



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

VAT No.: 00880281001

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

The company's shareholders are called upon to attend the Ordinary and Extraordinary Shareholders' Meeting, to be held at the company's registered offices located at Via Giulio Vincenzo Bona 65, Rome on 5 November 2010 at 9.00 am (first call), and, if need be, on 8 November 2010 at the same time and venue, 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 resulting therefrom.

The share capital of Astaldi S.p.A. subscribed and paid-in, amounts to EUR 196,849,800.00, represented by 98,424,900 ordinary shares of a par value of EUR 2.00 each, including 824,478 treasury shares to date. Each share entitles the holder to one vote with the exception of treasury shares held by the company at the date of the Shareholders' Meeting for which, pursuant to law, voting rights shall be suspended, and the total of treasury shares shall be disclosed at the start of the Meeting.

Parties with voting rights may take part in the Shareholders' Meeting provided the authorised brokers have forwarded the required certification within two days prior to the date of first call of the Shareholders' Meeting.

The holder of the voting right may be represented by proxy save for when incompatible, and within the limits provided for in current legislation and the Company's By-Laws. To this end, the proxy form found at the bottom of certification provided by authorised brokers and issued to parties with voting rights may be used, or alternatively, the proxy form found on the company web site www.astaldi.com.

The Company hereby invites parties with voting rights to send the aforementioned documentation certifying voting rights to INFOMATH S.r.l. – f.a.o. Elisa Zaninelli – via mail (Via S. G. Bosco 3, 24126 Bergamo) or via fax (+39 035 3840396) or via email (titoli@infomath.it), at least two days prior to the date of first call of the Shareholders' Meeting.

The documentation concerning items on the agenda shall be filed at the Company's offices and the offices of Borsa Italiana S.p.A. within the terms provided for in current legislation. All parties with voting rights shall be entitled to obtain a copy of said documentation upon request and at their own expense.

Experts, financial analysts and accredited journalists wishing to attend the Shareholders' Meeting must send a specific request to attend to Astaldi S.p.A. – f.a.o. External Communications and Investor Relations – via email to investor.relations@astaldi.com or via fax to 06 41766733 – at least two days prior to the date of first call of the shareholders' Meeting.

Rome, 23 September 2010

On behalf of the Board of Directors

Chairman

Paolo Astaldi