

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 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, 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.

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' meeting ³, fully endorsing the proxyholders' acts.

In witness whereof.

Shareholder's signature _____

Place and date of signature _____

¹ Enter the Shareholders' details as set forth in the copy of the notice to attends the shareholders' meeting issued by the brokers pursuant 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 issues by the brokers pursuant to the laws and regulations in force, and with his/her own identity document.

(*) 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 date 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 "Affari Societari, Corporate Governance e Ufficio di Presidenza" 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.