

FIN.AST.  
Finanziaria ASTALDI

Messrs.  
Astaldi S.p.A  
Via G.V. Bona, 65  
00156 Rome  
Rome, this 30<sup>th</sup> of March, 2012

IN RE: List of candidates for auditor of Astaldi S.p.A. for financial years 2012/2014.

The undersigned FIN.AST. S.r.l., represented hereto by Dr. Paolo Astaldi in his capacity as Managing Director and legal representative, does hereby file, jointly herewith:

- a list of candidates for Standing Auditor and for Alternate Auditor of Astaldi S.p.A., drawn up pursuant to art. 25 of the By-laws of Astaldi S.p.A., to be submitted to the vote of the Meeting of the Shareholders of Astaldi S.p.A., to be held on next April 24/26 to resolve, *inter alia*, on the renewal of the Board of Auditors for financial years 2012/2014;
- the candidates' curricula – setting forth a short description of their personal and professional characteristics;
- the statements by which the individual candidates accept their candidature and further attest, under their own responsibility, that there are no grounds for ineligibility or incompatibility, and that the requirements provided for by the laws and regulations and by the By-laws for the respective offices are met, further setting forth other positions as director or auditor, if any, being held in other companies;
- the certificate issued by the chartered broker showing that Fin.Ast. S.r.l. is the direct registered holder of 39,290,495 shares of Astaldi S.p.A., equivalent to 39.919% of the share capital of said Astaldi S.p.A..

Best regards.

FIN.AST. S.r.l.  
The Managing Director  
Paolo Astaldi  
(signature)

MEETING OF THE SHAREHOLDERS OF ASTALDI S.P.A.  
OF 24/26 APRIL, 2012

LIST OF CANDIDATES FOR  
2012/2014 STANDING AUDITORS AND ALTERNATE AUDITORS  
FILED BY FIN.AST. S.R.L.

as registered holder of 39,290,495 shares, equivalent to 39.919% of the share capital of Astaldi S.p.A.

CANDIDATES FOR STANDING AUDITOR
1. LELIO FORNABAIO
2. ERMANNO LA MARCA

CANDIDATES FOR ALTERNATE AUDITOR
1. GIULIA DE MARTINO
2. FRANCESCO FOLLINA

(Headed notepaper of SOCIETE GENERALE Securities Services)

CERTIFICATE OF PARTICIPATION IN MONTE TITOLI'S CENTRALIZED ADMINISTRATION SERVICE  
(pursuant to art. 23 of Bank of Italy/Consob Regulation of February 22, 2008 amended on December 24, 2010)

Broker issuing the certificate

ABI 03307 CAB 01722

Name: Societe Generale Securities Services S.p.A.

Participating broker, if other than the above

ABI .....

Name: \_\_\_\_\_

Date of request	Date of issue of certificate	Annual progressive number
March 22, 2012	March 22, 2012	105113
ddmmyyyy	ddmmyyyy	

Name of requesting party, if other than the registered holder of financial instruments

Registered holder of financial instruments: FIN.AST. S.R.L.

Surname or company name:

Name \_\_\_\_\_

Taxpayer code / VAT Registration No. 06746000154

Municipality of birth \_\_\_\_\_ Province of birth \_\_\_\_\_

Date of birth \_\_\_\_\_ nationality \_\_\_\_\_

ddmmyyyy

address VIA S.MARIA DELL'ANIMA, 16

City: 00186 ROMA

Country: ITALY

Financial instruments subject-matter of certification:

ISIN IT0003261069

Name ASTALDI SPA

Number of financial instruments subject-matter of certification:

39,290,495

Liens or security interests existing on the financial instruments which the certificate refers to:

I date of [ ] creation [ ] modification [ ] cancellation .....

ddmmyyyy

Type of security interest

Beneficiary of security interests (name, taxpayer code, municipality and date of birth, address and city of residence or registered office)

Certificate's date of reference	End of term of validity or until revocation
March 22, 2012	March 30, 2012
ddmmyyyy	ddmmyyyy

Right which may be exercised:

Notes

CERTIFICATE ATTESTING POSSESSION FOR THE PURPOSE OF FILING LIST TO APPOINT THE BOARD OF AUDITORS

Broker's signature

SOCIETE GENERALE  
Securities Service S.p.A.  
(signature)

Messrs.  
Astaldi Società per Azioni  
Via Giulio Vincenzo Bona, 65  
00156 Rome

Rome, this 28<sup>th</sup> of March, 2012

IN RE: Statement of acceptance of candidature as Standing Auditor of Astaldi Società per Azioni

I, the undersigned, Fornabaio Lelio, born in Stigliano (MT) on June 16, 1970, taxpayer code FRN LLE 70H16 I954G, domiciled for my office in Rome, Largo Marchiafava, 5, do hereby declare to accept my candidature as Standing Auditor of Astaldi Società per Azioni for financial years 2012/2014 and, therefore, I authorize FIN.AST. S.r.l. to file the list of candidates for Standing Auditor setting forth my name with the registered office of Astaldi Società per Azioni, pursuant to article 25 of the By-laws of said Astaldi S.p.A..

I do hereby further declare to fulfil the requirements provided for by the By-laws of Astaldi Società per Azioni and those provided for by the laws and regulations in force to hold such office, and that I am not in any of the situations constituting grounds for ineligibility and/or incompatibility provided for by the laws and regulations and the corporate by-laws in force.

Moreover, pursuant to and to all intents and purposes of Section 2400, last paragraph, of the Italian Civil Code, I do hereby declare to hold positions as director or auditor in the following companies:

ERG S.p.A, PRELIOS S.p.A., ERG Renew S.p.A, ERG Nuove Centrali S.p.A., ERG Power S.r.l, Quadrante Europa Terminal Gate S.p.A., Network Terminali Siciliani S.p.A., Autostrade dell'Atlantico S.p.A., Esse di Esse S.p.A., l'H.D.I. Assicurazioni S.p.A., l'ARCEA Lazio S.p.A., Feudi di San Gregorio S.p.A., In Chiaro Assicurazioni S.p.A., ISAB s.r.l., Ionio gas S.r.l., Ariscom Compagnia di Assicurazione S.p.A., Lux Vide S.p.A., PTS Consulting S.p.A.

In witness whereof,  
(signature)

### Curriculum Vitae

- Born on June 16, 1970 in Stigliano (MT), residing in Rome, Largo E. Marchiafava, 5, taxpayer code FRN LLE 70H16I954G;
- in July 1994, Degree cum laude in Economics c/o the University of Rome "La Sapienza";
- registered with the Roll of Chartered Accountants of the District of the Court of Rome;
- registered with the Roll of Technical Experts (C.T.U.) of the Civil Court of Rome;
- Auditor of Accounts (Registration published in the Official Journal No. 100 of December 17, 1999 – Registration No. 104797);
- collaborates with the Department of Business Economics of the Faculty of Economics of the University of Rome "La Sapienza";
- teacher at *Scuola Superiore di Economia e delle Finanze* (Higher School of Economics and Finance) (formerly known as Vanoni) of business economics subjects: holds courses for executives and employees of various ministries;
- Chairman of Finance Commission of the National Board of Chartered Accountants and Accounting Experts. The commission deals, inter alia, with all the subjects pertaining to business finance, bank financing, and organization models as per D.Lgs. 231/2001;
- Member of the Committee for Accounting Standards for Public Authorities, set up within the Ministry of Economy and Finance, and Chairman of the Working Group formed within the same;
- Assistant to the Municipal Councillor responsible for the Budget of *Roma Capitale* – Dr. Carmine Lamanda – supporting the Technical Secretary's Office in connection with the issues relating to the Authority's Budget and the management of participating interests in companies such as ATAC, AMA and ACEA S.p.A.;
- Former Councillor for Business-Economic Matters of the Cabinet of the Ministry of Economy and Finance – Legislation Bureau – XV Legislature (Head of Legislation Bureau, Dr. Simi); further former member of the Working Group for the experimentation and introduction of the environmental accounting and budget and of various study commissions within said Ministry;
- In 1996, he attended a specialization course in "Corporate Finance" c/o the London Business School;
- In 1998, he attended the Course for Official Receivers held c/o the University of Rome "La Sapienza";
- Attendance at several specialization courses in Italy and in Great Britain c/o important merchant banks;
- He knows foreign languages (English and French, written and spoken, German being studied) and has good IT skills;
- From 194 until 1997, he has worked at the branch-office of the Bank of Rome, holding position as Credit Analyst and, subsequently, as Deputy Official Manager of Credit Department;
- Since 1997 has been collaborating with Prof. Pellegrino Capaldo in the activity of business consultancy and study;
- He renders, on behalf of Studio Capaldo, advisory services to several companies in various sectors: banking, insurance, industrial, information-technology, media-telecommunication, motorway, pharmaceutical, etc.;
- He carried out, on his own behalf, tasks focusing on issues connected with financial statements, opinions as party-appointed expert, business estimates, feasibility studies, etc.; he a partner of Landi & Partners s.r.l. (formerly known as Sintefin), a company rendering financial and strategic advisory services;
- Upon designation by public and private authorities, he held positions as auditor and director in several Companies and Bodies;

- Former member of "*Commissione di Vigilanza sulle Società di Calcio Professionistiche (CO.VI.SO.C.)*" (Supervisory Body of Professional Football Associations) of F.I.G.C. (the Italian Football Federation);
- At present, he is the President of the Board of Auditors and Auditor of various companies including ERG S.p.A, PRELIOS S.p.A. (listed in the Stock Exchange), ERG Renew S.p.A, ERG Nuove Centrali S.p.A. and ERG Power S.r.l. of ERG Group; Quadrante Europa Terminal Gate S.p.A., Network Terminali Siciliani S.p.A. of Gruppo Ferrovie dello Stato, Autostrade dell'Atlantico S.p.A., Esse di Esse S.p.A. of Gruppo Autostrade per l'Italia, l'H.D.I. Assicurazioni S.p.A. of Talanx Group, l'ARCEA Lazio S.p.A., Feudi di San Gregorio S.p.A., In Chiaro Assicurazioni S.p.A. and ISAB s.r.l.;
- Moreover, he is auditor of accounts of Fondazione Talenti, of Fondazione Nuovo Millennio, of Fondazione Roma La Sapienza;
- He is Director of Lux Vide S.p.A., of ARISCOM Compagnia di Assicurazione S.p.A. and of PTS Consulting S.p.A.;
- He is a founding member of ADEAS – Associazione Amici del Dipartimento di Economia Aziendale dell'Università "La Sapienza" (Society of the Business Economics Department of the University of Rome "La Sapienza").

March 2012

(signature)

Messrs.  
Astaldi Società per Azioni  
Via Giulio Vincenzo Bona, 65  
00156 Rome

Copy to:  
FIN.AST. S.r.l.

Rome, this 29<sup>th</sup> of March, 2012

IN RE: Statement of acceptance of candidature as Standing Auditor of Astaldi Società per Azioni

I, the undersigned, Ermanno La Marca, born in Luzzi on March 9, 1972, taxpayer code LMRRNN72C09E773Y, domiciled for my office in Rome, Via Spallanzani, 22/A, do hereby declare to accept my candidature as Standing Auditor of Astaldi Società per Azioni for financial years 2012/2014 and, therefore, I authorize FIN.AST. S.r.l. to file the list of candidates for Standing Auditor/Alternate setting forth my name with the registered office of Astaldi Società per Azioni, pursuant to article 25 of the By-laws of said Astaldi S.p.A..

I do hereby further declare to fulfil the requirements provided for by the By-laws of Astaldi Società per Azioni and those provided for by the laws and regulations in force to hold such office, and that I am not in any of the situations constituting grounds for ineligibility and/or incompatibility provided for by the laws and regulations and the corporate by-laws in force.

Moreover, pursuant to and to all intents and purposes of Section 2400, last paragraph, of the Italian Civil Code, I do hereby declare to hold positions as director or auditor in the following companies:

- 1) member of the Board of Directors of Maxcom Petroli S.p.A.;
- 2) member of the Supervisory Body of Maxcom Petroli S.p.A.

In witness whereof,  
Ermanno La Marca  
(signature)

ERMANNO LA MARCA  
RESUME OF PROFESSIONAL, SCIENTIFIC AND TEACHING ACTIVITY

PROFESSIONAL ACTIVITIES

since 2012	Registered with the Special Roll of Attorneys-at-Law qualified to appear before the Italian Supreme Court of Cassation
since 2002	Partner of Law Firm "Bussoletti Nuzzo & Associati".
since 2000	associate of Law Firm "Bussoletti Nuzzo & Associati".
since 1999	Lawyer c/o the Law Firm "Bussoletti Nuzzo & Associati".
1998	Lawyer c/o the Law Firm "Visentini Bussoletti Marchetti Nuzzo".
1997	qualified to act as lawyer
from 1995 until 1997	Lawyer practitioner c/o the Law Firm "Visentini Bussoletti Marchetti Nuzzo".

MAIN PROFESSIONAL EXPERIENCE

In the business law sector:

- national and international business negotiations and contracts; outsourcing; acquisition and transfer of participating interests and businesses; competition and liberalizations; judicial and arbitral activities connected therewith;
- advice and assistance in matter of operation of corporate bodies; member of the board of directors of companies, including companies listed in the stock exchange; attendance at shareholders' meetings by proxy; split-ups, mergers and transformations; judicial and arbitral activities connected therewith.

In the public contract law sector:

- advice and assistance in matter of contractual relationships consequent to concession agreements.
- attendance, for several years, also in the capacity as President, at sessions of tender commissions entrusted with the task of selecting bidders or awarding public contracts for services and supplies.
- legal assistance to tender commissions entrusted with the task of awarding contracts for the execution of public works.
- negotiating and drawing up contracts between public authorities/private and public bodies.
- advice and assistance, including assistance concerning judicial disputes, in matter of joint ventures.

In the sector of environment protection law:

- advice and assistance, including assistance concerning judicial disputes, in matter of relationships between private entities operating public utilities relating to the management of waste stream and public authorities;
- advice and assistance, including assistance concerning judicial disputes, in matter of projects for the production of energy from renewable sources (energy from biomass and photovoltaic energy).

ACADEMIC AND RESEARCH ACTIVITIES

2012 (since 2005)    Lecture assistant and member of the examining board for examinations of European Business Law care of the Faculty of Law of LUISS University of Rome.



2012 Professor at *Scuola delle Professioni Legali* (School for Law Professions) – LUISS University Rome, academic year 2011/2012, on "*I gruppi di società*" (Groups of companies).

2010 (from 2004) Professor of International Business Law at the Faculty of Economics of the University "*Università degli Studi della Tuscia*", Viterbo.

2010 (from 2005) Awarded with contract for delivery of a supplementary course on European Business Law at the Faculty of Law, LUISS University of Rome.

2010 (from 2006) Subject expert at the Faculty of Law of LUISS University of Rome; lecture assistant and member of examining board.

2008 Professor at *Scuola Forense* – LUISS University of Rome, academic year 2007/2008, on "*Il nuovo diritto dei gruppi di società*" (New Law on Groups of Companies).

2007 Professor within the framework of seminars organized for the Research Doctorate "*Diritto dei contratti pubblici e privati*" (Public and Private Contract Law), academic year 2006/2007, University "Università degli Studi della Tuscia" on the subject "*Appalti Appalti in house: il problema delle s.p.a. a capitale interamente pubblico*" (In-House Contracts: the issue of wholly State-owned joint-stock companies).

2005 (from 2004) Awarded with a research grant at the chair of European Business Law, Faculty of Law, LUISS University of Rome; member of examining board for interim exams and graduation exams.

2004 (from 2001) Awarded with a research grant at the chair of European Community Business Law, Faculty of Law, LUISS University of Rome; member of examining board for interim exams and graduation exams.

2004 Professor at the Master for Business Law Experts at the University "Roma Tre", Faculty of Law, on "Outsourcing".

2003 Professor at the Master for Business Law Experts at the University "Roma Tre", Faculty of Law, on "*Azioni di responsabilità contro amministratori*" (Legal proceedings for directors' liability).

2002 Professor at the Master for Business Law Experts at the University "Roma Tre", Faculty of Law, on "*Azioni di responsabilità contro amministratori*" (Legal proceedings for directors' liability).

2001 (from 1997) Subject expert at the chair of European Community Business Law, Faculty of Law, LUISS University of Rome; assistant for European Business Law course lessons and member of examining board.

2001 (from 1997) Subject expert at the chair of Business Law, Faculty of Law, University "Libera Università degli Studi di Urbino"; assistant for Business Law and Financial Markets Law course lessons and exams.

## PUBLICATIONS

*L'abuso di potere nelle deliberazioni assembleari* (Power abuse in shareholders' meetings' resolutions), in *Il diritto privato oggi* (Private Law Today) series by Paolo Cendon, Giuffrè, Milan, 2004

*Outsourcing informatico, I nuovi contratti nella prassi civile e commerciale* (IT Outsourcing, The new contracts in civil and business practice), vol. IX, in *Il diritto privato nella giurisprudenza* (Private law within law science) by Paolo Cendon, Utet, Turin, 2004

*Le operazioni su proprie azioni* (Transactions on own shares), in *Lezioni di diritto commerciale comunitario* (Lessons on Community Business Law), by M. Cassottana and A. Nuzzo, Giappichelli, Turin, 2006

*La fusione e la scissione delle società* (Mergers and Split-ups of Companies), in *Lezioni di diritto commerciale comunitario* (Lessons of Community Business Law), by M. Cassottana and A. Nuzzo, Giappichelli, Turin, 2006

*L'inadempimento e la responsabilità contrattuale nell'outsourcing* (Breach of contract and liabilities in outsourcing contracts), in *Il diritto civile nella giurisprudenza* (Civil Law within jurisprudence) by P. Cendon, *La responsabilità civile* (Civil liability) (update 2006), X, *Inadempimento contrattuale e risarcimento del danno* (Breach of contract and damages), Utet, Turin, 2006

*Il danno alla partecipazione azionaria, Giustizia ed efficienza del risarcimento* (Damage to shareholding, Fairness and effectiveness of damages), Rome, 2008 (provisional edition)

*Gli appalti in house al cospetto del diritto societario: il problema delle società a capitale interamente pubblico* (In-house contracts from the point of view of corporate law: the issue of wholly State-owned companies), *Rivista del diritto commerciale* (Business Law Magazine), 2008, I, p. 569

*Gruppi e responsabilità da direzione unitaria* (Corporate groups and responsibilities arising from a centralized management), in *Studi in onore* by Franco Di Sabato, 2009, and in *Rivista del diritto commerciale* (Business Law Magazine), 2010

*Le fusioni transfrontaliere* (Transnational mergers), in *Manuale di diritto commerciale internazionale* (International Business Law Handbook) by Ugo Patroni Griffi, Giuffrè, Milan, 2012

*Recupero energetico delle vinacce esauste e nozione di rifiuto: ancora un caso di path dependency* (Energy production from exhausted grape marc: one more path dependency case) [comment to the Judge for Preliminary Investigation (G.I.P.) of the Court of Asti (ord.), Jan. 13, 2011 and to C. Cost. (ord.), Oct. 17, 2011, n. 276], pending publication in *Rivista quadrimestrale di diritto dell'ambiente* (Four-monthly magazine on environment protection law) , 2012

## EDUCATION

1994 Degree in Law (110 cum laude) obtained at the University "*Libera Università degli Studi di Urbino*" (Rapporteur Prof. Antonio Nuzzo; Title of dissertation: "*Le società d'investimento a capitale variabile*" (Investment companies with variable capital).

1990 Secondary School Diploma in Classics (60/60).

PLACE AND DATE OF BIRTH

1972    Luzzi (CS)

Messrs.  
Astaldi Società per Azioni  
Via Giulio Vincenzo Bona, 65  
00156 Rome

Rome, this 28<sup>th</sup> of March, 2012

IN RE: Statement of acceptance of candidature as Alternate Auditor of Astaldi Società per Azioni

I, the undersigned, Giulia De Martino, born in Rome on June 2, 1978, taxpayer code DMRGLI78H42H501M, domiciled for my office in Rome, Via Rubicone, 18, do hereby declare to accept my candidature as Alternate Auditor of Astaldi Società per Azioni for financial years 2012/2014 and, therefore, I authorize FIN.AST. S.r.l. to file the list of candidates for Standing Auditor/Alternate setting forth my name with the registered office of Astaldi Società per Azioni, pursuant to article 25 of the By-laws of said Astaldi S.p.A..

I do hereby further declare to fulfil the requirements provided for by the By-laws of Astaldi Società per Azioni and those provided for by the laws and regulations in force to hold such office, and that I am not in any of the situations constituting grounds for ineligibility and/or incompatibility provided for by the laws and regulations and the corporate by-laws in force.

Moreover, pursuant to and to all intents and purposes of Section 2400, last paragraph, of the Italian Civil Code, I do hereby declare to hold positions as director or auditor in the following companies:

PZero S.r.l.  
Sartori Tecnologie Industriali S.r.l.

In witness whereof,  
(signature)

Via Rubicone, 18 – 00198 Rome  
Telephone 06 97790094/3386296662 – e-mail: [gdemartino@luiss.it](mailto:gdemartino@luiss.it), [giulia.demartino@legalmail.it](mailto:giulia.demartino@legalmail.it)

## GIULIA DE MARTINO

### PERSONAL INFORMATION

Date of birth: June 2, 1978  
Place of birth: Rome  
Civil status: married, one son  
Residence: Via Rubicone, 18, 00198 Rome  
Taxpayer code: DMR GLI 78H42 H501M

### EDUCATION

- November 2007 – Awardee of a four-year research grant in Business Economics c/o LUISS University within the framework of the project *"I processi di convergenza dei principi contabili, con particolare riferimento alla "roadmap of convergence" tra il FASB e lo IASB"* (Processes of convergence of accounting standards, with particular reference to the roadmap of convergence between FASB and IASB)
- April 2007 — Obtainment of the title of Philosophiae Doctor in Business Economics at the University "Roma Tre", title of dissertation *"Le Business Combinations tra /IFRS 3 e la nuova bozza di Amendments all'IFRS 3"* (Business Combinations between IFRS 3 and the new draft of amendment to IFRS 3).
- March 2005 – Qualification to practice as chartered accountant and auditor of account, by resolution of January 26, 2006, published in the Official Journal No. 9, 4<sup>th</sup> special series of February 3, 2006, Chronological No. 139123.
- November 2003: Awardee of a scholarship within the framework of the research doctorate in Business Economics at the University of "Roma Tre", coordinator Prof. Lidia D'Alessio, Tutor Prof. Mauro Paoloni.
- March 2001: Degree in Economics, obtained at the University of Rome "Luiss" with the mark 110/110 cum laude, with dissertation in Industrial Economics entitled "I prezzi Predatori" (Predator prices), Rapporteur Prof. Fabio Gobbo.
- 1996: Secondary School Diploma in Classics obtained at the Institute "Goffredo Mameli" of Rome, with the mark 60/60.

### LEARNING AND ACADEMIC EXPERIENCE

- Academic Years 2011 and 2012: Supplementary contract with the chair of "International Accounting Standards", faculty of Economics of University LUISS Guido Carli of Rome.
- Academic Years 2011 and 2012: Subject expert at the chair of "Accounting and Financial Statements", Faculty of Economics of the University L.U.I.S.S. Guido Carli of Rome.
- Academic Years 2010 and 2011: Supplementary contract with the chair of "International Accounting Standards", faculty of Economics of University LUISS Guido Carli of Rome.
- Academic Years 2010 and 2011: Subject expert at the chair of "Accounting and Financial Statements", Faculty of Economics of the University L.U.I.S.S. Guido Carli of Rome.

- Academic Years 2009 and 2010: Subject expert at the chair of "Accounting and Financial Statements", Faculty of Economics of the University L.U.I.S.S. Guido Carli of Rome.
- Academic Years 2009 and 2010: Subject expert at the chair of "International Accounting Standards", Faculty of Economics of the University L.U.I.S.S. Guido Carli of Rome.
- Academic Years 2008 and 2009: Subject expert at the chair of "General and Applied Accounting", Faculty of Economics of the University L.U.I.S.S. Guido Carli of Rome.
- Academic Years 2008 and 2009: Collaboration in drawing up teaching material for the course held at the chair of "General and Applied Accounting", Faculty of Economics of the University L.U.I.S.S. Guido Carli of Rome.
- Academic Years 2008 and 2009: Subject expert at the chair of "General and Applied Accounting: International Accounting Systems", Faculty of Economics of the University L.U.I.S.S. Guido Carli of Rome.
- Academic Years 2008 and 2009: Collaboration in drawing up teaching material for the course held at the chair of "General and Applied Accounting: International Accounting Systems", Faculty of Economics of the University L.U.I.S.S. Guido Carli of Rome.
- Academic Years 2007 and 2008: Subject expert at the chair of "General and Applied Accounting", Faculty of Economics of the University L.U.I.S.S. Guido Carli of Rome.
- Academic Years 2007 and 2008: Subject expert at the chair of "General and Applied Accounting: International Accounting Systems", Faculty of Economics of the University L.U.I.S.S. Guido Carli of Rome.
- Academic Years 2007 and 2008: Awarded with a study and research grant within the subject of "General and Applied Accounting", Faculty of Economics of the University L.U.I.S.S. Guido Carli of Rome.
- Academic Years 2006 and 2007: Subject expert at the chair of "General and Applied Accounting", Faculty of Economics of the University L.U.I.S.S. Guido Carli of Rome.
- Academic Years 2006 and 2007: Subject expert at the chair of "General and Applied Accounting: International Accounting Systems", Faculty of Economics of the University L.U.I.S.S. Guido Carli of Rome.
- Academic Years 2006 and 2007: Awarded with a study and research grant within the subject of "General and Applied Accounting", Faculty of Economics of the University L.U.I.S.S. Guido Carli of Rome.
- Academic Year 2005: Subject expert at the chair of "Non-recurring Financial Transactions", Faculty of Economics of the University L.U.I.S.S. Guido Carli of Rome.
- March 2004: Attended 2<sup>nd</sup> Level Master for Business Advisor organized by University "Roma Tre".
- December 2003: Attended the seminar on "Italian Corporate Law Revision" organized by the Order of Chartered Accountants of Rome.

- February 2002: Successfully attended the Two-Year Course c/o the Vocational Training School "Aldo Sanchini" for Accountant Practitioners, organized by the Order of Chartered Accountants of Rome.
- March 2001: Researcher at GRIF (*Gruppo di Ricerche Industriali e Finanziarie*) (Industrial and Financial Research Group) of LUISS Guido Carli of Rome and collaboration with the chair of Industrial Economics (Prof. Fabio Gobbo) at the University LUISS Guido Carli.
- August 1998: Participation in Erasmus University Exchange Programme, Faculty of Economics of the University of Tilburg, The Netherlands.

## PUBLICATIONS

December 2011: "Considerations on the subject of lease accounting", in *Advances in Accounting*, incorporating *Advances in International Accounting*, Elsevier, 27 (2011), pp. 355-365.

March-April 2011: "*La nozione di Fair value in base all'ED Fair Value Measurement: problematiche applicative ed interpretative*" (The notion of fair value based on ED Fair Value Measurement: problems of application and interpretation), *Rivista italiana di Ragioneria ed Economia aziendale* (Italian magazine of business economics and accounting), n. 3 and 4, Rirea.

July 2009: publication of Paper "Considerations on the subject of leasing", Luiss.

July 2008: publication of article "*Le aggregazioni aziendali tra l'IFRS 3 e l'IFRS 3 revised*" (Business combinations between IFRS3 and revised IFRS3), *Rivista italiana di Ragioneria & Economia aziendale* (Italian magazine of business economics and accounting), Rirea.

June 2008: Collaboration in drawing up the text "*Le operazioni in conto capitale (con particolare riferimento to IFRS)*" (Capital account transactions (with particular reference to IFRSs), Luiss University Press.

October 2007: Collaboration in drawing up the records of the Congress on "*Le Stock Option e le altre forme di incentivazione dei manager*" (Stock options and other forms of reward of executives) organized by Luiss Business School on the accounting aspects of stock option plans – IFRS 2.

Academic Years 2007 and 2008: Collaboration in drawing up teaching material for the course held at the chair of "General and Applied Accounting: International Accounting Systems", Faculty of Economics of the University L.U.I.S.S. Guido Carli of Rome.

Academic Years 2007 and 2008: Collaboration in drawing up teaching material for the course held at the chair of "General and Applied Accounting", Faculty of Economics of the University L.U.I.S.S. Guido Carli of Rome.

September 2007: Collaboration in drawing up the records of Congress on "*Le modifiche della disciplina codicistica del bilancio di esercizio: il progetto OIC di attuazione delle direttive ne. 51/2003 e 65/2001*" (Amendments to civil code provisions on financial statements: the OIC (Official Italian Accounting Board) project for the implementation of directives Nos. 51/2003 and 65/2001 organized by OIC in relation to options and choices in matter of evaluation criteria, aimed at directing and harmonizing the set of principles governing the preparation of financial statements in accordance with local GAAP and rules already generally accepted at international level.

May 2007: Collaboration in the preparation of a doctorate lecture at the University "Pathenope" of Naples, entitled "*Business Combinations, le strategie acquisitive and i collegati riflessi sui bilanci*" (Business Combinations, acquisition strategies and related consequences on financial statements) within the framework of the seminar on "*Le rilevanti problematiche dell'armonizzazione contabile internazionale*" (Significant issues connected with international accounting harmonization).

March 2004: Collaboration in drawing up the records of the Congress on "*Il sistema Agricolo verso Basilea 2, i vincoli, le opportunità, le scelte*" (The agricultural system toward Basilea 2, restrictions, opportunities, choices) organized by Confagricoltura (the Italian confederation of agricultural entrepreneurs) in matter of accounting principles for agricultural companies – IAS 41.

## PROFESSIONAL EXPERIENCE

October 2011 – senior consultant for the implementation of Gruppo Canados' Debt Turnaround and Reorganization Plan.

June 2011 – November 2011 – appointed by the Bank of Italy as member of the Supervisory Committee of two Banks of Cooperative Credit in compulsory liquidation.

March 2011 – appointed as standing auditor of Sartori Tecnologie Industriali S.r.l., a company of Gruppo Astaldi

March 2011 – appointed as standing auditor of Pzero S.r.l., a company of Gruppo Pirelli

January 2009 – December 2011: senior consultant for the implementation of Gruppo Sangemini's Debt Turnaround and Reorganization Plan.

March 2009: Appointed as standing auditor of Progetto vallata S.r.l., a company of Gruppo Prelios (formerly known as Pirelli Re), further fulfilling the task of auditor of accounts.

March 2008: collaboration in preparing an opinion on the criteria for the determination of turnover to all intents and purposes of the thresholds set by the law in matter of works on contract.

October 2007: collaboration in drawing up an opinion in matter of business continuity.

April 2006: collaboration in drawing up an opinion on the impairment test of goodwill with particular reference to insurance companies.

April 2006: collaboration in drawing up an opinion on the impairment test of the goodwill allocated to some cash generating units in accordance with IAS 36.

April 2003 – March 2004: collaboration in drawing up opinions relating to the accounting treatment, in the individual financial statements, of participating interests affected by a durable impairment in value on the basis of local GAAP.

## FOREIGN LANGUAGES

Fluent knowledge of written and spoken English, good knowledge of written and spoken French, basic knowledge of German.

I do hereby give my consent to the processing of my personal data pursuant to D.Lgs. 675/96



FRANCESCO FOLLINA  
Chartered Accountant  
Auditor of Accounts

Messrs.  
Astaldi Società per Azioni  
Via Giulio Vincenzo Bona, 65  
00156 Rome

Rome, this 30<sup>th</sup> of March, 2012

IN RE: Statement of acceptance of candidature as Alternate Auditor of Astaldi Società per Azioni

I, the undersigned, Francesco Follina, born in Rome on February 11, 1959, taxpayer code FLLFNC59B11H501U, domiciled for my office in Rome, Piazza di Priscilla, 4, do hereby declare to accept my candidature as Alternate Auditor of Astaldi Società per Azioni for financial years 2012/2014 and, therefore, I authorize FIN.AST. S.r.l. to file the list of candidates for alternate member of the Board of Auditors 2012/2014 setting forth my name with the registered office of Astaldi Società per Azioni, pursuant to article 25 of the By-laws of said Astaldi S.p.A..

I do hereby further declare to fulfil the requirements provided for by the By-laws of Astaldi Società per Azioni and those provided for by the laws and regulations in force to hold such office, and that I am not in any of the situations constituting grounds for ineligibility and/or incompatibility provided for by the laws and regulations and the corporate by-laws in force.

Moreover, pursuant to and to all intents and purposes of Section 2400, last paragraph, of the Italian Civil Code, I do hereby declare to hold positions as director or auditor in other companies (annex 1).

In witness whereof,

Francesco Follina  
(signature)

FRANCESCO FOLLINA  
CHARTERED ACCOUNTANT  
POSITIONS HELD AS DIRECTOR OR AUDITOR HELD AS AT MARCH 2012

POSTE VITA SPA	P.LE ADENAUER 3 - 00144 ROME	TAXPAYER CODE 05927271006	PRESIDENT OF THE SUPERVISORY BODY AS PER D.LGS. 231/2001
POSTE ENERGIA SPA	VIALE EUROPA 175 - 00144 ROME	TAXPAYER CODE 9651101009	PRESIDENT OF THE BOARD OF AUDITORS
SANT'ELENA SPA	PIAZZA DELLA LIBERTA' 10 ROME	TAXPAYER CODE 11148901009	PRESIDENT OF THE BOARD OF AUDITORS
P.F.P.SPA	VIALE DEL MONTE OPPIO N. 24 00184 ROME	TAXPAYER CODE 05654801009	PRESIDENT OF THE BOARD OF AUDITORS
CRESME RICERCHE SPA	VIALE GORIZIA 25/C- 00199 ROME	TAXPAYER CODE 5830570585	STANDING AUDITOR
MILANO 90 SRL	CORSO RINASCIMENTO 19 - 00186 ROME	TAXPAYER CODE 3830351007	STANDING AUDITOR
IMMOBIL FIN SRL	CORSO RINASCIMENTO 19 - 00186 ROME	TAXPAYER CODE 08602191002	STANDING AUDITOR
ITALSTEM SPA	VIA TRE ARCHI N. 3 05100 TERNI	TAXPAYER CODE 00452620552	STANDING AUDITOR
IMMOBILIARE BARBERINI SRL	PIAZZA BORGHESE N. 3 - 00186 ROME	TAXPAYER CODE 8094390583	STANDING AUDITOR
SERILEASING SRL	PIAZZA BORGHESE N. 3, 00186 ROME	TAXPAYER CODE 06194860158	STANDING AUDITOR
AIR TRADING SRL	PIAZZA BORGHESE N. 3 ROME	TAXPAYER CODE 3790011005	STANDING AUDITOR
TANGENZIALE DI NAPOLI SPA	VIA G. PORZIO, 4 - NAPOLI	TAXPAYER CODE 1513210581	STANDING AUDITOR
TOWERCO SPA	VIA A. BERGAMINI, 50 - 00159 ROME	TAXPAYER CODE 7516921009	STANDING AUDITOR
INFOBLU SPA	VIA A. BERGAMINI, 50 - 00159 ROME	TAXPAYER CODE 06213991000	STANDING AUDITOR
AZZURRA SPA	VIA BASSANO DEL GRAPPA, 4 - 00195 ROME	TAXPAYER CODE 8387580585	STANDING AUDITOR
CONSORZIO M2 CASALBERNOCCHI	CORSO RINASCIMENTO 19 - 00186 ROME	TAXPAYER CODE 016683610585	STANDING AUDITOR
CONSORZIO ACQUA ACETOSA OSTIENSE	VIALE PARIOLI, 50 - 00197 ROME	TAXPAYER CODE 4928191008	STANDING AUDITOR
FUTBOL 22 SPA	PIAZZA DELLA LIBERTA' 10 - 00192 ROME	TAXPAYER CODE 9059711003	DIRECTORS WITHOUT DELEGATION OF POWERS
MONETTI & C SRL IN LIQUIDATION	VIA DELLE CONVERTITE 15 - 00186 ROME	TAXPAYER CODE 01009390582	LIQUIDATOR

Francesco Follina  
(signature)

FRANCESCO FOLLINA  
Chartered Accountant  
Auditor of Accounts

CURRICULUM VITAE

- Francesco Follina, born in Rome on February 11, 1959, chartered accountant with office in Rome, Piazza di Priscilla, 4;
- Graduated in Economics and Business with the University of Rome "La Sapienza".
- Registered with the Roll of Chartered Accountants of Rome under No. 1984;
- Since 1984, he has been carrying out consultancy activity with particular reference to the following sectors: corporate law, tax law, civil-law and tax-law aspects of annual and interim financial statements, valuation of goodwill and of participating interests, non-profit bodies;
- He is technical expert of the Civil Court of Rome, of the Criminal Court of Rome and of the Court of Appeal of Rome;
- He was member of the Consultative Commission for the Study of Direct Taxes appointed by the Executive Committee of the Order of Chartered Accountants of Rome;
- He was appointed by the Council of the Order of Chartered Accountants of Rome as member of the Regional tax Commission of Latium pursuant to art. 13 of D.Lgs. 546/92 (legal aid);
- He was appointed by the Italian Ministry of Justice as member of Qualifying Board for Chartered Accountants for examination sessions held in 1998/1999, 2001/2002, 2007/2008 and 2009/2010.
- Professor of the training course "*Scuola Praticanti Ordine Dottori Commercialisti e Revisori Contabili di Roma*" (School of Practitioners of the Order of Chartered Accountants and Auditors of Accounts of Rome) held annually at the Faculty of Economics and Business of the University of Rome "La Sapienza".
- He was President of the Board of Auditors of Accounts of Special Companies set up by the Municipality of Rome pursuant to Law 142/90 for the four-year period 1998/2001;
- He was advisor of the Italian Ministry of the Environment and Protection of Territory for tax issued connected with the business aspects of the activities carried out;
- He is holding and held positions as member of the board of auditors of stock companies, including stock companies listed in the stock exchange;

4, piazza di Priscilla — ROME - 00198 tel. 06/203891- fax 06/203899  
e-mail: [francescofollina@virgilio.it](mailto:francescofollina@virgilio.it)

FRANCESCO FOLLINA  
Chartered Accountant  
Auditor of Accounts

- Professional carrying out his activity for leasing and factoring companies belonging to banking groups and non-profit organizations (social sector).
- While carrying out his activity, issued expert's opinions for evaluation of participating interests in stock companies listed in the stock exchange and other companies operating in the real-estate and financial and industrial sector.
- As present, he is tax advisor of companies in extraordinary administration (according to the so-called *Prodi bis* law).
- He is advisor of Health local Units in Rome, taking care of the issues connected with direct and indirect taxes on the business activities carried out by the same.
- He is President of the Supervisory Board (pursuant to D.Lgs. 231/01) of Poste Vita spa.

Rome, March 2012

Francesco Follina  
(signature)