



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

**This notice of calling supersedes the notice published on March the 13th,
further setting forth the terms for the submission of lists.**

An Ordinary Meeting of the Shareholders entitled to vote is called to be held at the Company's registered office in Rome, Via Giulio Vincenzo Bona 65, on the 23rd of April, 2015, at 9,00 a.m. at first calling and, if necessary, at second calling on the 24th of April, 2015, same place and time, to discuss and resolve upon the following

Agenda:

1. Approval of the Company's Financial Statements as of December 31, 2014.
Resolutions relating thereto and deriving therefrom.
2. Allocation of the profit for the period.
3. Appointment of the members of the Board of Auditors holding office for financial years 2015/2017.
4. Determination of the remuneration due to the members of the Board of Auditors for financial years 2015/2017.
5. Resolutions on the purchase and sale of company's own shares.
6. Remuneration Report.

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 814,755 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 is available at 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, as it appears from 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 the date fixed for the Shareholders' meeting (i.e. April 14, 2015). Those who appear to have become shareholders after such date will not be entitled to attend the Shareholders' meeting and vote thereat. The notices to be given by the brokers as per this paragraph, shall have to be received by the Company within the end of the third stock market working day prior to the date fixed for the first-call meeting (i.e. the 20th of April, 2014). 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. The form of proxy made available through the Company's Internet website www.astaldi.com ("*Governance/Shareholders Meeting*" section) may be used to such purpose. 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 ITEMS OF THE AGENDA.

Pursuant to art. 127-ter of the Italian Financial Services Act, questions on the items of the agenda may be submitted, also prior to the Meeting, by those who are entitled to vote and in favour of whom the Company has received a specific notice to be issued by an authorized broker (pursuant to art. 23 of the Regulation approved by decision made jointly by the Bank of Italy and Consob on February 22, 2008, as subsequently amended and supplemented)".

The questions, jointly with the information enabling to identify the entity duly entitled thereto, have to be submitted 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 Affari Societari, Corporate Governance e Ufficio di Presidenza*", or by means e-mail to segreteria societaria@astaldi.com. The questions must be received within 3 days prior to the first-call meeting (i.e., the 20th of April, 2015) and the same will be answered, also collectively in the event they refer to the same aspect, at the latest

during the Shareholders' meeting.

SUPPLEMENTS TO THE AGENDA AND INTRODUCTION OF NEW PROPOSALS OF

RESOLUTION:

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 publication of this notice of calling (i.e. within March 23, 2015), to supplement the list of the items to be discussed, setting forth the additional items proposed by the same in their request, or submit proposals of resolution on items already included in the agenda. The question, jointly with the notice attesting the ownership of the shares, has to be submitted 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 Affari Societari, Corporate Governance e Ufficio di Presidenza*”, or by e-mail to [segreteria@societaria@astaldi.com](mailto:segreteria@societaria.astaldi.com), jointly with the information required to establish the identity of the parties submitting such questions. A report setting forth the grounds for the proposals of resolution on the new items they propose to discuss or the grounds for the additional proposals of resolution made in connection with items already included in the agenda, 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 items 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 AUDITORS AND FILING OF LISTS

As far as concerns the appointment of the Board of Auditors, it is reminded that, pursuant to article 25 of the Company's By-laws, and to art. 144-*sexies* of Consob Regulation No. 11971/99, such appointment is made on the basis of lists filed at

least 25 days prior to the date fixed for the Meeting (i.e. March 30, 2015) by the Shareholders globally holding, individually or jointly with other shareholders, at least 1% of the Company's share capital with voting right at Shareholders' ordinary meetings.

The lists, jointly with the notice attesting the ownership of the shares, has to be submitted 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 Affari Societari, Corporate Governance e Ufficio di Presidenza*”, or by e-mail to astaldi.mt@pec.actalis.it, jointly with the information required to establish the identity of the parties submitting such questions.

In the event that, at the expiry date of the period within which the lists have to be filed, one sole list has been filed, or lists have been filed only by the shareholders who hold a connection relationship between them as provided for by the laws and regulations governing the matter, additional lists may be filed until the third day after such deadline (i.e. within April 2, 2015), and in such a case, the participating interest required for filing the list will be reduced by a half and will correspond to 0.5% of the share capital entitled to vote 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. 144-*sexies* of Consob Regulation 11971/99 and art. 25 of the Company' By-laws available at 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 items of the agenda shall be filed with the Company's registered office (in Rome – Via Giulio Vincenzo Bona, 65) and anyway as provided for by the laws and regulations in force, the shareholders being entitled to examine

the same and to obtain copy thereof. In particular, the following documents will be made available: (i) the Directors' Report on the 2nd, 3rd and 4th items of the agenda at least 40 days prior to the date fixed for the meeting pursuant to art. 125-*ter* of the Italian Financial Services Act and to art. 84-*ter* Consob Regulation 11971/99, (ii) the Annual Financial Report, the Corporate Governance and Shareholding Structure Report as per art. 123-*bis* of the Italian Financial Services Act and the other documents on the 1st item of the agenda, within 90 days after closing the 2014 financial year pursuant to art. 2.2.3, paragraph 3, letter a) of the Regulation issued by Borsa Italiana; (iii) the list of candidates as members of the Company's Board of Auditors for financial years 2015/2017, at least 21 days prior to the Shareholders Meeting under art. 144-*octies* of Consob Regulation 11971/99; (iv) the Directors' Report on the 5th item of the agenda "Resolutions on the purchase and sale of company's own shares", at least 21 days prior to the Shareholders' Meeting, pursuant to art. 125-*ter* of the Italian Financial Services Act and to art. 73 of Consob Regulation 11971/99; (v) the Remuneration Report on the 6th item of the agenda at least 21 days prior to the Shareholders' Meeting pursuant to articles 123-*ter* and 125-*ter* of the Italian Financial Services Act and to art. 84-*quater* of Consob Regulation 11971/99.

Those same document will be further made available in the Company's Internet website www.astaldi.com ("*Governance/Shareholders' Meeting*" section) and through the authorized storage server at www.linfo.it. 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 further published within five days after the Shareholders' Meeting in said 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 ("*Governance/Shareholders Meeting*" section) within thirty days after the date on which the 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 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.

This notice of calling is published in the Company's website www.astaldi.com ("*Governance/Shareholders Meeting*" section) on March 13, 2015, and as an abstract in the daily newspaper "Milano Finanza" of March 14, 2015.

Rome, this 13th of March, 2015

On behalf of the Board of Directors

The Chairman

Paolo Astaldi