed by art. 76 D.P.R. 445/2000 for cases of falsification and untruthful statements provided for therein

Does hereby declare

- a) that he does not own, directly, indirectly, or on behalf of third parties, shareholding stakes of a size that would allow him to exercise control of or have considerable influence over the company, nor is he party to shareholders agreements through which he can exercise control of or have considerable influence over it;
- b) that he is not, nor has he been in the previous three financial years, a major figure¹ of the issuer, of its subsidiary with strategic importance, or of a company subjected to common control with the issuer, or of a company or body that, also with others through a shareholders agreement, controls the issuer or is able to exercise a considerable influence over it;
- c) that he does not maintain, nor has he maintained directly, indirectly, or on behalf of third parties, during the year in progress and in the previous year, relations of a commercial nature with the company, with its subsidiaries, and with any of the corresponding major figures, with a subject that, also together with others through a shareholders agreement, controls the issuer or – in the case of a company or body – with the corresponding major figures;
- d) that he does not render, nor has rendered during the year in progress and in the previous year, even in the form of association, professional services to the company, to its subsidiaries, or to any of its major figures, to a subject that, also together with others through a shareholders agreement, controls the issuer or – in the case of a company or body – to the corresponding major figures;
- e) that he does not maintain, nor has he maintained during the three previous years, relations of subordinate employment with the company, with its subsidiaries, or with any of its major figures, with a subject that, also together with others through a shareholders agreement, controls the issuer or – in the case of a company or body – with the corresponding major figures;
- f) that he does not receive, nor has he received during the three previous financial years, from the issuer or from a subsidiary or parent company, a significant remuneration in addition to the "fixed" compensation as non-executive director of the issuer, including participation in incentive plans linked to corporate performance, including share-based plans;
- g) that he has not been the issuer's director for more than nine years out of the last twelve;
- h) that he does not hold the office of executive director in another company in which an executive director of the issuer holds a position as director;
- i) that he is not a shareholder or director of a company or body belonging to the network of the company charged with auditing the company;
- l) that he is not a close family relation to a person in one of the situations in the foregoing points.

Giorgio Cirila

[signed]

¹ The following may be considered "major figure" of a company or body: the chairman, the legal representative, the chairman of the Board of Directors, the executive directors and the directors with strategic responsibilities of the company and of the body in question.

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

CURRICULUM VITAE

PERSONAL INFORMATION:

Giorgio Cirila

born in Lanzo d'Intelvi (Como) on 29 February 1940

Resident of Milan – Via Cesare Balbo, 3

Tax code no. CRL CRG 40B29 E444A

WORK EXPERIENCE:

May 2006 – present	SOPAF S.p.A. Chairman
April 2005 – present	IGI SGR S.p.A. Chairman
July 1997 – April 2006	INTERBANCA S.p.A. Managing Director
1987 – 1997	ARCA MERCHANT S.p.A. Managing Director
1987	ABK INTERMEDIAZIONI E CONSULENZE FINANZIARIE S.p.A. (now Arca BIM S.p.A.) Chairman
1960 – 1987	BANCO LARIANO S.p.A. 1960 – 1970 Training in executive/operative offices Agency manager 1970– 1974 Branch manager 1974 – 1982 Main office manager – Director 1982 – 1987 Deputy General Manager – Head of Operative Management

Currently holds the following offices:

- Chairman of the Board of Directors of INIZIATIVA GESTIONE INVESTIMENTI SGR S.p.A., Milan
- Chairman of the Board of Directors of SOPAF S.p.A., Milan
- Chairman of the Board of Directors of CIPA S.p.A., Milan

- Member of the Board of Directors of IMMSI S.p.A., Milan
- Member of the Board of Directors of ITALGO S.p.A., Milan
- Member of the Board of Directors of VALVITALIA S.p.A., Rivanazzano (Pavia)
- Member of the Board of Directors of VALVITALIA HOLDING, Milan
- Member of the Board of Directors of MANTERO FINANZIARIA S.p.A., Como

Main offices held in the past:

- Member of the Board of Directors and of the Executive Committee of SANPAOLO-LARIANO BANK S.A., Luxembourg
- Member of the Oversight Committee (Aufsichtsrat) of BANKHAUS BRUELL & KALLMUS AG, Vienna (Now SanPaolo Bank (Austria) AG)
- Member of the Board of Directors of BANQUE RIVAUD SA, Paris
- Member of the Board of Directors and Director of ARCA SIM SOCIETÀ DI INTERMEDIAZIONE MOBILIARE S.p.A., Milan
- Member of the Board of Directors of ARCA ASSICURAZIONI S.p.A., Verona
- Member of the Board of Directors of ARCA CONSULENZA IMMOBILIARE S.p.A., Milan
- Member of the Board of Directors of ARCA IMPRESA GESTIONI S.p.A., Milan
- Member of the Board of Directors of ARCA S.p.A. – SOCIETÀ DI GESTIONE DI FONDI COMUNI DI INVESTIMENTO MOBILIARE, Milan
- Member of the Board of Directors of ARCA VITA S.p.A., Verona
- Chairman of ARCA MERCHANT INTERNATIONAL S.A., Brussels
- Chairman of EUROPEAN MOBILE COMMUNICATIONS SA, Luxembourg
- Member of the Board of Directors and of the Executive Committee of BANCA NAZIONALE DELL'AGRICOLTURA, Rome
- Member of the Board of Directors and of the Executive Committee of BANCA CATTOLICA, Molfetta
- Member of the Board of Directors and of the Executive Committee of BANCA ANTONIANA POPOLARE VENETA, Padua
- Member of the Board of Directors of OLIVETTI S.p.A., Ivrea
- Member of the Board of Directors of SNIA S.p.A., Milan
- Member of the Board of Directors of ANTONVENETA ABN AMRO SGR S.p.A., Milan
- Member of the Board of Directors of SIRTI S.p.A., Milan
- Member of the Board of Directors of WIRETEL S.p.A., Milan
- Member of the Board of Directors of WIRETEL2 S.p.A., Milan

- Member of the Board of Directors of IMPRENDITORI ASSOCIATI S.p.A., Milan
- Chairman of the Board of Directors of INTERBANCA INTERNATIONAL HOLDING SA, Brussels
- Member of the Board of Directors of HOPA S.p.A., Brescia
- Member of the Board of Directors of SORIN S.p.A., Milan
- Chairman of the Board of Directors of GLASS IDROMASSAGGIO S.r.l. and WELLNESS SOLUTIONS S.p.A., Oderzo (Treviso)

Pro-tem administrator in several ARCA Merchant affiliates and subsidiaries.

Milan, 01 April 2010

[illegible signature]

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

To: Astaldi Società per azioni
Via Giulio Vincenzo Bona no. 65
00156 Rome

Rome, 02 April 2010

Re: Declaration pursuant to art. 16 of the corporate by-laws of Astaldi Società per Azioni

I, the undersigned Paolo Cuccia, born in Rome on 14 September 1953, tax code no. CCC PLA 53P 14H 501C, domiciled for the office in Rome, Via Enrico Fermi no. 161, do hereby declare that I accept the candidacy as Member of the Board of Directors of Astaldi Società per Azioni, and I do hereby authorize FIN.AST. S.r.l. to lodge the slate for the election to the office of Member of the Board of Directors, containing my name, at the main offices of Astaldi Società per Azioni, pursuant to article 16 of Astaldi's by-laws.

I do also hereby declare, under my own exclusive responsibility, aware of the criminal sanctions imposed by art. 76 D.P.R. 445/2000 for cases of falsification and untruthful statements provided for therein:

- a) that I am in possession of the requirements of professional conduct and of every other requirement of law and of the by-laws for the office;
- b) that, with regard to my candidacy, there are no grounds for ineligibility or incompatibility provided for by law and by the by-laws;
- c) that there are no circumstances or events on the grounds of which I, the undersigned, may bring action in court against the company.

Furthermore, in compliance with the by-laws provisions I herein attach the following documents:

- declaration pursuant to art. 147-ter of Legislative Decree no. 58/98
- declaration pursuant to art. 2.2.3, paragraph 3, letter l), of the regulations for the markets organized and managed by Borsa Italiana S.p.A.

Faithfully.

(illegible signature)

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

DECLARATION PURSUANT TO ART. 147-ter LEGISLATIVE DECREE NO. 58/98

The undersigned Paolo Cuccia, born in Rome on 14 September 1953, with regard to his candidacy as Member of the Board of Directors of Astaldi S.p.A. (hereinafter, the “Company”) for the 2010-2012 financial years, presented by the shareholder Fin.Ast. S.r.l., for the purposes of the provisions of art. 147-ter, paragraph 4, of Legislative Decree no. 58 of 24 February 1998 (the so-called finance consolidation act), under his own exclusive responsibility, aware of the criminal sanctions imposed by art. 76 D.P.R. 445/2000 for cases of falsification and untruthful statements provided for therein

Does hereby declare

- (i) that he is not in the conditions provided for by article 2382 of the civil code;
- (ii) that he is neither spouse nor relative, nor in a like relationship, down to the fourth degree, of the directors of ASTALDI S.p.A., nor director, spouse, relative, or in a like relationship, down to the fourth degree, of the directors of the subsidiaries of ASTALDI S.p.A., of the companies that control and of those subjected to the common control of ASTALDI S.p.A.;
- (iii) that he is not linked to ASTALDI S.p.A. or to the companies controlled by it, or to companies that control or those subjected to the common control of ASTALDI S.p.A., or to the directors of the companies and to the subjects pursuant to letter ii), by relations of autonomous or subordinate work, or by other relations of a property-related or professional nature compromising his independence.

Faithfully.

Rome, 2 April 2010

(illegible signature)

Signature

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

**DECLARATION PURSUANT TO ART. 2.2.3, PARAGRAPH 3, LETTER L),
OF THE REGULATIONS FOR THE MARKETS ORGANIZED AND MANAGED BY BORSA ITALIANA
S.p.A.**

The undersigned Paolo Cuccia, born in Rome on 14 September 1953, with regard to his candidacy as Member of the Board of Directors of Astaldi S.p.A. (hereinafter, the “Company”) for the 2010-2012 financial years, presented by the shareholder Fin.Ast. S.r.l., for the purposes of the provisions of art. 2.2.3, paragraph 3, letter l), of the regulations for the markets organized and managed by Borsa Italiana (hereinafter, the “Regulations”) as well as the provisions applicable pursuant to the Regulations Instructions, under his own exclusive responsibility, aware of the criminal sanctions imposed by art. 76 D.P.R. 445/2000 for cases of falsification and untruthful statements provided for therein

Does hereby declare

- a) that he does not own, directly, indirectly, or on behalf of third parties, shareholding stakes of a size that would allow him to exercise control of or have considerable influence over the company, nor is he party to shareholders agreements through which he can exercise control of or have considerable influence over it;
- b) that he is not, nor has he been in the previous three financial years, a major figure¹ of the issuer, of its subsidiary with strategic importance, or of a company subjected to common control with the issuer, or of a company or body that, also with others through a shareholders agreement, controls the issuer or is able to exercise a considerable influence over it;
- c) ☒ that he does not maintain, nor has he maintained directly, indirectly, or on behalf of third parties, during the year in progress and in the previous year, relations of a commercial nature with the company, with its subsidiaries, and with any of the corresponding major figures, with a subject that, also together with others through a shareholders agreement, controls the issuer or – in the case of a company or body – with the corresponding major figures

or

☐ that he maintains, or has maintained directly, indirectly, or on behalf of third parties, during the year in progress and in the previous year, with the company, with its subsidiaries, and with any of the corresponding major figures, with a subject that, also together with others through a shareholders agreement, controls the issuer or – in the case of a company or body – with the corresponding major figures, the following relations, which are such as to condition the autonomy of judgement of the directors, are performed in market conditions in accordance with the provisions of the Regulations and their Instructions, and, at any rate, do not exceed 5% of the yearly sales revenue of the supplier or of the beneficiary;

- d) ☒ that he does not render, nor has rendered during the year in progress and in the previous year, even in the form of association, professional services to the company, to its subsidiaries, or to any of its major figures, to a subject that, also together with others through a shareholders agreement, controls the issuer or – in the case of a company or body – to the corresponding major figures

or

¹ The following may be considered “major figure” of a company or body: the chairman, the legal representative, the chairman of the Board of Directors, the executive directors and the directors with strategic responsibilities of the company and of the body in question.

☐ that he renders, or has rendered during the year in progress and in the previous year, even in the form of association, to the company, to its subsidiaries, or to any of its major figures, to a subject that, also together with others through a shareholders agreement, controls the issuer or – in the case of a company or body – with the corresponding major figures, the following professional services, which are such as not to condition the autonomy of judgement of the directors, and are performed in market conditions in accordance with the provisions of the Regulations and their Instructions;

- e) that he does not maintain, nor has he maintained during the three previous years, relations of subordinate employment with the company, with its subsidiaries, or with any of its major figures, with a subject that, also together with others through a shareholders agreement, controls the issuer or – in the case of a company or body – with the corresponding major figures;
- f) that he does not receive, nor has he received during the three previous financial years, from the issuer or from a subsidiary or parent company, a significant remuneration in addition to the “fixed” compensation as non-executive director of the issuer, including participation in incentive plans linked to corporate performance, including share-based plans;
- g) that he has not been the issuer’s director for more than nine years out of the last twelve;
- h) that he does not hold the office of executive director in another company in which an executive director of the issuer holds a position as director;
- i) that he is not a shareholder or director of a body belonging to the network of the company charged with auditing the company;
- l) that he is not a close family relation to a person in one of the situations in the foregoing points.

Rome, 02 April 2010

(Illegible signature)

Signature

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

Curriculum Vitae Paolo Cuccia

(January 2010)

EDUCATION:

Master's degree in Corporate Management, Università Bocconi (1980)

Laurea in Ingegneria (degree in Engineering), Università la Sapienza (1977)

Classical secondary school Liceo Classico Massimo Padri Gesuiti (1972)

Master's degree (*Master alla carriera*), 2007, Bocconi; LUISS Honoris Causa Master's degree, in Hospitality (2009)

OFFICES:

Bulgari S.p.A.: Member of the Board of Directors and Chairman of the Oversight Committee

Gambero Rosso: Chairman

COMMITMENTS:

University: LUISS, contracted instructor

Ernst Young: Scientific Committee

La Civiltà Cattolica: "*Generazioni a confronto*" conference cycle

PRIOR RESPONSIBILITIES:

EUR S.p.A.: Chairman (2004 – 2009)

CAPITALIA S.p.A.: Deputy Chairman and Member of the Executive Committee (2006 – 2007)

ABN AMRO N.V.: Corporate Executive Vice President (2003 – 2008)

- *Antonveneta S.p.A., Member of the Board of Directors and Executive Committee*

- *Interbanca S.p.A., Member of the Board of Directors and Executive Committee*

ACEA S.p.A.: Managing Director (1998– 2003)

Banca di Roma S.p.A.: Central Director (1992– 1997), in charge of

- *Finance Area*

- *Restructuring and revitalizing Banca Nazionale dell'Agricoltura*

Europa Investimenti S.A.P.A.: founder and Managing Director (1988 – 1992)

CITICORP: (1982 – 1988)

- *Citibank N.A. Deputy Chairman, Corporate Bank*

- *Citinvest S.p.A.: General Manager*

IRI Italstat: (1978 – 1982)

- *Management control*

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

To: Astaldi Società per azioni
Via Giulio Vincenzo Bona no. 65
00156 Rome

Rome, 06 April 2010

Re: Declaration pursuant to art. 16 of the corporate by-laws of Astaldi Società per Azioni

I, the undersigned Vittorio Di Paola, born in L'Aquila on 24 March 1947, tax code no. DPL VTR 47C24 A345E, domiciled for the office in Rome, Via Giulio Vincenzo Bona no. 65, do hereby declare that I accept the candidacy as Member of the Board of Directors of Astaldi Società per Azioni, and I do hereby authorize FIN.AST. S.r.l. to lodge the slate for the election to the office of Member of the Board of Directors, containing my name, at the main offices of Astaldi Società per Azioni, pursuant to article 16 of Astaldi's by-laws.

I do also hereby declare, under my own exclusive responsibility, aware of the criminal sanctions imposed by art. 76 D.P.R. 445/2000 for cases of falsification and untruthful statements provided for therein:

- a) that I am in possession of the requirements of professional conduct and of every other requirement of law and of the by-laws for the office;
- b) that, with regard to my candidacy, there are no grounds for ineligibility or incompatibility provided for by law and by the by-laws;
- c) that there are no circumstances or events on the grounds of which I, the undersigned, may bring action in court against the company.

Faithfully.

(illegible signature)

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

VITTORIO DI PAOLA

Chairman

Vittorio di Paola was born in L'Aquila on 24 March 1947, and resides in Rome, Via Giulia, 10. Married to Filomena Specchio; one son, Fabrizio Paolo, a university graduate in Civil Engineering.

Earned his classical secondary school diploma at Rome's Istituto Massimiliano Massimo. Earned a *Laurea in Ingegneria Civile* (a degree in Civil Engineering) at Università degli Studi di Roma "La Sapienza," and has been Chairman of the Astaldi Group since May 2007.

Began working with the Astaldi Group in 1972, as Assistant to the work site management for works on the Rome-Florence Direttissima railway line, in the section between Orte and Orvieto.

In 1983, was made the Company's Technical Manager, in particular performing the technical management of major works, such as those for building the PEC Nuclear Plant in Brasimone on behalf of ENEA; those for developing the Emilia dock at Porto Marghera (Venice) on behalf of Italy's Ministry of Public Works; and those for the construction of the alternate route to national road no. 64, "Porrettana," on behalf of A.N.A.S.

During this period, he also served as Deputy Chairman and Managing Director of D.G.M. S.r.l. for the clean-up of the Gulf of Manfredonia, under concession from the Region of Puglia.

In 1990, was appointed the Company's General Manager. In this office, roles included that of Chairman of the Italinpa Consortium for building and managing multi-level car parks at Fiumicino Airport on behalf of Aeroporti di Roma S.p.A.; Chairman of Porto di Napoli S.c.a.r.l. for the renovation of the port areas of Naples on behalf of Consorzio Autonomo del Porto di Napoli; Member of the Board of Directors of the company Pegaso between Astaldi S.p.A., Andsaldo S.p.A., and Consorzio Cooperative Costruzioni, for the construction of the high-speed Rome-Naples railway section on behalf of T.A.V. S.p.A.; and that of Chairman of the Company for building the Pont Ventoux-Susa hydroelectric plant under concession from A.E.M. Torino.

In 1995, was made the Company's Chief Executive Officer. Under his leadership, the Astaldi Group achieved considerable industrial development with the acquisition of new markets around the world, while quadrupling its sales revenue, which topped €1.3 billion in 2007.

In June 2002, Astaldi S.p.A. was listed on Borsa Italiana's online stock market, Mercato Telematico Azionario.

Between 1995 and 2005, the company developed major infrastructure in Italy, including the new high-capacity Rome-Naples railway line; the new Fiera di Milano convention centre; underground systems in Naples, Genoa, Rome, and Milan; Rome's northwest link; the new Mestre hospital under project financing; the Pont Ventoux hydroelectric plant in Susa; and outside national boundaries, including the Copenhagen underground; the Gumosova-Gerede section of the Anatolian motorway in Turkey; the Puerto Cabello-La Encrucijada railway in Venezuela; the Otopeni airport in Bucharest; the multifunctional Xiaolangdi dam in China; and the Nacaome dam in Honduras.

In May 2005, was made the Group's Executive Deputy Chairman and Chief Executive Officer.

He has been the Company's Chairman since May, 2007.

He is also a member of the Board of Directors of Accademia Nazionale di Santa Cecilia – Fondazione – Rome and of the Management Board of A.G.I. – Associazione Grandi Imprese.

From 2004 to 2007, was a member of the Advisory Board of SACE S.p.A. – Servizi Assicurativi del Commercio Estero; of the Chairman's Committee of ANCE – Associazione Nazionale Costruttori Edili; and, from 2008 to 2010, of the council of U.I.R. Unione Industriali di Roma. He was also Chairman of Parma's Fondazione Filarmonica Toscanini.

Thanks to his contribution, he has linked the name Astaldi to the support of major cultural and social institutions, such as Società del Quartetto di Milano, FAI, and Rome's Bambin Gesù hospital.

In 2006, the President of the Italian Republic Giorgio Napolitano honoured him with the title of *Cavaliere del Lavoro* (Knight of Labour).

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

To: Astaldi Società per azioni
Via Giulio Vincenzo Bona no. 65
00156 Rome

Rome, 07 April 2010

Re: Declaration pursuant to art. 16 of the corporate by-laws of Astaldi Società per Azioni

I, the undersigned Mario Lupo, born in Tripoli (Libya) on 11 October 1934, tax code no. LPUMRA34RHZ326U, domiciled for the office in Rome, Via G. V. Bona no. 65/A, do hereby declare that I accept the candidacy as Member of the Board of Directors of Astaldi Società per Azioni, and I do hereby authorize FIN.AST. S.r.l. to lodge the slate for the election to the office of Member of the Board of Directors, containing my name, at the main offices of Astaldi Società per Azioni, pursuant to article 16 of Astaldi's by-laws.

I do also hereby declare, under my own exclusive responsibility, aware of the criminal sanctions imposed by art. 76 D.P.R. 445/2000 for cases of falsification and untruthful statements provided for therein:

- a) that I am in possession of the requirements of professional conduct and of every other requirement of law and of the by-laws for the office;
- b) that, with regard to my candidacy, there are no grounds for ineligibility or incompatibility provided for by law and by the by-laws;
- c) that there are no circumstances or events on the grounds of which I, the undersigned, may bring action in court against the company.

Furthermore, in compliance with the by-laws provisions I herein attach the following documents:

- declaration pursuant to art. 147-ter of Legislative Decree no.58/98
- declaration pursuant to art. 2.2.3, paragraph 3, letter l), of the regulations for the markets organized and managed by Borsa Italiana S.p.A.

Faithfully.

(illegible signature)

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

DECLARATION PURSUANT TO ART. 147-ter LEGISLATIVE DECREE NO. 58/98

The undersigned Mario Lupo, born in Tripoli (Libya) on 11 October 1934, with regard to his candidacy as Member of the Board of Directors of Astaldi S.p.A. (hereinafter, the “Company”) for the 2010-2012 financial years, presented by the shareholder Fin.Ast. S.r.l., for the purposes of the provisions of art. 147-ter, paragraph 4, of Legislative Decree no. 58 of 24 February 1998 (the so-called finance consolidation act), under his own exclusive responsibility, aware of the criminal sanctions imposed by art. 76 D.P.R. 445/2000 for cases of falsification and untruthful statements provided for therein

Does hereby declare

- (i) that he is not in the conditions provided for by article 2382 of the civil code;
- (ii) that he is neither spouse nor relative, nor in a like relationship, down to the fourth degree, of the directors of ASTALDI S.p.A., nor director, spouse, relative, or in a like relationship, down to the fourth degree, of the directors of the subsidiaries of ASTALDI S.p.A., of the companies that control and of those subjected to the common control of ASTALDI S.p.A.;
- (iii) that he is not linked to ASTALDI S.p.A. or to the companies controlled by it, or to companies that control or those subjected to the common control of ASTALDI S.p.A., or to the directors of the companies and to the subjects pursuant to letter ii), by relations of autonomous or subordinate work, or by other relations of a property-related or professional nature compromising his independence.

Faithfully.

Rome, 7 April 2010

(illegible signature)

Signature

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

**DECLARATION PURSUANT TO ART. 2.2.3, PARAGRAPH 3, LETTER L),
OF THE REGULATIONS FOR THE MARKETS ORGANIZED AND MANAGED BY BORSA ITALIANA
S.p.A.**

The undersigned Mario Lupo, born in Tripoli (Libya) on 11 October 1934, with regard to his candidacy as Member of the Board of Directors of Astaldi S.p.A. (hereinafter, the “Company”) for the 2010-2012 financial years, presented by the shareholder Fin.Ast. S.r.l., for the purposes of the provisions of art. 2.2.3, paragraph 3, letter l), of the regulations for the markets organized and managed by Borsa Italiana (hereinafter, the “Regulations”) as well as the provisions applicable pursuant to the Regulations Instructions, under his own exclusive responsibility, aware of the criminal sanctions imposed by art. 76 D.P.R. 445/2000 for cases of falsification and untruthful statements provided for therein

Does hereby declare

- a) that he does not own, directly, indirectly, or on behalf of third parties, shareholding stakes of a size that would allow him to exercise control of or have considerable influence over the company, nor is he party to shareholders agreements through which he can exercise control of or have considerable influence over it;
- b) that he is not, nor has he been in the previous three financial years, a major figure¹ of the issuer, of its subsidiary with strategic importance, or of a company subjected to common control with the issuer, or of a company or body that, also with others through a shareholders agreement, controls the issuer or is able to exercise a considerable influence over it;
- c) ☒ that he does not maintain, nor has he maintained directly, indirectly, or on behalf of third parties, during the year in progress and in the previous year, relations of a commercial nature with the company, with its subsidiaries, and with any of the corresponding major figures, with a subject that, also together with others through a shareholders agreement, controls the issuer or – in the case of a company or body – with the corresponding major figures

or

☐ that he maintains, or has maintained directly, indirectly, or on behalf of third parties, during the year in progress and in the previous year, with the company, with its subsidiaries, and with any of the corresponding major figures, with a subject that, also together with others through a shareholders agreement, controls the issuer or – in the case of a company or body – with the corresponding major figures, the following relations, which are such as to condition the autonomy of judgement of the directors, are performed in market conditions in accordance with the provisions of the Regulations and their Instructions, and, at any rate, do not exceed 5% of the yearly sales revenue of the supplier or of the beneficiary;

- d) ☒ that he does not render, nor has rendered during the year in progress and in the previous year, even in the form of association, professional services to the company, to its subsidiaries, or to any of its major figures, to a subject that, also together with others through a shareholders agreement, controls the issuer or – in the case of a company or body – to the corresponding major figures

or

¹ The following may be considered “major figure” of a company or body: the chairman, the legal representative, the chairman of the Board of Directors, the executive directors and the directors with strategic responsibilities of the company and of the body in question.

☐ that he renders, or has rendered during the year in progress and in the previous year, even in the form of association, to the company, to its subsidiaries, or to any of its major figures, to a subject that, also together with others through a shareholders agreement, controls the issuer or – in the case of a company or body – with the corresponding major figures, the following professional services, which are such as not to condition the autonomy of judgement of the directors, and are performed in market conditions in accordance with the provisions of the Regulations and their Instructions;

- e) that he does not maintain, nor has he maintained during the three previous years, relations of subordinate employment with the company, with its subsidiaries, or with any of its major figures, with a subject that, also together with others through a shareholders agreement, controls the issuer or – in the case of a company or body – with the corresponding major figures;
- f) that he does not receive, nor has he received during the three previous financial years, from the issuer or from a subsidiary or parent company, a significant remuneration in addition to the “fixed” compensation as non-executive director of the issuer, including participation in incentive plans linked to corporate performance, including share-based plans;
- g) that he has not been the issuer’s director for more than nine years out of the last twelve;
- h) that he does not hold the office of executive director in another company in which an executive director of the issuer holds a position as director;
- i) that he is not a shareholder or director of a body belonging to the network of the company charged with auditing the company;
- l) that he is not a close family relation to a person in one of the situations in the foregoing points.

Rome, 07 April 2010

(Illegible signature)

Signature

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

MARIO LUPO

Mario Lupo

Born in 1934

Was awarded the *Laurea in Giurisprudenza* (degree in law) from Università di Roma, with a grade of 110/110 cum laude, and was then Assistant to the Chair in Civil Law at that university's law department.

Began his working activity in 1960 at ANCE – Associazione Nazionale Costruttori Edili, leaving the association in early 1972, after having been made General Manager, then going on to Montedison.

At Montedison, after being Personnel and Organization Director, was made Managing Director in 1977. Managed, for the Group, complex corporate restructuring interventions, which were particularly difficult and risky in those years.

In late 1978, he left office as Montedison Managing Director and was made Chairman of STANDA. In that office, he also became Chairman of Federazione delle Imprese di Grande Distribuzione (FAID).

In April 1985, after achieving results that restored and revitalized STANDA, he left the company and the Montedison Group, and was appointed, by Italy's Ministry of Industry, the Commissioner of the paper-making Fabbri Industrial Group, under extraordinary administration.

In November 1986, he was appointed, again by the Ministry of Industry, Chairman and Managing Director of REL, a public financing company for the consumer electronics sector. He left this office in May 1989.

In July 1987, he was made Chairman of Finsider, an IRI financial company for iron and steel metallurgy, and in May 1988, after Finsider was put into liquidation, he was appointed Chairman of ILVA, a company set up to take on the soundest industrial activities of iron and steel metallurgy with state stakeholding.

In January 1988, he was made Chairman of ASSIDER, Associazione Nazionale delle Imprese Siderurgiche, which at the end of that same year merged with ISA and USI – smaller sectoral business associations – giving rise to FEDERACCAI, the single body representing Italian iron and steel metallurgy.

He left the post of Chairman of ILVA and FEDERACCAI in May 1991, after being made operating Deputy Chairman of IRITECNA S.p.A., IRI's sectoral leader for industrial installations and territorial organization. In August 1992, he was made Chairman of IRITECNA S.p.A., leaving the post in January 1993.

After this, he carried out consulting activities for leading Italian financial and industrial companies, and in June 1996, became Chairman and C.E.O. of VIANINI LAVORI S.p.A. – one of the leading

Italian public works companies, belonging to the Caltagirone Group (construction, cement, publishing) and listed on the stock exchange.

After his three year term in office at VIANINI LAVORI, in July 1999 Italy's large construction companies made him Chairman and Secretary General of their trade association, AGI. These positions were then renewed for a second three-year term in 2002, a third one in 2005, and a fourth in 2008.

In July 2001, Italy's Ministry of Productive Activities appointed him Extraordinary Commissioner of SCALA S.p.A. (a company operating in the tissue and detergent sectors) under extraordinary administration. He left this office due to expiration provided for by the Ministry of Economic Development at that time, pursuant to art. 1, paragraph 498, of Law no. 296/06.

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

To: Astaldi Società per azioni
Via Giulio Vincenzo Bona no. 65
00156 Rome

Rome, 06 April 2010

Re: Declaration pursuant to art. 16 of the corporate by-laws of Astaldi Società per Azioni

I, the undersigned Ernesto Monti, born in Marigliano (Naples) on 2 January 1946, tax code no. MNT RST 46A02E 955 B, domiciled for the office at the registered office of Astaldi SpA located in Via Vincenzo Bona no. 65, do hereby declare that I accept the candidacy as Member of the Board of Directors of Astaldi Società per Azioni, and I do hereby authorize FIN.AST. S.r.l. to lodge the slate for the election to the office of Member of the Board of Directors, containing my name, at the main offices of Astaldi Società per Azioni, pursuant to article 16 of Astaldi's by-laws.

I do also hereby declare, under my own exclusive responsibility, aware of the criminal sanctions imposed by art. 76 D.P.R. 445/2000 for cases of falsification and untruthful statements provided for therein:

- a) that I am in possession of the requirements of professional conduct and of every other requirement of law and of the by-laws for the office;
- b) that, with regard to my candidacy, there are no grounds for ineligibility or incompatibility provided for by law and by the by-laws;
- c) that there are no circumstances or events on the grounds of which I, the undersigned, may bring action in court against the company.

Furthermore, in compliance with the by-laws provisions I herein attach the following documents:

- declaration pursuant to art. 147-ter of Legislative Decree no. 58/98.

Faithfully.

(illegible signature)

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

DECLARATION PURSUANT TO ART. 147-ter LEGISLATIVE DECREE NO. 58/98

The undersigned Ernesto Monti, born in Marigliano (Naples) on 2 January 1946, with regard to his candidacy as Member of the Board of Directors of Astaldi S.p.A. (hereinafter, the “Company”) for the 2010-2012 financial years, presented by the shareholder Fin.Ast. S.r.l., for the purposes of the provisions of art. 147-ter, paragraph 4, of Legislative Decree no. 58 of 24 February 1998 (the so-called finance consolidation act), under his own exclusive responsibility, aware of the criminal sanctions imposed by art. 76 D.P.R. 445/2000 for cases of falsification and untruthful statements provided for therein

Does hereby declare

- (i) that he is not in the conditions provided for by article 2382 of the civil code;
- (ii) that he is neither spouse nor relative, nor in a like relationship, down to the fourth degree, of the directors of ASTALDI S.p.A., nor director, spouse, relative, or in a like relationship, down to the fourth degree, of the directors of the subsidiaries of ASTALDI S.p.A., of the companies that control and of those subjected to the common control of ASTALDI S.p.A.;
- (iii) that he is not linked to ASTALDI S.p.A. or to the companies controlled by it, or to companies that control or those subjected to the common control of ASTALDI S.p.A., or to the directors of the companies and to the subjects pursuant to letter ii), by relations of autonomous or subordinate work, or by other relations of a property-related or professional nature compromising his independence.

Faithfully.

Rome, 6 April 2010

(illegible signature)

Signature

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

CURRICULUM VITAE
of
ERNESTO MONTI

PERSONAL INFORMATION

Born in Marigliano (Naples) on 02 January 1946; married since 1972 with Anna Schettini (retired teacher); one son (Paolo), 29, a university law graduate, holding a masters degree in human resources and an employee of the ENEL group.

A resident of Rome, Via di Porta San Sebastiano, 16.

EDUCATION

Degree of *Laurea in Economia e Commercio* (degree in economics and commerce) earned with top grades in 1970; in 1971, attended training course after winning the study grant awarded by Banca d'Italia; later attended specialist courses in economic and financial matters at SDA - Bocconi e Università Cattolica.

WORK EXPERIENCE

From 1971 to 1976

Banca d'Italia (Milan): as bank officer, dealt mainly with overseeing credit firms; also served as the Central Bank's observer at Borsa Valori (stock exchange);

From 1976 to 1984

IMI Group. In the first five years, was at SIGE (Milan), with responsibility over the "Managements and Markets" sector; in particular, established the "asset managements" sector and contributed to managing two Luxembourgish mutual funds (Fonditalia and Interfund). Was later called to Rome as IMI's **Finance Area Director, Italy.**

Was appointed as director in 1980.

Was member of the Board of Directors of: SIGE, FIDEURAM, IMIGEST (mutual fund management company), Studi Finanziari S.p.A.;

From 1984 to 1989

Banca Nazionale dell'Agricoltura. Manager of Securities/bourse, treasury, and stakeholding departments.

In June 1987, was appointed Central Manager, in charge of the Finance Area, Stakeholding Area, and Foreign Area.

Was on the Board of Directors of: NAGRAFIN, GESTIFONDI,

NAGRAFIN FIDUCIARIA, all companies operating in the managed savings sector.

From 1989 to 1999

Banco di Santo Spirito – Central Manager – In charge of the Market Directorate. In particular, led the Credit Area, the Marketing Area, and the Territorial Network Development Area. In September 1992 (after the merger of three outfits – C.R. Roma, Banco di Santo Spirito, and Banco di Roma) – was **Central Manager of Banca di Roma (later CAPITALIA)**, overseeing Strategic Planning, Management Control and Studies. During the period, dealt first with the acquisition of BNA, and then with the sale of Interbanca. Was also charged with working with outside consultants to prepare the “Culture Project” aimed at creating a unit of intents and values within the new company.

In 1996, was appointed Deputy General Manager overseeing the Finance, Foreign Network Commercial Development, and Project EURO Areas.

In that setting, re-organized the merchant banking, private banking, and managed savings operating structures, establishing Italy’s first savings management company.

Member of the Board of Directors of: Borsa Italiana S.p.A., Mediocredito di Roma, Romagest, Fidia (closed-end securities fund).

February 2000

Was appointed **Managing Director** of ICCRI (Gruppo Popolare di Lodi).

In agreement with the Oversight Body, after a few months’ service (summer of that year), resigned from the position.

From October 2000
to present

In October 2000, was appointed **Chairman** of the **ASTALDI** Group. In this position, also dealt with the Group’s listing with Borsa Italiana.

In May 2007, was confirmed as independent member of the Board of Directors, and made **Honorary Chairman**.

In March 2001, was appointed **Board member**, then **Chairman**, of **FINANZIARIA TOSINVEST**, a position he still holds. In this position, has dealt with reorganizing the Group and managing the subsidiary COFIRI. In June 2003, was made COFIRI’s **Chairman**, in order to sell it off. The position was finalized the following February.

At present, is also a **Member of the Board of Directors and Chairman of the Internal Control Committee** of Unicredit-MCC, Rome, Unicredito Group, and **Independent Member of the Board of Directors** of ERG RENEW SpA (ERG Group), ARISCOM SpA (insurance company), ALITALIA S.p.A. and PMS (communication).

Until last year, was **Member of the Board of Directors** of FINMECCANICA S.p.A. and FINTECNA S.p.A. (formerly IRI).

OTHER ACTIVITIES

Between 1976 and 1980	professor at SDA – Università Bocconi;
1983 and 1984	external faculty member at Università di Modena;
From 1986 to present	professor at LUISS-Guido Carli, holding the chairs in “corporate finance” (Basic Course and Advanced Course).

Also:

From 1983 to 1994	with Prof. Onado, oversaw the preparation of the PROMETEIA-credit sector forecast report.
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Has authored numerous publications (about a dozen); most recently: in 2006, published ***Manuale di Finanza per l'impresa. Teoria e pratica*** Ed. ISEDI; a new edition of the manual is currently being published; a monograph on ***Credit Derivatives***, Bancaria 3 - 1999. Also, between 2002 and 2003, published two monographs: ***La valutazione delle aziende: il caso delle new economy companies***, and in collaboration with a university assistant, ***Corporate Risk Management***. Moreover, recently (2008) published three monographs for teaching purposes: ***Il Family Business - Linee guida per una strategia di sviluppo sostenibile***; ***La quotazione come scelta strategica***, and ***La crisi dei mutui subprime***.

April 2010

(illegible signature)

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

Eugenio Pinto

Rome, 02 April 2010

To: Astaldi S.p.A.
Via Giulio Vincenzo Bona no. 65
00156 Rome

Re: Declaration pursuant to art. 16 of the corporate by-laws of Astaldi Società per Azioni

I, the undersigned Eugenio Pinto, born in Taranto on 20 September 1959, tax code no. PNT GNE 59P20 L049V, domiciled for the office in Rome, Piazza Barberini, 45, do hereby declare that I accept the candidacy as Member of the Board of Directors of Astaldi Società per Azioni, and I do hereby authorize FIN.AST. S.r.l. to lodge the slate for the election to the office of Member of the Board of Directors, containing my name, at the main offices of Astaldi Società per Azioni, pursuant to article 16 of Astaldi's by-laws.

I do also hereby declare, under my own exclusive responsibility, aware of the criminal sanctions imposed by art. 76 D.P.R. 445/2000 for cases of falsification and untruthful statements provided for therein:

- a) that I am in possession of the requirements of professional conduct and of every other requirement of law and of the by-laws for the office;
- b) that, with regard to my candidacy, there are no grounds for ineligibility or incompatibility provided for by law and by the by-laws;
- c) that there are no circumstances or events on the grounds of which I, the undersigned, may bring action in court against the company.

Furthermore, in compliance with the by-laws provisions I herein attach the following documents:

- declaration pursuant to art. 147-ter of Legislative Decree no. 58/98
- declaration pursuant to art. 2.2.3, paragraph 3, letter l), of the regulations for the markets organized and managed by Borsa Italiana S.p.A.

Faithfully.

(illegible signature)

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

EUGENIO PINTO

Rome, 02 April 2010

DECLARATION PURSUANT TO ART. 147-ter LEGISLATIVE DECREE NO. 58/98

The undersigned Eugenio Pinto, born in Taranto on 20 September 1959, with regard to his candidacy as Member of the Board of Directors of Astaldi S.p.A. (hereinafter, the “Company”) for the 2010-2012 financial years, presented by the shareholder Fin.Ast. S.r.l., for the purposes of the provisions of art. 147-ter, paragraph 4, of Legislative Decree no. 58 of 24 February 1998 (the so-called finance consolidation act), under his own exclusive responsibility, aware of the criminal sanctions imposed by art. 76 D.P.R. 445/2000 for cases of falsification and untruthful statements provided for therein

Does hereby declare

- (i) that he is not in the conditions provided for by article 2382 of the civil code;
- (ii) that he is neither spouse nor relative, nor in a like relationship, down to the fourth degree, of the directors of ASTALDI S.p.A., nor director, spouse, relative, or in a like relationship, down to the fourth degree, of the directors of the subsidiaries of ASTALDI S.p.A., of the companies that control and of those subjected to the common control of ASTALDI S.p.A.;
- (iii) that he is not linked to ASTALDI S.p.A. or to the companies controlled by it, or to companies that control or those subjected to the common control of ASTALDI S.p.A., or to the directors of the companies and to the subjects pursuant to letter ii), by relations of autonomous or subordinate work, or by other relations of a property-related or professional nature compromising his independence.

Faithfully.

(illegible signature)

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

**DECLARATION PURSUANT TO ART. 2.2.3, PARAGRAPH 3, LETTER L),
OF THE REGULATIONS FOR THE MARKETS ORGANIZED AND MANAGED BY BORSA ITALIANA
S.p.A.**

The undersigned Eugenio Pinto, born in Taranto on 29 September 1959, with regard to his candidacy as Member of the Board of Directors of Astaldi S.p.A. (hereinafter, the “Company”) for the 2010-2012 financial years, presented by the shareholder Fin.Ast. S.r.l., for the purposes of the provisions of art. 2.2.3, paragraph 3, letter l), of the regulations for the markets organized and managed by Borsa Italiana (hereinafter, the “Regulations”) as well as the provisions applicable pursuant to the Regulations Instructions, under his own exclusive responsibility, aware of the criminal sanctions imposed by art. 76 D.P.R. 445/2000 for cases of falsification and untruthful statements provided for therein

Does hereby declare

- a) that he does not own, directly, indirectly, or on behalf of third parties, shareholding stakes of a size that would allow him to exercise control of or have considerable influence over the company, nor is he party to shareholders agreements through which he can exercise control of or have considerable influence over it;
- b) that he is not, nor has he been in the previous three financial years, a major figure¹ of the issuer, of its subsidiary with strategic importance, or of a company subjected to common control with the issuer, or of a company or body that, also with others through a shareholders agreement, controls the issuer or is able to exercise a considerable influence over it;
- c) ☒ that he does not maintain, nor has he maintained directly, indirectly, or on behalf of third parties, during the year in progress and in the previous year, relations of a commercial nature with the company, with its subsidiaries, and with any of the corresponding major figures, with a subject that, also together with others through a shareholders agreement, controls the issuer or – in the case of a company or body – with the corresponding major figures

or

☐ that he maintains, or has maintained directly, indirectly, or on behalf of third parties, during the year in progress and in the previous year, with the company, with its subsidiaries, and with any of the corresponding major figures, with a subject that, also together with others through a shareholders agreement, controls the issuer or – in the case of a company or body – with the corresponding major figures, the following relations, which are such as to condition the autonomy of judgement of the directors, are performed in market conditions in accordance with the provisions of the Regulations and their Instructions, and, at any rate, do not exceed 5% of the yearly sales revenue of the supplier or of the beneficiary;

- d) ☒ that he does not render, nor has rendered during the year in progress and in the previous year, even in the form of association, professional services to the company, to its subsidiaries, or to any of its major figures, to a subject that, also together with others through a shareholders agreement, controls the issuer or – in the case of a company or body – to the corresponding major figures

or

¹ The following may be considered “major figure” of a company or body: the chairman, the legal representative, the chairman of the Board of Directors, the executive directors and the directors with strategic responsibilities of the company and of the body in question.

☐ that he renders, or has rendered during the year in progress and in the previous year, even in the form of association, to the company, to its subsidiaries, or to any of its major figures, to a subject that, also together with others through a shareholders agreement, controls the issuer or – in the case of a company or body – with the corresponding major figures, the following professional services, which are such as not to condition the autonomy of judgement of the directors, and are performed in market conditions in accordance with the provisions of the Regulations and their Instructions;

- e) that he does not maintain, nor has he maintained during the three previous years, relations of subordinate employment with the company, with its subsidiaries, or with any of its major figures, with a subject that, also together with others through a shareholders agreement, controls the issuer or – in the case of a company or body – with the corresponding major figures;
- f) that he does not receive, nor has he received during the three previous financial years, from the issuer or from a subsidiary or parent company, a significant remuneration in addition to the “fixed” compensation as non-executive director of the issuer, including participation in incentive plans linked to corporate performance, including share-based plans;
- g) that he has not been the issuer’s director for more than nine years out of the last twelve;
- h) that he does not hold the office of executive director in another company in which an executive director of the issuer holds a position as director;
- i) that he is not a shareholder or director of a body belonging to the network of the company charged with auditing the company;
- l) that he is not a close family relation to a person in one of the situations in the foregoing points.

Faithfully.

(Illegible signature)

Signature

Rome, 02 April 2010

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

Eugenio Pinto

Curriculum Vitae

- Born in Taranto on 20 September 1959;
- Regular professor of the *Corporate Economics* grouping in the Economics faculty at Università LUISS-Guido Carli (<http://docenti.luiss.it/pinto>);
- Since the academic year 2005-2006, he has taught *General and Applied Accounting* in the three-year licentiate course, also instructing the advanced course in *IFRS-IAS international accounting standards* in the three-year licentiate and two-year specialization course in the Economics faculty at Università LUISS-Guido Carli;
- For the academic year 2004-2005, he taught *Extraordinary finance operations* in the two-year specialization course in the Economics faculty at Università LUISS-Guido Carli;
- Since 1984, he has carried out research, study, and teaching activities in Corporate Economics in the Economics faculties at Università LUISS-Guido Carli and Rome's Università "La Sapienza" and, starting in the academic year 1995-96, he has been professor under contract in *Economics of companies and public administrations* in the Economics faculty at Università LUISS-Guido Carli;
- In 1983, he earned a *Laurea in Economia e Commercio* (degree in Economics and Commerce) with honours at Rome's Università "La Sapienza";
- He has authored the following publications:
 1. *Le operazioni in conto capitale (con particolare riferimento agli IFRS)*, Luiss University Press, Rome, June 2008, pp. 182;
 2. *Il Leasing nei bilanci consolidati del biennio 2005-2006 delle Società Quotate nel segmento Blue Chip*, an empirical research work conducted on behalf of Associazione Italiana Leasing-Assilea and published in I Quaderni di Assilea no. 41/2007;
 3. *Aspetti contabili dei piani di stock option*, a report given on 25 June 2007 to the Luiss Business School Conference "*Le Stock Option e le altre forme di incentivazione dei manager*" (being published);
 4. *Opzioni e scelte in tema di criteri di valutazioni*, in the records of the OIC conference held in Rome on 21 June 2007: "*Le modifiche della disciplina codicistica del bilancio di esercizio: il*

progetto OIC di attuazione delle direttive nn. 51/2003 e 65/2001” edited by Angelo Provasoli and Francesco Vermiglio, Giuffrè, Milan, 2008;

5. *Principi di economia delle aziende pubbliche e di contabilità finanziaria*, Luiss University Press, Rome, 2006, pp. 271;
6. Seminar held for CONSOB managers and officers on “*IFRS-3 Business Combinations*” accounting standard, Rome/Milan, 11 November 2005;
7. Report given at the seminar “*L’introduzione dei principi contabili internazionali IAS-IFRS nell’ordinamento societario italiano: risvolti teorici e implicazioni operative*,” organized by Università Commerciale Luigi Bocconi and by CAFRA – Centro di Ricerche sull’Amministrazione Finanza e Regolamentazione delle Aziende, Milan, 24 June 2005: *Framework dei principi contabili internazionali e disciplina “armonizzata”: una nuova grammatica nei bilanci?*;
8. *Il controllo di gestione e le esigenze informative extra-aziendali: il caso delle aziende in concessione*, presentation to the Conference “*L’evoluzione del controllo di gestione nelle realtà pubbliche e non profit*” held at Università di Macerata on 4-5 November 2002, published by Gruppo Editoriale Esselibri – Simone;
9. *Di taluni aspetti della valutazione del capitale economico delle aziende*, Giuffrè, Milan, 2000, pp. XII-115;
10. *Operating concessions as a factor in the growth of non-profit concerns and a tool for reform of the Welfare State*, in *International Journal of Not-for-Profit Law (IJNL)*, Volume I, Issue 4, June 1999;
11. *Il non profit e la concorrenza*, attached to *Rivista Il Fisco* no. 10 of 09 March 1998, dedicated to “*Gli enti non commerciali e le organizzazioni non lucrative di utilità sociale*”;
12. *Finanza etica e autonomia del settore non profit*, in the volume *Non profit come economia civile* edited by Stefano Zamagni, Società editrice il Mulino, Bologna, 1998;
13. *Gli enti non commerciali*, in the volume *Studi e proposte per il riordino della disciplina tributaria degli enti non profit*, with contributions by Luciano Tavazza, Stefano Zamagni, Antonio Matacena, Nicolò Lipari, Pierpaolo Donati, Gianluca Fiorentini, and Marco Miccinesi, Fondazione Italiana per il Volontariato, Rome, 1998;
14. *I redditi “scorporati” e “incorporati”*, in *Rivista dei Dottori Commercialisti*, Anno XLIX, no. 4, July – August 1998, Giuffrè, Milan;
15. *L’euro e i bilanci delle imprese*, in the volume *L’Euro e le banche*, Bancaria Editrice, 1998;
16. *Le cessioni in leasing di beni immobili pubblici: effetti sui bilanci, sui parametri di Maastricht e sulle privatizzazioni*, in *Bancaria*, Anno 54, December 1998, no. 12, Bancaria Editrice;

17. *I lavori della commissione “Zamagni” e la nuova disciplina tributaria delle aziende non profit,”* presentation to the National Congress “*No profit. Solidarietà, risorsa del duemila*” organized in Rome by Consiglio Nazionale dei Dottori Commercialisti, 15 April 1997;
18. *L’economia delle imprese in regime di concessione*, Giuffrè, Milan, 1996, pp. XI-225;
19. *Gli enti conferenti: aspetti economici e di bilancio*, in *Il Risparmio*, Anno XLII, no. 2, March – April 1994;
20. *Interessi passivi e redditi esenti nell’economia di società ed enti soggetti all’IRPEG*, in *Rassegna Economica*, Anno L, no. 2, March – April 1986;

- Was a member of the Working Group of experts established by Italy’s Treasury Ministry within its Cabinet, with responsibilities in credit and savings. In this office, contributed, among other things, to preparing the law decree on restructuring, restoring, and privatizing Banco di Napoli S.p.A.;
- Was part of the technical/scientific Commission established by Italy’s Treasury Ministry, called upon to assist the Treasury Department in issues related to “*Banking principles*” in connection with the implementation of the legislative decree no. 153 of 17 May 1999;
- Was part of the “Zamagni” Commission established by Italy’s Finance Ministry in order to rewrite tax regulations regarding non-profit bodies;
- Contributed to the writing of the “Euro” legislative decrees (no. 213/98 and no. 206/99), which were called upon to regulate the introduction of the single European currency into the domestic legal system, as coordinator of the two working groups established by the “*Euro Committee*” operating at Italy’s Treasury Ministry;
- Is a member of the Scientific Committee of Cirsfid (the Interdepartmental Centre for Research in the History, Philosophy, and Sociology of Law and in Legal Informatics) at Università degli Studi di Bologna;
- Is a member of Accademia Italiana di Economia Aziendale – AIDEA;
- Is a member of Società Italiana dei Docenti di Ragioneria ed Economia Aziendale – SIDREA;
- From 2002 to 2008 he was a member of the Executive Committee of OIC – Organismo Italiano Contabilità, Italy’s new standard setter for national accounting standards valid for public and private, profit and non-profit companies;
- Is Chairman of the Board of Auditors of Assonime, Association of Joint Stock Companies incorporated in Italy;
- As regards working activity:

- a) is entered in the register of Chartered Accountants (*albo dei Dottori Commercialisti*) for the Rome court district (since April 1986), and in the register of Technical Consultants (*albo dei Consulenti Tecnici*) of the Magistrate of the Court of Rome (since November 1988);
 - b) is an auditor (Ministerial Decree of 12 April 1995 establishing the register, published in *Gazzetta Ufficiale* no. 31-bis, special series 4 of 21 April 1995);
 - c) carries out economic/financial consulting activities on behalf of leading public and private parties;
 - d) has, on a number of occasions, served as member of the Oversight Body of banks placed under extraordinary administration and compulsory administrative liquidation.
- Performs the following functions as administrator or member of the control bodies of the following companies:

Company name	Parent group	Legal office	Role	Committees
Listed				
1) <u>Gemina S.p.A.</u>	---	Via della Posta no. 8/10 – 20123 Milan	(M) BD	(C) ICC
2) <u>Ansaldo STS S.p.A.</u>	Finmeccanica	Via Paolo Mantovani, 5 – 16151 Genoa	(IM) BD	(IM) ICC
3) <u>Bulgari S.p.A.</u>	---	Via dei Condotti, 11 - 00187 Rome	(C) BA	---
Unlisted				
1) <u>Fimit SGR S.p.A.</u>	---	Via Crescenzo, 14 - 00193 Rome	(IM) BD	---
2) <u>Alleanza Toro S.p.A.</u>	Assicurazioni Generali	Via Mazzini, 53 - 10123 Turin	(M) BA	---
3) <u>Eni Adfin S.p.A.</u>	Eni	Piazzale Enrico Mattei, 1 – 00144 Rome	(C) BA	---
4) <u>Stogit S.p.A.</u>	Eni	Via dell'Unione Europea, 3/C – 20097 San Donato Milanese (MI)	(C) BA	---
(M): Member – (IM): Independent Member – (C): Chairman – (BA) Board of Auditors – (BD): Board of Directors – (ICC): Internal Control Committee				

- He has performed the functions as listed below, in the following companies:
- 1. Mediobanca S.p.A., a listed investment bank: Oversight Board Member and member of the ICC and GOV Committees;
- 2. Enel S.p.A., a listed electricity company: Chairman of the Board of Auditors;
- 3. Serfactoring S.p.A. – Eni Group, a financing company: Chairman of the Board of Auditors;
- 4. Padana Assicurazioni S.p.A. – Eni Group: Chairman of the Board of Auditors;
- 5. Banca di Roma S.p.A. – Unicredit Group, a listed bank, member of the Board of Auditors;
- 6. Agip Petroli S.p.A. – Eni Group, a financing company: Chairman of the Board of Auditors;
- 7. Italiana Petroli S.p.A. – Eni Group, an oil company, member of the Board of Auditors;
- 8. Banca Nazionale dell'Agricoltura S.p.A. – Antonveneta Group, a listed bank, Chairman of the Board of Auditors;
- 9. He has, on a number of occasions, served as member of the Oversight Committee of banks placed under extraordinary administration and compulsory administrative liquidation.

(illegible signature)

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

To: Astaldi Società per azioni
Via Giulio Vincenzo Bona no. 65
00156 Rome

Rome, 06 April 2010

Re: Declaration pursuant to art. 16 of the corporate by-laws of Astaldi Società per Azioni

I, the undersigned Maurizio Poloni, born in Rome on 11 April 1947, tax code no. PLNMRZ47D11H501T, domiciled for the office in Rome, Via Valadier no. 36, do hereby declare that I accept the candidacy as Member of the Board of Directors of Astaldi Società per Azioni, and I do hereby authorize FIN.AST. S.r.l. to lodge the slate for the election to the office of Member of the Board of Directors, containing my name, at the main offices of Astaldi Società per Azioni, pursuant to article 16 of Astaldi's by-laws.

I do also hereby declare, under my own exclusive responsibility, aware of the criminal sanctions imposed by art. 76 D.P.R. 445/2000 for cases of falsification and untruthful statements provided for therein:

- a) that I am in possession of the requirements of professional conduct and of every other requirement of law and of the by-laws for the office;
- b) that, with regard to my candidacy, there are no grounds for ineligibility or incompatibility provided for by law and by the by-laws;
- c) that there are no circumstances or events on the grounds of which I, the undersigned, may bring action in court against the company.

Furthermore, in compliance with the by-laws provisions I herein attach the following documents:

- declaration pursuant to art. 147-ter of Legislative Decree no. 58/98
- declaration pursuant to art. 2.2.3, paragraph 3, letter l), of the regulations for the markets organized and managed by Borsa Italiana S.p.A.

Faithfully.

(illegible signature)

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

DECLARATION PURSUANT TO ART. 147-ter LEGISLATIVE DECREE NO. 58/98

The undersigned Maurizio Poloni, born in Rome on 11 April 1947, with regard to his candidacy as Member of the Board of Directors of Astaldi S.p.A. (hereinafter, the “Company”) for the 2010-2012 financial years, presented by the shareholder Fin.Ast. S.r.l., for the purposes of the provisions of art. 147-ter, paragraph 4, of Legislative Decree no. 58 of 24 February 1998 (the so-called finance consolidation act), under his own exclusive responsibility, aware of the criminal sanctions imposed by art. 76 D.P.R. 445/2000 for cases of falsification and untruthful statements provided for therein

Does hereby declare

- (i) that he is not in the conditions provided for by article 2382 of the civil code;
- (ii) that he is neither spouse nor relative, nor in a like relationship, down to the fourth degree, of the directors of ASTALDI S.p.A., nor director, spouse, relative, or in a like relationship, down to the fourth degree, of the directors of the subsidiaries of ASTALDI S.p.A., of the companies that control and of those subjected to the common control of ASTALDI S.p.A.;
- (iii) that he is not linked to ASTALDI S.p.A. or to the companies controlled by it, or to companies that control or those subjected to the common control of ASTALDI S.p.A., or to the directors of the companies and to the subjects pursuant to letter ii), by relations of autonomous or subordinate work, or by other relations of a property-related or professional nature compromising his independence.

Faithfully.

Rome, 6 April 2010

(illegible signature)

Signature

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

**DECLARATION PURSUANT TO ART. 2.2.3, PARAGRAPH 3, LETTER L),
OF THE REGULATIONS FOR THE MARKETS ORGANIZED AND MANAGED BY BORSA ITALIANA
S.p.A.**

The undersigned Maurizio Poloni, born in Rome on 11 April 1947, with regard to his candidacy as Member of the Board of Directors of Astaldi S.p.A. (hereinafter, the “Company”) for the 2010-2012 financial years, presented by the shareholder Fin.Ast. S.r.l., for the purposes of the provisions of art. 2.2.3, paragraph 3, letter l), of the regulations for the markets organized and managed by Borsa Italiana (hereinafter, the “Regulations”) as well as the provisions applicable pursuant to the Regulations Instructions, under his own exclusive responsibility, aware of the criminal sanctions imposed by art. 76 D.P.R. 445/2000 for cases of falsification and untruthful statements provided for therein

Does hereby declare

- a) that he does not own, directly, indirectly, or on behalf of third parties, shareholding stakes of a size that would allow him to exercise control of or have considerable influence over the company, nor is he party to shareholders agreements through which he can exercise control of or have considerable influence over it;
- b) that he is not, nor has he been in the previous three financial years, a major figure¹ of the issuer, of its subsidiary with strategic importance, or of a company subjected to common control with the issuer, or of a company or body that, also with others through a shareholders agreement, controls the issuer or is able to exercise a considerable influence over it;
- c) ☒ that he does not maintain, nor has he maintained directly, indirectly, or on behalf of third parties, during the year in progress and in the previous year, relations of a commercial nature with the company, with its subsidiaries, and with any of the corresponding major figures, with a subject that, also together with others through a shareholders agreement, controls the issuer or – in the case of a company or body – with the corresponding major figures

or

☐ that he maintains, or has maintained directly, indirectly, or on behalf of third parties, during the year in progress and in the previous year, with the company, with its subsidiaries, and with any of the corresponding major figures, with a subject that, also together with others through a shareholders agreement, controls the issuer or – in the case of a company or body – with the corresponding major figures, the following relations, which are such as to condition the autonomy of judgement of the directors, are performed in market conditions in accordance with the provisions of the Regulations and their Instructions, and, at any rate, do not exceed 5% of the yearly sales revenue of the supplier or of the beneficiary;

- d) ☒ that he does not render, nor has rendered during the year in progress and in the previous year, even in the form of association, professional services to the company, to its subsidiaries, or to any of its major figures, to a subject that, also together with others through a shareholders agreement, controls the issuer or – in the case of a company or body – to the corresponding major figures

or

¹ The following may be considered “major figure” of a company or body: the chairman, the legal representative, the chairman of the Board of Directors, the executive directors and the directors with strategic responsibilities of the company and of the body in question.

☐ that he renders, or has rendered during the year in progress and in the previous year, even in the form of association, to the company, to its subsidiaries, or to any of its major figures, to a subject that, also together with others through a shareholders agreement, controls the issuer or – in the case of a company or body – with the corresponding major figures, the following professional services, which are such as not to condition the autonomy of judgement of the directors, and are performed in market conditions in accordance with the provisions of the Regulations and their Instructions;

- e) that he does not maintain, nor has he maintained during the three previous years, relations of subordinate employment with the company, with its subsidiaries, or with any of its major figures, with a subject that, also together with others through a shareholders agreement, controls the issuer or – in the case of a company or body – with the corresponding major figures;
- f) that he does not receive, nor has he received during the three previous financial years, from the issuer or from a subsidiary or parent company, a significant remuneration in addition to the “fixed” compensation as non-executive director of the issuer, including participation in incentive plans linked to corporate performance, including share-based plans;
- g) that he has not been the issuer’s director for more than nine years out of the last twelve;
- h) that he does not hold the office of executive director in another company in which an executive director of the issuer holds a position as director;
- i) that he is not a shareholder or director of a body belonging to the network of the company charged with auditing the company;
- l) that he is not a close family relation to a person in one of the situations in the foregoing points.

Rome, 06 April 2010

(Illegible signature)

Signature

(English translation of the original Italian-language document, provided for the mere purpose of easing its reading. The original Italian text shall prevail in any event.)

Maurizio Poloni
00193 Rome

Via Valadier, no. 36

Tel: 06/3216293 – 3216045

Fax: 06/3216142

CURRICULUM VITAE

The undersigned MAURIZIO POLONI, attorney-at-law, born in Rome on 11 April 1947, with offices in Rome, Via Valadier no. 36, qualified to appear before Italy's Court of Cassation, has been carrying out legal activity in the field of civil law for more than 30 years, dealing with issues both in and out of court. The disputes in and out of court that he has dealt with, and currently handles, chiefly regard contractual relationships, with particular reference to affairs connected with the sale and/or leasing of real estate complexes, contracting, and acquisitions of corporate stakes (including, among others, the sale contract of Astaldi S.p.A.'s main offices at Via Po, the purchase contract for the new main offices of Unione Industriali, and the contract for the new Mercedes Benz main offices).

In these disputes, saw to the interests of both natural persons and of companies, including Astaldi S.p.A., Socop S.p.A., Gecof S.p.A., Fer S.p.A., and all the companies in the Gianni Group (Eusebio S.p.A. – Agricola Lieta S.p.A., etc.).

As arbitrator, has been party to several arbitration proceedings, including those between Pont Ventoux and Soc. Torino Scavi; G.R. Impianti and SO.CO.STA.MO S.p.A.; G.R. Impianti and Tirrenia Costruzioni; Sanitaria S.p.A. and Soc. Eusebi S.p.A.; RO.VE.RE. and A.M.A.; and Agricola S.p.A. and Edisontel S.p.A. He is also a member of the Board of Directors of S.E.I.S.S. S.p.A. and a member of Astaldi S.p.A.'s Oversight Body.

Maurizio Poloni, attorney-at-law

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