



**ASTALDI SOCIETÀ PER AZIONI**

**BOARD OF DIRECTORS' REPORT PURSUANT TO ARTICLE 125-  
TER OF LEGISLATIVE DECREE NO. 58/1998  
APPOINTMENT AND REMUNERATION OF BOARD OF  
STATUTORY AUDITORS**

Dear Shareholders,

The Board of Directors of Astaldi S.p.A. makes known the following in relation to the proposals which the Board itself intends to submit to the next Shareholders' Meeting scheduled for 27 April 2018, in first call, and for 30 April 2018 in second call.

### **3. Appointment of Board of Statutory Auditors for 2018-2020 period.**

Dear Shareholders,

In relation to the third item on the agenda of the Shareholders' Meeting, we would like to remind you that the term of office of the Board of Statutory Auditors appointed for the 2015-2017 period by the Shareholders' Meeting of 23 April 2015 shall expire with approval of the Financial Statements for the year ending December 31 2017.

Therefore, the Board of Directors would like to propose that you pass a resolution to appoint three Standing Auditors and three Alternate Auditors for the 2018/2020 period, in accordance with the provisions of Article 2364 of the Italian Civil Code and Article 25 of the Company Bylaws.

As regards appointment of the Board of Statutory Auditors, it must be recalled that pursuant to Article 25 of the Company Bylaws, this is performed on the basis of slates filed 25 days prior to the date of the General Meeting (i.e. by 02 April 2018) by Shareholders that, individually or jointly with other shareholders, hold a total number of shares representing at least 1% of the share capital with voting rights at the Shareholders' Meeting. In the event that only one slate has been filed or slates submitted by interconnected shareholders within the meaning of the related regulations have been filed at the deadline for submitting slates, additional slates may be submitted up to the third day following this deadline (i.e. by 05 April 2018) and in this case the interest requested in order to submit slates shall be halved and hence equal to 0.5% of the share capital with voting rights at Shareholders' Meetings.

As regards the composition of members of the Board of Statutory Auditors, without prejudice to cross reference with law provisions and regulations, Astaldi S.p.A.'s Bylaws (Article 25) provide for this corporate body to have three standing

auditors and three alternate auditors and for the minority to have the right to elect a standing auditor with the duties of Chairman and an alternate auditor. A minimum of one standing auditor candidate and one alternate auditor candidate must be registered auditors that have exercised statutory auditing for a period of no fewer than three years.

Auditor candidates that do not satisfy the above requisite are chosen among parties with an overall experience of a minimum of three years of:

- a) administration and control, namely managerial duties for joint-stock companies with a share capital of no less than two million Euro;
- b) professional activities or tenured university teaching of legal, economic, financial and technical-scientific subjects closely related to or employed by the building and construction sector in general, public and private works and the undertaking and performance of concession works;
- c) managerial duties for public organisations and public administrations working in the credit, financial and insurance sectors, or in sectors related to paragraph b) above .

Lastly, it must be recalled that, in order to implement Article 123-*bis*, subsection 2, *letter d-bis*) of the consolidated finance act (TUF), companies “issuing securities admitted for trading on regulated markets” are obliged to provide a description of policies adopted with regard to aspects such as age, gender composition, education and professional experience, as well as a description of the goals, implementation procedures and results of these policies. Therefore, further to the opinion of the Appointments and Remuneration Committee, the Board of Directors of Astaldi S.p.A. adopted the document entitled “*Diversity Policy of Astaldi S.p.A's Board of Directors and Board of Statutory Auditors*”.

This document – available at [www.astaldi.com](http://www.astaldi.com) in the *Governance/Corporate documents* section – does not provide for additional profiles compared to current legislation and Bylaw provisions in relation to the appointment of members of the Board of Statutory Auditors. Shareholders are invited to consult this document.

For all other matters not expressly referred to herein and for other aspects related

to the procedures for submitting slates and the related documentation to be filed, as well as the procedure for voting slates, please refer to Article 25 of the Company Bylaws, available at [www.astaldi.com](http://www.astaldi.com), in the Governance/Corporate documents section.

Lists submitted which fail to comply with the aforementioned provisions shall be considered as not submitted.

Support and votes which violate the aforementioned provisions shall not be attributed to any slate.

#### **4. Remuneration of the Board of Statutory Auditors.**

Dear Shareholders,

It must be recalled that the Shareholders Meeting of 23 April 2015 had resolved upon a gross fee of €50,000.00 p/a for the Chairman and €35,000.00 p/a for each Standing Auditor.

As regards the above, you are asked to decide on the annual fee for the Chairman of the Board of Statutory Auditors and for each Standing Auditor, pursuant to Article 2402 of the Italian Civil Code, including based on proposals that can be formulated by Shareholders including during the Shareholders' Meeting itself.

Rome, 15 March 2018

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