

ASTALDI Società per Azioni

Registered Office - Via Giulio Vincenzo Bona 65, Rome

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

Register with the Register of Companies of Rome under taxpayer code No. 00398970582

PROXY TO ATTEND SHAREHOLDERS' MEETING

In connection with the Ordinary and Extraordinary Meeting of the Shareholders called to be held at the Company's registered office in Rome, Via Giulio Vincenzo Bona 65, on the 23th of April 2013, at 9:00 a.m. at first calling and, if necessary, at second calling on the 26th 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 at 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 relating thereto and deriving therefrom.
- 5) Resolutions in matter of 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).

the undersigned¹

a shareholder of Astadi S.p.A. (hereinafter referred to as "Shareholder") does hereby issue this proxy to:

2

so that he/she may represent the same for all of the shares entitled to vote at the Shareholders' meeting³,

¹ Enter the Shareholders' details as set forth in the copy of the notice to attend the shareholders' meeting issued by the brokers pursuant to the laws and regulations in force.

² Enter the proxyholder's name, surname or corporate name and taxpayer code.

³ The proxyholder is required to check-in at the Shareholders' meeting with a copy of the notice issued by the brokers pursuant to the laws and regulations in force, and with his/her own identity document.

fully endorsing the proxyholders' acts.

In witness whereof.

Shareholder's signature _____

Place and date of signature _____

(*) INFORMATION NOTE UNDER ART. 13 OF D.LGS. 196 OF JUNE 30, 2003, ON THE PROCESSING OF PERSONAL DATA

Astaldi S.p.A., with registered office in Via Giulio Vincenzo Bona, 65 – 00156 Rome (as "Data Controller"), desires to inform you that the personal data provided by you will be processed exclusively for the purpose of enabling the Company to manage the meeting event and to fulfil the law obligations connected therewith. Failure to provide the data required in the proxy form will cause the proxyholder not to be allowed to attend the Meeting.

Your personal data will be collected on paper and/or IT supports and processed according to methods strictly connected with the above purposes and, anyway, in compliance with the provisions of D.Lgs. 196/2003.

You may exercise, at any time, the rights you are entitled to under art. 7 of D.Lgs. 196/2003 (including obtaining information on you personal data and on the way they are used; obtaining the update, modification, erasure of the same or opposing to the processing of them due to well-grounded reasons, obtaining a list of those responsible for the processing of your personal data) by contacting the Legal Affairs and Corporate Governance Dept., Via Giulio Vincenzo Bona, 65 – 00156 Rome.

Your personal data may be examined by Company's employees or collaborators expressly authorized to process the same, in their capacity as Data Controllers or Data Processors, in connection with the above purposes.