



ASTALDI SOCIETÀ PER AZIONI

BOARD OF DIRECTORS REPORT

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

**APPROVAL OF THE 2016 SEPARATE FINANCIAL
STATEMENTS**

AND DISTRIBUTION OF A DIVIDEND

Dear Shareholders,

The Board of Directors of Astaldi S.p.A. announces the following with regard to the proposals that the Board intends to submit to the upcoming Shareholders' Meeting called for 21 April 2017, in first call and, if needed, in second call for 26 April 2017.

Point 1. Approval of the separate financial statements at 31 December 2016. Related and consequent decisions.

Dear Shareholders,

with regard to the first item on the agenda of the Shareholders' Meeting, full reference is made to the Annual Financial Report of Astaldi S.p.A. at 31 December 2016, approved during the Board meeting of 14 March 2017, and which shall be made available in the manner and by the times provided for by art. 154-ter of Legislative Decree no. 58/98 (Consolidated Finance Act - TUF).

In particular, in the aforementioned Report, we point out that the separate financial statements closed with a net profit of EUR 73,315,978.

In this regard, taking into account that the amount of capital gains, net of the tax burden, derived from assessment with the equity method of the investments, is EUR 77,804,831, and thus greater than the aforementioned profit, we announce to you in particular the distribution of the following items, done pursuant to and to the effects of art. 6 of Legislative Decree no. 38/2005:

- Allocation of the entire profit for the financial year, equal to EUR 73,315,978, to the reserve unavailable for distribution pursuant to art. 6, subsection 2, of Legislative Decree no. 38/2005;
- Replenishment of this reserve unavailable for distribution pursuant to art. 6, subsection 2, of Legislative Decree no. 38/2005, for EUR 4,488,853, through the use of the available reserve derived from the change in accounting standards;
- Allocation to the extraordinary reserve of a portion of the reserve formerly unavailable pursuant to art. 6 of Legislative Decree no. 38/2005, released at 31 December 2016 for EUR 2,012,336, after allocating to the legal reserve the 5% share equal to EUR 100,617.

Point 2. Distribution of a dividend.

Dear Shareholders,

with regard to the second item on the agenda, you are asked to approve the distribution of a dividend from the extraordinary reserve, which shall be determined for each share taking into account the prior proportional division among the outstanding shares of the dividend for treasury shares on hand, now equal to EUR 643,786.

Given that the prerequisites are met to allow the distribution of the aforementioned dividend using the extraordinary reserve formed over the years through allocation of part of the profits progressively earned, you are asked to approve the distribution of a dividend for a total of EUR 19,556,223, in the amount of EUR 0.20 Euro per share, specifying that this amount has already taken into account the division, in proportion to the outstanding shares, of the dividend for 643,786 treasury shares on hand, and setting 15 May 2017 as ex-dividend date, 16 May 2017 as record date, and 17 May 2017 for paying the dividend.

Rome, 14 March 2017

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