

**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 Extraordinary and Ordinary Shareholders' Meeting called to be held at the company's main office in Rome, Via Giulio Vincenzo Bona 65, on the 26<sup>th</sup> of June, 2018, at 9:00 a.m. at first calling and, if necessary, at second calling on the 28<sup>th</sup> of June, 2018, same place and time, to discuss and resolve upon the following

agenda:

*Extraordinary session*

1. Elimination of the expressed par value of ordinary shares in circulation and subsequent amendment of Article 6 of the Company Bylaws; resolutions pertaining thereto and resulting therefrom.
2. Subject to approval of the proposed resolution as per point 1), share capital increase for consideration and divisibly, up to a maximum amount of EUR 300,000,000 (three hundred million), including any share premium, through the issue of new ordinary shares without any indication of par value, to be offered in option to the Company's shareholders pursuant to Article 2441, subsection 1, of the Italian Civil Code, and subsequent amendments of Article 6 of the Company Bylaws; resolutions pertaining thereto and resulting therefrom.
3. Amendment of Article 16 of the Company Bylaws in order to provide for the office of company director to be undertaken by employees or consultants of companies that, even if they can be considered competing companies from a theoretical point of view, are deemed not to actually be in competition with the Company, in light of ongoing and significant contractual relationships regarding business partnership; resolutions pertaining thereto and resulting therefrom.

*Ordinary session*

1. Subject to approval of the proposed resolution as per item 3 on the agenda of the extraordinary session, resolution to authorise undertaking of the office of company director by IHI Corporation employees or consultants, with the latter not to be considered a competitor of the Company for the purpose of Article 16 of the Company Bylaws (as amended); resolutions pertaining thereto and resulting therefrom.

the undersigned<sup>1</sup>

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<sup>1</sup> 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.

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

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so that he/she may represent the same for all of the shares entitled to vote at the Shareholders' meeting <sup>3</sup>, fully endorsing the proxyholders' acts.

In witness whereof.

Shareholder's signature \_\_\_\_\_

Place and date of signature \_\_\_\_\_

**(\*) DISCLOSURE PURSUANT TO ARTICLE 13 OF (EU) REGULATION NO. 2016/679 GDPR**

Astaldi S.p.A., with registered offices at Via Giulio Vincenzo Bona 65 - 00156 Rome, in the capacity of Data Controller (hereinafter "Controller") would like to inform you that the personal data you provided shall be processed for the sole purpose of allowing the Company to organise the Shareholders' Meeting and related legal obligations.

Entry of your email address on this site shall be processed for the sole purpose of allowing the Company to forward you an email confirming electronic notification of the proxy.

Provision of personal data is not obligatory. Any refusal to provide shall make it impossible to forward the proxy electronically.

Personal data shall be:

- a) collected on paper or in electronic format and processed both manually and in an automated manner using procedures strictly related to the aforementioned purposes;
- b) for a period of time no longer than required to achieve the purposes for which data are processed;
- c) processed in compliance with the provisions contained in (EU) Regulation No. 2016/679 (hereinafter "GDPR"); specifically, the Controller shall ensure the adoption of suitable security measures aimed at preventing the risks of destruction and loss of collected data, as well as of unauthorised or illegal access to the data.

Your personal data shall not be disclosed in any way. Employees or assistants of the Controller, specifically authorised by the latter for the purposes listed above, may view your personal data.

You may exercise the rights provided for in Article 15 et seq. of the GDPR which apply to you (including knowing your personal data and how they are used, requesting data update, adjustment, deletion or object to processing for legal reasons, within the limits allowed by law), at any given time, by contacting the Data Controller at [privacy@astaldi.com](mailto:privacy@astaldi.com) and [segreteria@societaria@astaldi.com](mailto:segreteria@societaria@astaldi.com)

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<sup>2</sup> Enter the proxyholder's name, surname or corporate name and taxpayer code.

<sup>3</sup> 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.