



**ASTALDI Società per Azioni**

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

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

**Member of the Companies Register of Rome**

**under TIN: 00398970582**

**R.E.A. No. 152353**

**VAT No. 00880281001**

The Shareholders are hereby called upon to attend the Ordinary Shareholders' Meeting at the company's offices at Via Giulio Vincenzo Bona 65, Rome, on 18 April 2011 at 9.00 am in first call and, if need be in second call on 19 April 2011, at the same time and venue, to discuss and resolve upon the following

agenda:

- 1) Approval of the annual financial statements for the year ending 31 December 2010. Related and consequent resolutions.
- 2) Appointment of a Company Director.
- 3) Awarding of the legal auditing assignment for the 2011-2019 period. Related and consequent resolutions.
- 4) Resolutions regarding the purchase and sale of treasury shares.

**SHARE CAPITAL AND VOTING RIGHTS**

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 with a par value of EUR 2.00 each, of which, to date, 782,845 treasury shares. Each share shall entitle the holder to one vote with the exception of the treasury shares held by the company at the date of the Shareholders' Meeting, for which, pursuant to the law, voting rights

shall be suspended and the total of which shall be disclosed at the beginning of the Shareholders' Meeting. The information contained herein is, in any case, available for consultation on [www.astaldi.com](http://www.astaldi.com).

#### **RIGHT TO TAKE PART**

Pursuant to Article 11 of the Company's By-Laws, individuals with voting rights as per certification issued and notified by brokers in accordance with the procedures and terms provided for by law, shall be entitled to take part in the Shareholders' Meeting. In this regard, pursuant to Article 83-sexies of the Finance Consolidation Act, the right to take part in the Shareholders' Meeting and to exercise voting rights shall be certified through a statement made by the broker to the company, in accordance with the broker's account entries, in favour of the individual with voting rights, on the basis of documentation produced as at the end of the seventh day of market trading prior to the date set for the Shareholders' Meeting in first call (i.e. 7 April 2011). Individuals who are shown to be holders of shares only subsequent to said date shall not be entitled to take part and vote in the Shareholders' Meeting. Certification provided by brokers as detailed herein must be sent to the company's following email address: [segreteria.societaria@astaldi.com](mailto:segreteria.societaria@astaldi.com) and to INFOMATH S.r.l. – f.a.o. Elisa Zaninelli - Via S. G. Bosco 3, 24126 Bergamo, via mail or fax (Fax No. 035-3840396) or email ([titoli@infomath.it](mailto:titoli@infomath.it)), within the third day of market trading prior to the date set for the Shareholders' Meeting in first call (i.e. 13 April 2011). Without prejudice to the right to take part and vote at the shareholders' Meeting should notification be received by the company after said term provided it is received by the start of the Shareholders' Meeting of the individual call.

#### **VOTING BY PROXY AND VOTING BY CORRESPONDENCE OR USING ELECTRONIC EQUIPMENT**

The holder of the voting right may choose to be represented via written proxy,

unless incompatible and within the limits provided for in current legislation and the Company's By-Laws. To this end, the proxy form reproduced at the bottom of the authorised broker's certification, issued to the individual with voting rights, or the proxy form found on the company's website [www.astaldi.com](http://www.astaldi.com) (Governance/Shareholders' Meeting section) may be used. Pursuant to Article 12 of the Company's By-laws, all shareholders may provide notification of the proxy in electronic format, accessing the Governance/Shareholders' Meeting section of the company's website.

As provided for in the Company's By-Laws, the company shall not avail itself of the faculty as per Article 135-undecies, subsection 1, of the Finance Consolidation Act, with regard to a "mutual representative".

The Company's By-Laws do not provide for voting by correspondence or using electronic equipment.

#### **QUERIES REGARDING THE ITEMS ON THE AGENDA**

Pursuant to Article 127-ter of the Finance Consolidation Act, shareholders may raise queries regarding the items on the agenda, including prior to the Shareholders' Meeting. The queries may be submitted to the Chairman of the Board of Directors in writing via registered mail with return receipt to be sent to the company's offices, for the attention of the Legal, Corporate Affairs and Corporate Governance department, or via electronic mail to [segreteria.societaria@astaldi.com](mailto:segreteria.societaria@astaldi.com). The queries must be received within 3 working days prior to the Shareholders' Meeting in first call, and said queries shall be answered, including through a single reply should the content be the same, during the course of the Shareholders' Meeting at the very latest.

#### **INTEGRATION OF AGENDA**

Pursuant to Article 126-bis of the Finance Consolidation Act, shareholders who,

including jointly, represent at least one fortieth of the share capital may request integration of the list of items to be discussed, stating the additional matters they propose for discussion in said request, within ten days of publication of this notice. The request to integrate the agenda must be submitted to the Chairman of the Board of Directors in writing, via registered mail with return receipt to be sent to the company's offices, for the attention of the Legal, Corporate Affairs and Corporate Governance department, or via electronic mail to [segreteria.societaria@astaldi.com](mailto:segreteria.societaria@astaldi.com). A report on the additional items proposed for discussion must be submitted to the same Board of Directors by the shareholders responsible for making said proposals within the same deadline and with the same formalities. It must be recalled that integration shall not be allowed for matters which the Shareholders' Meeting resolves upon, pursuant to law, at the proposal of the company's directors or on the basis of a project or report formulated by said directors, differing from those as per Article 125-ter, subsection 1 of the Finance Consolidation Act.

#### **DOCUMENTATION**

Documentation concerning the items on the agenda shall be filed at the company's offices (Via Giulio Vincenzo Bona 65, Rome) and Borsa Italiana S.p.A. within the deadlines provided for in current legislation, with shareholders being entitled to consult and obtain a copy of said documentation. Specifically, the following documents shall be made available: (i) the Directors' report on items 1, 2 and 3 of the agenda together with the Board of Auditors' proposal regarding appointment of the Independent Auditors at least 40 days prior to the Shareholders' Meeting pursuant to Article 125-ter of the Finance Consolidation Act; (ii) the Director's Report on item 4 of the agenda at least 21 days prior to the Shareholders' Meeting pursuant to Article 73 of CONSOB Regulation No. 11971/99 and Article 125-ter of the Finance Consolidation Act and (iii) the financial report and other documents

pursuant to Article 154-ter, subsection 1, of the Finance Consolidation Act at least 21 days prior to the Shareholders' Meeting. Said documentation shall also be available on the company's website [www.astaldi.com](http://www.astaldi.com) (Governance/Shareholders' Meeting section). A concise statement of voting containing the number of shares represented at the Shareholders' Meeting and the shares for which votes were cast, the percentage of share capital represented by said shares as well as the number of votes in favour and against the resolution and the number of abstentions shall be published in the same section of the company's website within five days of the Shareholders' Meeting. The minutes of the Shareholders' Meeting as per Article 2375 of the Italian Civil Code shall be made available on the company's website [www.astaldi.com](http://www.astaldi.com) (Governance/Shareholders' Meeting section) within thirty days of the date of the Shareholders' Meeting.

#### **EXPERTS, FINANCIAL ANALYSTS AND JOURNALISTS**

Experts, financial analysts and accredited journalists wishing to attend the Shareholders' Meeting must send a specific request to attend, at least two days prior to the date of the Shareholders' Meeting in first call, to Astaldi S.p.A. – f.a.o. External Communications and Investor Relations – via email to [investor.relations@astaldi.com](mailto:investor.relations@astaldi.com) or via fax to 06/41.76.67.33.

Rome, 4 March 2011

**On behalf of the Board of Directors**

Chairman

Paolo Astaldi