

**Certification of Statutory Financial Statements**  
**pursuant to Article 154-bis of Legislative Decree No. 58/98 and Article 81-ter**  
**of CONSOB Regulation No. 11971 of 14 May 1999**  
**and any subsequent amendments and additions**

1. Taking into account the provisions contained in Article 154-bis, subsections 3 and 4 of Legislative Decree No. 58 of 24 February 1998, the undersigned Stefano Cerri, in the capacity of Chief Executive Officer, and Paolo Citterio, in the capacity of Executive appointed to draft corporate accounts of Astaldi S.p.A., hereby certify:
  - the appropriateness in relation to the company's characteristics and
  - the actual applicationof administrative and accounting procedures used to formulate the 2010 statutory financial statements.
2. The administrative and accounting procedures used to formulate the statutory financial statements at 31 December 2010 were formulated and their appropriateness assessed on the basis of provisions and methodologies defined by Astaldi S.p.A. in compliance with the Internal Control – Integrated Framework model issued by the Committee of Sponsoring Organizations of the Treadway Commission (so-called COSO Report) which represents a reference framework for internal audit systems generally accepted at an international level. There are no significant observations to be made in this regard.
3. This is also to certify that:
  - 3.1 The statutory financial statements:
    - a) were drafted in compliance with the applicable international accounting standards acknowledged within the European Community pursuant to (EC) Reg. No. 1606/2002 of the European Parliament and Council of 19 July 2002;
    - b) tally with ledgers and account entries;
    - c) are suitable for providing a truthful and accurate representation of the equity, economic and financial situation of the issuer.
  - 3.2 The management report contains a reliable analysis of the operating performance and result, as well as of the situation of Astaldi S.p.A. together with a description of the main risks and uncertainties it is exposed to

Rome, 16 March 2011

**Stefano Cerri**  
**Chief Executive Officer**

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**Paolo Citterio**  
**Executive appointed to draft**  
**corporate accounts**

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