

**ASTALDI Società per Azioni**

**Registered Offices: Via Giulio Vincenzo Bona 65, Rome**

**Share Capital: EUR 196,849,800.00 – fully paid-in**

**Registered with the Companies Register of Rome under TIN: 00398970582**

**PROXY FOR SHAREHOLDERS' MEETING**

With reference to the Ordinary and Extraordinary Shareholders' Meeting convened at the company's offices at Via Giulio Vincenzo Bona 65, Rome, on 5 November 2010, at 9.00 am (first call) and, if need be, on 8 November at the same time and venue (second call), to discuss and resolve upon the following agenda:

Extraordinary meeting:

- Amendments to the By-Laws.

Ordinary Meeting:

1. Amendments to the Shareholders' Meeting Regulations.
2. Incentive Scheme. Resolutions pertaining thereto and arising therefrom.

the undersigned party/ies <sup>1</sup>

\_\_\_\_\_  
\_\_\_\_\_  
shareholder of Astaldi S.p.A. (hereinafter the "Shareholder") hereby appoints:

\_\_\_\_\_  
\_\_\_\_\_  
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to represent him,/her/them with regard to all the shares with voting rights at the Shareholders' Meeting <sup>3</sup>, fully approving said proxy's actions.

In witness whereof.

Shareholder's signature \_\_\_\_\_

Place and date of signature of proxy \_\_\_\_\_

<sup>1</sup> Please list the Shareholder's details as they appear on the copy of the notification to take part in the Shareholders' Meeting issued by brokers pursuant to current legislation.

<sup>2</sup> Please list: name, surname or business name and taxpayers' identification number of proxy.

<sup>3</sup> The proxy is requested to bring to the Shareholders' Meeting a copy of the notification issued by brokers pursuant to current legislation and a personal identity document.

**(\*) DISCLAIMER PURSUANT TO ARTICLE 13 OF LEGISLATIVE DECREE NO. 196 OF 30 JUNE 2003 CONCERNING PERSONAL DATA PROCESSING**

*Astaldi S.p.A., with registered offices at Via Giulio Vincenzo Bona 65 – 00156 Rome (“**Data Controller**”), wishes to inform you that the personal data you provided shall be processed for the sole purposes of allowing the Company to manage the shareholders’ meetings and consequent legal obligations. Should the data requested fail to be provided in the proxy form, it shall be impossible to allow the proxy to take part in the Shareholders’ Meeting.*

*Your personal data shall be obtained on printed and/or electronic media and processed using procedures strictly linked to the aforementioned purposes, and in any case, in compliance with the provisions contained in Legislative Decree No. 196/2003.*

*You may, at any given time, exercise the rights provided for in Article 7 of Legislative Decree No. 196/2003 (including the right to know your personal data and how they are used, request updating, amendment or deletion, object to processing on legitimate grounds and know the list of parties responsible for processing your personal data) by contacting the Legal and Corporate Affairs Department, Via Giulio Vincenzo Bona 65 – 00156 Rome.*

*Company employees or consultants who are specifically authorised to process data in the capacity of Managers or Representatives may view your personal data for the aforementioned purposes.*