

**ASTALDI Società per Azioni**

**Registered Office - Via Giulio Vincenzo Bona 65, Rome**

**Share capital Euro 196,849,800.00 - fully paid-up**

**Registered with the Register of Companies of Rome**

**under taxpayer code No. 00398970582**

**R.E.A. No. 152353**

**VAT No. 00880281001**

An Ordinary and Extraordinary Meeting of the Shareholders is called to be held at the Company's registered office in Rome, Via Giulio Vincenzo Bona 65, on the 23<sup>rd</sup> of April 2013, at 9,00 a.m. at first calling and, if necessary, at second calling on the 26<sup>th</sup> of April 2013, same place and time, to discuss and resolve upon the following

agenda:

*Ordinary session:*

1. Approval of the Company's Financial Statements as of December 31, 2012.  
Resolutions relating thereto and deriving therefrom.
2. Appointment of the Board of Directors holding office for financial years 2013-2015.
3. Resolutions on the remuneration due to Directors.
4. Stock Grant Plan. Resolutions connected therewith and deriving therefrom.
5. Resolutions on the purchase and sale of company's own shares.
6. Resolutions on the remuneration policy.

*Extraordinary session:*

1. Company's share capital increase with exclusion of the right of option pursuant to art. 2441, paragraph 5, of the Italian civil code supporting equity-linked bonds; resolutions relating thereto and deriving therefrom.
2. Amendments to the Company's By-Laws (Art. 27).

#### **SHARE CAPITAL AND VOTING RIGHTS.**

The subscribed and paid-up share capital of Astaldi S.p.A. amounts to € 196,849,800.00 and is divided into 98,424,900 common shares of a nominal value of Euro 2.00 each, of which 594.865 treasury shares presently held. Each share entitles its registered holder to one vote, exclusive of treasury shares held by the company at the date of the meeting, the voting rights of which, in accordance with the law, are suspended, and the amount of which will be made known upon opening meeting.

The information set forth in this paragraph are available at [www.astaldi.com](http://www.astaldi.com)

#### **ENTITLEMENT TO ATTEND THE MEETING.**

Pursuant to art. 11 of the Company's By-laws, Shareholders' meetings may be attended by those who are entitled to vote in accordance with the appropriate attestations issued and forwarded by the brokers pursuant to the law. To this respect, pursuant to art. 83-sexies of the T.U.F. (the Italian Financial Services Act), the entitlement to attend Shareholders' meeting and to vote thereat is attested by a notice to be given to the Company by the broker according to the latter's accounting records, setting forth the name of the entity entitled to vote, on the basis of the records of the accounts as per art. 83-quater, paragraph 3, of the Italian Financial Services Act, as at the end of the accounting day of the seventh stock market working day prior to the date fixed for the shareholders' meeting (i.e. April 12, 2013)<sup>1</sup>. Those who appear to have become shareholders after such date will not be entitled to attend the Shareholders' meeting and vote thereat. The brokers' attestations as per this paragraph, will have to be sent to the Company to the e-mail

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<sup>1</sup> The notice of calling of the Shareholders' Meeting published on the Italian daily newspaper "Il Sole 24 Ore" mistakenly states the date of April 14, 2013 (Sunday), rather than the correct date of April 12, 2013 (Friday), as the "accounting day of the seventh stock market working day prior to the date fixed for the meeting".

address [segreteria.societaria@astaldi.com](mailto:segreteria.societaria@astaldi.com), or certified e-mail address [astaldi@pec.actalis.it](mailto:astaldi@pec.actalis.it), as well as to INFOMATH S.r.l. Via Lombardia, 5, 24124 Bergamo (Italy), by post office mail or by fax (fax No. 035-3840396) or by certified e-mail [infomath@pec.infomath.it](mailto:infomath@pec.infomath.it), within the end of the third stock market working day prior to the date fixed for the first-call meeting (i.e. April 18, 2013). It is understood that the entitlement to attend the Shareholders' meeting and to vote thereat is granted also in the event the Company receives any such notice beyond said deadline provided that it is received before the start of the meeting of each respective call.

**VOTE BY PROXY AND VOTE BY MAIL OR BY ELECTRONIC MEANS.**

The holder of the voting right may have himself represented by written proxy, subject to any incompatibility and within the limits provided for by the laws and regulations in force and the provisions of the Company's By-laws. To such purpose may be used the form of proxy attached at foot of the authorized broker's certification, to be issued to the entity who is entitled to vote, or the form of proxy available at the Company's website [www.astaldi.com](http://www.astaldi.com) ("*Governance/Shareholders Meeting*" section). In accordance with art. 12 of the Company's By-laws, every shareholder may issue the proxy through the website section "*Governance/Shareholders Meeting*" of the Company's Internet website.

As provided for by the Company's By-laws, the Company waives the right to appoint a "common representative", as provided for by art. 135-undecies, § 1, of the Italian Financial Services Act.

The Company's By-laws do not provide for any procedure for casting votes by mail or by electronic means.

**QUESTIONS ON THE TOPICS OF THE AGENDA.**

Pursuant to art. 127-ter of the Italian Financial Services Act, the Shareholders may

make questions on the topics of the agenda also prior to the meeting. Any such question will have to be made to the Chairman of the Board of Directors in writing, by means of registered letter with acknowledgement of receipt, to be sent to the Company's registered office, attn.: Servizio Legale Affari Societari e Corporate Governance, or by means e-mail to [segreteria.societaria@astaldi.com](mailto:segreteria.societaria@astaldi.com) or to the certified e-mail address [astaldi@pec.actalis.it](mailto:astaldi@pec.actalis.it). Any such question has to be received within 3 working days prior to the first-call meeting (i.e. April 18, 2013) and they will be answered, also by one sole answer in the event of questions on the same subject, at the latest during the Meeting.

#### **SUPPLEMENTS TO THE AGENDA.**

Pursuant to art. 126-bis of the T.U.F. (the Italian Financial Services Act), the shareholders who represent, also jointly, one fortieth of the share capital may request, within ten days after public of this notice of calling, to supplement the list of the topics to be discussed, setting forth the additional topics proposed by the same in their request. The request to supplement the agenda has to be made to the Chairman of the Board of Directors in writing, by means of registered letter with acknowledgement of receipt, to be sent to the Company's registered office, attn.: Servizio Legale Affari Societari e Corporate Governance, or by means e-mail to [segreteria.societaria@astaldi.com](mailto:segreteria.societaria@astaldi.com) or to the certified e-mail address [astaldi@pec.actalis.it](mailto:astaldi@pec.actalis.it). A report on the topics proposed by such shareholders for discussion has also to be filed, according to the same procedure and within the same deadline, to the managing body. It is further reminded that the agenda can not be supplemented with topics upon which the Shareholders' Assembly resolves, pursuant to the law, on the directors' proposal or on the basis of a project or plan drawn up by the same, other than those provided for by art. 125-ter, paragraph 1, of the Italian Financial Services Act.

### **APPOINTMENT OF THE BOARD OF DIRECTORS AND FILING OF LISTS**

As far as concerns the appointment of the Board of Directors, it is reminded that, pursuant to article 16 of the Company's By-laws, and to art. 147-ter of the Italian Financial Services Act (T.U.F.), such appointment is made on the basis of lists filed at the Company's registered office at least 25 days prior to the date fixed for the Meeting (i.e. March 29, 2013) by the Shareholders globally holding, individually or jointly with other shareholders, a number of shares representing at least 2.5% of the Company's share capital with voting right at Shareholders' ordinary meetings. For the lists and the relevant documents to be considered as validly filed, the Shareholders will have to comply with the provisions of art. 147-ter of the Italian Financial Services Act (T.U.F.) and art. 16 of the Company' By-laws available at [www.astaldi.com](http://www.astaldi.com) ("*Governance/Documents*" section).

Lists and individual candidacies filed not fully complying with the provisions of the laws and the Company's By-laws will be considered as not filed.

### **DOCUMENTS.**

The documents relating to the topics of the agenda shall be filed with the Company's registered office (in Rome – Via Giulio Vincenzo Bona, 65) and Borsa Italiana S.p.A. as provided for by the laws and regulations in force, the shareholders being entitled to examine the same and to obtain copy thereof. More precisely, the following documents will be made available: (i) the Directors' Reports on topics 1, 2 and 3 of the agenda of the ordinary session, at least 40 days prior to be Meeting, under art. 125-ter of the Italian Financial Services Act; (ii) the Directors' Reports on topic 4 of the agenda of the ordinary session, at least 30 days prior to be Meeting, jointly with the information document drawn up pursuant to the provisions of art. 114-bis of the Italian Financial Services Act and art. 84-bis of Consob Regulation 11971/99; (iii) the Directors' Reports on topics 5 and 6 of the agenda of the ordinary

session and on topics 1 and 2 of the agenda of the extraordinary session, as well as the Remuneration Report at least 21 days prior to the Meeting, under arts. 123-ter and 125-ter of the Italian Financial Services Act, and arts. 72, 73 and 84-quater of Consob Regulation 11971/99; (iv) the lists of candidates as members of the Company's Board of Directors for the three-year period 2013/2015, at least 21 days prior to the Shareholders' Meeting under art. 144-octies of Consob Regulation 11971/99 and (v) the annual financial report and the other documents as per art. 154-ter, paragraph 1, of the Italian Financial Services Act, within 90 days after closing the 2012 financial year pursuant to art. 2.2.3, paragraph 3, lett. a) of Regulation issued by Borsa Italiana S.p.A. Those same documents will be made available at the Company's Internet website [www.astaldi.com](http://www.astaldi.com) ("*Governance/Shareholders' Meeting*" section). A report summarizing the vote results, setting forth the number of shares attending the Shareholders' meeting, personally and by proxy, the number of shares voted, the percentage of capital represented by such shares, as well as the number of shares voted for and against the resolution, and the number of abstentions, will be published within five days after the Shareholders' Meeting in the same section of the Company's Internet website. The minutes of the Shareholders' Meeting as per section 2375 of the Italian Civil Code will be anyway made available at [www.astaldi.com](http://www.astaldi.com) ("*Governance/Shareholders Meeting*" tab) within thirty days after the date on which Shareholders' meeting was held.

**EXPERTS, FINANCIAL ANALYSTS AND JOURNALISTS.**

Accredited experts, financial analysts and journalists desiring to attend the Shareholders' Meeting will have to file a proper application with Astaldi S.p.A. – Attn. Corporate Communications & Investor Relations Dept. – by e-mail to the address [investor.relations@astaldi.com](mailto:investor.relations@astaldi.com) or by fax to No. +39-06-41.76.67.33 – not later than two working days before the date fixed for the first call Meeting.

Rome, March 14, 2013

**On behalf of the Board of Directors**

The Chairman

Paolo Astaldi