



ASTALDI SOCIETÀ PER AZIONI

REPORT BY THE BOARD OF DIRECTORS

PURSUANT TO ART. 125-TER OF LEGISLATIVE DECREE NO.
58/1998

EXTRAORDINARY PART

Dear shareholders,

the Board of Directors of Astaldi S.p.A. does hereby announce the following with regard to the proposals that the Board itself intends to submit to the upcoming shareholders' meeting, in extraordinary session, called for 20 April 2016 in first call and, if needed, in second call for 21 April 2016.

1) Amendments to the Company's Bylaws (art. 2)

Dear shareholders,

As to the first item on the agenda in the extraordinary portion, we submit to your examination the proposed amendment to article 2 of the Company's Bylaws.

It is proposed that article 2 of the Company's Bylaws be amended to allow our Company to obtain renewal of SOA (certification body company) certification, which is to say the document necessary and sufficient to prove, in a tender, in accordance with Italian regulations governing public contracts, the company's ability to perform, directly or in subcontracting, public works projects for an amount exceeding EUR 150,000, pursuant to art. 40 of Legislative Decree no. 163 of 2006.

On 08 June 2011, the Regulation of execution and implementation of Legislative Decree no. 163 of 2006, and the Decree of the President of the Republic no. 207 of 2010, entered force, modifying, among other things, the requirements that the Certification Body Companies (SOA) must ascertain in order to issue SOA certification. In fact, paragraph 2 of article 76 of the Decree of the President of the Republic no. 207 of 2010 establishes that *"The Company that intends to obtain certification of qualification must execute a contract with one of the authorized SOA companies, with the obligation to produce the certificate from the chamber of commerce, industry, and handicrafts, complete with anti-Mafia certification, **whose corporate purpose shows the activities ascribable to the categories of the required general and specialized works.**"* These categories of general and specialized works are reported in attachment A to the Decree of the President of the Republic no. 207 of 2010.

This having been stated, it is proposed that article 2 of the Company's Bylaws be amended, also with a view to the upcoming expiration of Astaldi S.p.A.'s SOA certification, the renewal of which is an indispensable instrument for taking part in tenders for public contracts.

In relation to the above, a summary scheme is attached, containing the comparative text of the regulations in force and of those that are to be adopted; the shareholders are, if they are in agreement, asked to approve said proposal, as set out in the aforementioned scheme (Attachment 1).

It is specified that this proposed amendment does not fall within the sphere of application of art. 2437 of the Italian civil code, since the amendment to the corporate purpose clause does not permit a significant change to the company's activity, but aims at adjustment to a changed legal regulation, with the activities performed by the Company remaining unaltered. Therefore, shareholders that do not agree with these decisions shall not be entitled to withdraw their shares, in whole or in part.

2) Amendments to the Company's Bylaws (art. 20)

Dear shareholders,

With regard to the second item on the agenda of the extraordinary portion, we submit to your examination the proposed amendment to article 20 of the Company's Bylaws.

It is proposed that article 20 of the Company's Bylaws be amended with the statutory introduction of the "casting vote." With this institution, the Board's decisions can be taken by the majority of those in attendance and, in the event of a tie, the vote of the presiding party prevails. This provision, in the judgment of the administrative body, must be deemed suitable for ensuring that no decision-making deadlock can occur within the Board of Directors.

In relation to the above, a summary scheme is attached, containing the comparative text of the regulations in force and of those that are to be adopted; the shareholders are, if they are in agreement, asked to approve said proposal, as set out in the aforementioned scheme (Attachment 2).

It is specified that this proposed amendment does not fall within the sphere of application of art. 2437 of the Italian civil code, and, therefore, shareholders that do not agree with these decisions shall not be entitled to withdraw their shares, in whole or in part.

3) Amendments to the Company's Bylaws (introduction of art. 22-ter)

Dear shareholders,

With regard to the third item on the agenda of the extraordinary portion, we submit to your examination the proposed amendment to article 22-ter of the Company's Bylaws.

It is proposed that article 22-ter be introduced into the Company's Bylaws to allow the Company to carry out, in the event of urgency, assessments as needed with regard to transactions with related parties, directly or through the subsidiaries, as an exception to the provisions of the Procedure for the transactions with Related Parties adopted by the Company.

It is to be borne in mind that CONSOB, with regulation no. 17221/2010, laid down the rules of transparency and the procedural regime with which Italian companies with shares listed or disseminated among the public must comply to an extent relevant to guaranteeing substantial and procedural correctness in the event of carrying out transactions with related parties.

The aforementioned rule recognizes the possibility of making an exception for the sole procedural regulation for the approval of transactions with related parties where there are situations of urgency, so as to permit the performance of transactions in times faster than the natural procedural passages otherwise required (art. 13, paragraph 6).

Urgent adoption at any rate requires the adoption of a set of guarantees; in this sense, art. 13, paragraph 6, of the aforementioned CONSOB rules provides that: (a) if

the transaction to be carried out falls within the purview of a CEO or the executive committee, the chairman of the Board of Directors or management is informed of the reasons for urgency prior to carrying out the transaction; (b) these transactions are subsequently, without prejudice to their effectiveness, the object of a non-binding decision of the first ordinary shareholders' meeting thereafter; (c) the body that calls the shareholders' meeting prepares a report containing adequate justification for the reasons of urgency. The control body reports to the shareholders' meeting its assessments as to whether the reasons for urgency exist; (d) the report and assessments as per letter c) above are made available to the public at least twenty-one days prior to the date scheduled for the shareholders' meeting at the company's main office, and with the procedures indicated in Title II, Chapter I, of the issuers' regulations. These documents may be contained in the disclosure pursuant to art. 5, paragraph 1; (e) by no later than the day after that of the shareholders' meeting, the company makes available to the public, following the procedures indicated in Title II, Chapter I, of the issuers' regulations, the information on the results of voting, with particular regard to the number of votes expressed overall by unrelated shareholders.

This having been stated, the Board of Directors meeting of 11 November 2015, in order to implement the recommendations made by CONSOB in communication no. DEM/10078683 of 24 September 2010 – which asks Issuers to assess, at least every three years, whether to proceed with a revision of the procedure for related parties – has introduced some simplifications to and updates of the Procedure adopted by the Company, so as to align their regulatory solutions with the market's best practises. Following this logic, and in order to benefit from the possibility offered by art. 13, paragraph 6, of the CONSOB regulation for urgent approval of transactions with related parties, the Board of Directors has therefore introduced into the Company's Procedure the new art. 6.8 which governs the regime applicable to the transactions to be performed urgently, provided that they are not under the purview of the shareholders' meeting, and do not have to be authorized by it.

The regulatory solution adopted by the Company is patterned after the provision pursuant to art. 13, paragraph 6, of the aforementioned CONSOB regulation, and thus

offers all the guarantee supports required by the applicable regulations. Referring to the reading of the regulation adopted by the Company and available on the company website, art. 6.8 provides that the procedural regime excludes (...) “Where provided for by the Company’s Bylaws, and in the cases in which the transaction is not under the purview of the shareholders’ meeting, and does not have to be authorized by it, the transactions performed in the event of urgency: (i) if the transaction to be performed falls under the purview of the delegated bodies, the chairman of the Board of Directors has been informed of the reasons for urgency prior to carrying out the transaction; (ii) these transactions are subsequently, without prejudice to their effectiveness, the object of a non-binding decision of the first ordinary shareholders’ meeting thereafter; (iii) the Board of Directors calling the shareholders’ meeting prepares a report containing adequate justification for the reasons of urgency and the Board of Statutory Auditors reports to the shareholders’ meeting its assessments as to whether the reasons for urgency exist; (iv) the report and assessments as per point (iii) above are made available to the public at least twenty-one days prior to the date scheduled for the shareholders’ meeting at the company’s main office, and with the procedures indicated in Part III, Title II, Chapter I, of the Issuers’ Regulations. These documents may be contained in the disclosure pursuant to art. 8.1; (v) by no later than the day after that of the shareholders’ meeting, the company makes available to the public, following the procedures indicated in Part III, Title II, Chapter I, of the issuers’ regulations, the information on the results of voting, with particular regard to the number of votes expressed overall by unrelated shareholders.”

Considering that the operativity of the exception in question is subordinated not only to an express provision in the internal procedure, but also to an ad hoc clause in the Company’s Bylaws, the shareholders are asked to approve the new art. 22-ter of the Company’s Bylaws in force, which states that *“In the event of urgency, transactions with the Company’s Related Parties – to be done directly by it or through subsidiaries – may be concluded as an exception to the provisions of the Procedure for the transactions with Related Parties adopted by the Company with regard to the transactions of greater and lesser importance, within the limits and in accordance with*

the conditions provided for by the legislative and regulatory provisions in force, and by the other provisions of said Procedure.”

With respect to the above, a summary scheme is attached, containing the text that is proposed for introduction into the Company’s Bylaws; the shareholders are, if they are in agreement, asked to approve said proposal, as set out in the aforementioned scheme (Attachment 3).

It is specified that this proposed amendment does not fall within the sphere of application of art. 2437 of the Italian civil code, and, therefore, shareholders that do not agree with these decisions shall not be entitled to withdraw their shares, in whole or in part.

Rome, 09 March 2016

The Chairman of the Board of Directors
(Signed: Paolo Astaldi)

Attachment 1

Title I Company name – Purpose – Main Office – Duration ART.2	Title I Company name – Purpose – Main Office – Duration ART.2
<p>The Company has as its purpose construction activity in general, the performance of public and private works, the taking on and operation of works also under concession, the taking on, performance, and operation of systems activities, and the performance of study, design, and consulting activities.</p> <p>Said activities may be carried out in Italy or abroad, both on behalf of third parties and on its own.</p> <p>The Company may also carry out any other activity or dealing connected with the corporate purposes, directly and through the creation and/or exercise of enterprises of services, of industrial plant, of commercial and financial activities, as well as by taking on stakes – including shareholding stakes – in enterprises, groupings, and associations, including temporary associations, consortia, joint ventures, and initiatives having a purpose similar to, like, or at any rate connected with its own. The Company may also take part in associations or foundations with a humanitarian or cultural vocation, and contribute towards establishing them when said participation might raise its image or social standing.</p> <p>To achieve the corporate purposes, the Company may carry out, in Italy and abroad, all the commercial, industrial, and financial operations, and operations in real and personal property, including putting up and accepting endorsements, sureties, or other guarantees to third parties and from third parties, that are at any rate connected with the corporate purpose or deemed useful by the Board of Directors.</p> <p>All financial activities with regard to the public, and the activities reserved by law, are at any rate excluded.</p>	<p>The Company has as its purpose construction activity in general, the performance of public and private works, the taking on and operation of works also under concession, the taking on, performance, and operation of systems activities, and the performance of study, design, and consulting activities.</p> <p>The Company also has as its purpose the performance, construction, installation, supply, laying, operation, transport, maintenance, renovation, and repair – both on its own and on behalf of third parties, both directly and under contracting, subcontracting, operation, project financing, concession, or sub-concession, and at any rate in any other form permitted by law, whether said activities are entrusted by public bodies or by private entities, associations, natural persons and legal entities – of all works, interventions, and systems, and of all projects, public or private, at any rate also ascribable to the categories of general and specialised works pursuant to attachment “A” to the Decree of the President of the Republic no. 207 of 05 October 2010 and any subsequent modifications and/or supplements thereof.</p> <p>Said activities may be carried out in Italy or abroad, both on behalf of third parties and on its own.</p> <p>The Company may also carry out any other activity or dealing connected with the corporate purposes, directly and through the creation and/or exercise of enterprises of services, of industrial plant, of commercial and financial activities, as well as by taking on stakes – including shareholding stakes – in enterprises, groupings, and associations, including temporary associations, consortia, joint ventures, and initiatives having a purpose similar to, like, or at any rate connected with its own. The Company may also take part in associations or foundations with a humanitarian or cultural vocation, and contribute towards establishing them when said participation</p>

Attachment 1

	<p>might raise its image or social standing.</p> <p>To achieve the corporate purposes, the Company may carry out, in Italy and abroad, all the commercial, industrial, and financial operations, and operations in real and personal property, including putting up and accepting endorsements, sureties, or other guarantees to third parties and from third parties, that are at any rate connected with the corporate purpose or deemed useful by the Board of Directors.</p> <p>All financial activities with regard to the public, and the activities reserved by law, are at any rate excluded.</p>
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Attachment 2

TITLE IV Company Management ART.20	TITLE IV Company Management ART.20
<p>For Board of Directors decisions to be valid, the attendance of the majority of its members in office is required. Decisions are taken by absolute majority of the votes of those in attendance.</p> <p>The Secretary sees to drawing up and keeping the minutes of each meeting, to be signed by the person chairing it, and by the Secretary.</p> <p>Board of Directors meetings shall be in order when held by audio- or video-conferencing, provided that all attendees may be identified by the Chairman and by all the other attendees, that they are able to follow the debate and take part in real time in discussion on the issues being debated, that they can exchange documents related to these issues, and that all the above is taken down in the minutes. When these prerequisites have been met, the Board of Directors meeting shall be considered held in the location where the Chairman is located, and where the meeting's Secretary must also be located in order to allow the minutes to be drafted.</p>	<p>For Board of Directors decisions to be valid, the attendance of the majority of its members in office is required. Decisions are taken by absolute majority of the votes of those in attendance; in the event of a tie, the person chairing the meeting casts the deciding vote.</p> <p>The Secretary sees to drawing up and keeping the minutes of each meeting, to be signed by the person chairing it, and by the Secretary.</p> <p>Board of Directors meetings shall be in order when held by audio- or video-conferencing, provided that all attendees may be identified by the Chairman and by all the other attendees, that they are able to follow the debate and take part in real time in discussion on the issues being debated, that they can exchange documents related to these issues, and that all the above is taken down in the minutes. When these prerequisites have been met, the Board of Directors meeting shall be considered held in the location where the Chairman is located, and where the meeting's Secretary must also be located in order to allow the minutes to be drafted.</p>

Attachment 3

TITLE IV
Company Management
ART. 22-ter

In the event of urgency, transactions with the Company's Related Parties – to be done directly by it or through subsidiaries – may be concluded as an exception to the provisions of the Procedure for the transactions with Related Parties adopted by the Company with regard to the transactions of greater and lesser importance, within the limits and in accordance with the conditions provided for by the legislative and regulatory provisions in force, and by the other provisions of said Procedure.