



2016 Remuneration Report

2016 Remuneration Report

Year to which the Report refers: 2015
Date of approval by the Board of Directors: March 16, 2016

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Overview

Salini Impregilo is an industrial group specializing in the construction of major, complex projects - a dynamic Italian company able to compete with leading global players.

The global context in which Salini Impregilo operates is characterized by a particularly complex business environment. The *Management* of Salini Impregilo, who must act in accordance with environmental, ethical and professional principles in compliance with the highest international criteria for corporate governance and citizenship, must consist of people with industry-specific professional qualifications, who are not readily available in the market.

Salini Impregilo's 2016 Remuneration Policy, defined on the basis of market practices and international benchmarking, in compliance with the key principles of equity, transparency, meritocracy and sustainability, is aimed at:

- (i) attracting, motivating and retaining within the Group key staff equipped with the technical and professional skill set required for the profitable achievement of Salini Impregilo's objectives, taking into account not only the current but also the future size and complexity of a Company that is undergoing rapid development and targeting ambitious goals;
- (ii) aligning management's interests with the value-creation interests of shareholders and *stakeholders* alike.

The aforementioned Policy, therefore, represents a key instrument for consolidating and bringing together a management team who is strongly motivated in the pursuit of goals and ready to take on new challenges and opportunities in order to further enhance the Company's competitive positioning.

The 2016 Remuneration Policy was defined in accordance with the previous years' Remuneration Policy and takes account of the introduction of the 2015-2017 Performance Shares Plan, which was approved by the Shareholders' Meeting on April 30, 2015, for employees, contract workers and/or directors vested with specific duties within Salini Impregilo and Subsidiaries, who, due to their office and experience, play a key role with respect to the achievement of corporate objectives.

The 2016 Remuneration Policy was defined in accordance with Article 123-ter of TUF, in line with (i) Article 84-quater and Annex 3A, Form 7-bis of the Issuers' Regulation, (ii) the recommendations of Article 6 of the Governance Code, as well as (iii) Article 11 c) of the Procedure for Related Party Transactions adopted by the Company on November 30, 2010 and subsequently amended - most recently on November 11, 2015 - and available on the Company website (www.salini-impregilo.com, under the "Governance" section).

Table 1 provides an overview of Salini Impregilo's 2016 Remuneration Policy, which is described in greater detail in this Remuneration Report.

Table 1 - Overview on the 2016 Remuneration Policy

	Chief Executive Officer (CEO)	General Managers and Other Key Management Personnel				
Theoretical pay mix that can be reached with 100% achievement of all variable retribution components	<ul style="list-style-type: none"> • 1/3 as the fixed component. • 1/3 as the short-term variable component (short-term incentive, "STI"). • 1/3 as the long-term variable component (long-term incentive, "LTI"). 					
Fixed Component	Determined on the basis of international benchmarks, taking into account the (i) professional skill set, (ii) performance, (iii) duties and responsibilities, (iv) available candidates on the market and corporate risk profile for termination of the employment relationship, (v) Company's size and management complexity.					
Members Variable 2016 STI	<p>Group Targets (In line with the Group's Business Plan)</p> <ul style="list-style-type: none"> • EBITDA, with a 50% impact on determining the Target Bonus. • Book-to-bill, with a 25% impact on determining the Target Bonus. • NFP, with a 25% impact on determining the Target Bonus. <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">n.a.</td><td style="width: 50%;">Business unit objectives in line with the Company's Business Plan.</td></tr> <tr> <td>n.a.</td><td>Individual performance targets.</td></tr> </table> <p> <ul style="list-style-type: none"> • Disbursement: the right to receive the 2016 STI accrues on the basis of the results achieved in the previous year and assessed according to a performance scale with the range varying from a minimum of 80% (minimum performance) to a maximum of 120% (maximum performance), with the corresponding payout of a variable remuneration from 50% to 140% respectively of GAS, calculated by linear interpolation at pre-set intervals. <p>In the event of performance below the 80% threshold for the relevant objective, no amount linked to that objective shall be paid.</p> <ul style="list-style-type: none"> • Clawback: in case of breach of company, contractual or legal regulations or criminal or willful misconduct or gross negligence in order to alter the data used to measure achievement of the targets. </p>		n.a.	Business unit objectives in line with the Company's Business Plan.	n.a.	Individual performance targets.
n.a.	Business unit objectives in line with the Company's Business Plan.					
n.a.	Individual performance targets.					
Members Variable LTI	<p>2015-2017 Performance Shares Plan</p> <ul style="list-style-type: none"> • <i>Indicators:</i> 2015-2017 accrued revenue and 2015-2017 accrued EBIT. • <i>With effect from:</i> January 1, 2015¹. • <i>Vesting Period:</i> three years. • <i>Opportunity:</i> equivalent to 300% of the GAS, on a three-year basis. • <i>Disbursement:</i> based on the results achieved at the end of the third year of the plan. • <i>Clawback</i> in case of breach of company, contractual or legal regulations or willful misconduct or gross negligence in order to alter the data used to measure achievement of the targets. • <i>Retention clause:</i> (i) repayment of 50% of net payout in the event of resignation in the first year after the date of the Company's approval of the 2017 financial statements; (ii) repayment of 25% of net payout in the event of resignation in the second year after the date of the Company's approval of the 2017 financial statements. 					
Benefits	<ul style="list-style-type: none"> • Supplementary pension. • Supplementary health care. • Company car for personal use. • Insurance Cover. • Housing. 					

¹ The Chief Executive Officer will be awarded cash and performance shares on a pro-rata basis for 2016 and 2017 only, since the 2013-2015 LTI Plan still applies to 2015.

Glossary

In order to facilitate the understanding and reading of this Remuneration Report, a definition for the most common terms is provided below:

“Shares”: without distinction, all Salini Impregilo ordinary shares without a par value.

“Accrued Shares”: The number of Shares determined by the achievement of the 2015-2017 Performance Shares Plan Objectives.

“Target Shares”: The number of Accrued Shares due to each Beneficiary for the 100% achievement of the 2015-2017 Performance Shares Plan Objectives.

“Beneficiaries”: Employees and/or contract workers and/or directors vested with specific duties in the Company and its Subsidiaries, identified from the ranks of key personnel in a value-creation perspective.

“Accrued Bonus”: The amount of the Bonus determined by the achievement of the 2015-2017 Performance Shares Plan Objectives.

“Target Bonus”: The Bonus due to each Beneficiary for the 100% achievement of the 2015-2017 Performance Shares Plan Objectives.

“Corporate Governance Code”: The Corporate Governance Code for listed companies established by the Corporate Governance Committee promoted by Borsa Italiana S.p.A.

“Board of Statutory Auditors”: The Company’s acting Board of Statutory Auditors.

“Compensation and Nominating Committee” or “CNC”: the Company’s acting Compensation and Nominating Committee.

“Board of Directors”: the Company’s acting Board of Directors.

“Subsidiaries”: Without distinction, each company from

time to time directly or indirectly owned by the Company, pursuant to art. 2359 of the Italian Civil Code, which has a relationship with one or more Beneficiaries.

“Approval date”: April 30, 2015, the date of final approval of the 2015-2017 Performance Shares Plan by the Company’s Shareholders’ Meeting.

“Key Management Personnel” or “KMP”: The individuals, other than directors and statutory auditors, that have the - direct or indirect - authority and responsibility for the planning, management and control of the Company’s activities in line with the definition provided in Annex 1 to CONSOB Regulation on Related Party transactions adopted with resolution no. 17221 of March 12, 2010, as identified from time to time by the responsible bodies, with the exception of the statutory auditors.

“Accrued EBIT”: with reference to the Group at consolidated level, the value of the operating profit for the period January 1, 2015 - December 31, 2017, as reported in the consolidated financial statements approved by the Company for the years 2015, 2016 and 2017.

“Group”: the Company and its Subsidiaries.

“LTI”: Long Term Incentive, i.e. the long-term variable component

“2015-2017 Performance Shares Plan Objectives”: the objectives in terms of Accrued Revenue and Accrued EBIT, defined by the Board of Directors, based on whose achievement the Beneficiaries shall be entitled to the award of the Accrued Bonus and Accrued Shares.

“Opportunity”: amount of LTI that can be paid out, as 50% cash and 50% performance shares, if 100% of the Objectives of the 2013-2015 Performance Shares Plan are achieved.

“Vesting Period”: The period starting from the Approval Date of the 2015-2017 Performance Shares Plan and ending on the date of approval by the Company of 2017 financial statements.

“2015-2017 Performance Shares Plan”: the incentive scheme for the Beneficiaries.

“2016 Remuneration Policy”: the Salini Impregilo Remuneration Policy for 2016 approved by the Board of Directors meeting of March 16, 2016.

“Target Bonus”: the bonus earned if objectives are 100% achieved.

“GAS”: indicates the gross fixed annual remuneration component for employees of a Company of the Salini Impregilo Group.

“Issuers’ Regulation”: The regulation implementing the TUF with respect to the discipline of issuers adopted by Consob with resolution no. 11971 of May 14, 1999, as subsequently amended.

“Accrued Revenue”: with reference to the Group at consolidated level, the value of total revenue for the period January 1, 2015 - December 31, 2017, as reported in the

consolidated financial statements approved by the Company for the years 2015, 2016 and 2017.

“STI”: Long Term Incentive, i.e. the short-term variable component.

“2016 STI”: the Short-Term Incentive for the 2016 financial year.

“2016 CEO STI”: the Short-Term Incentive for the 2016 financial year for the Chief Executive Officer.

“2016 KMP STI”: the Short-Term Incentive for the 2016 financial year for General Managers and other Key Management Personnel.

“Company” or “Salini Impregilo”: Salini-Impregilo S.p.A.

“TUF” o “Consolidated Finance Act”: Italian Legislative Decree no. 58 of February 24, 1998 and subsequent amendments and additions.

Introduction

This Remuneration Report was prepared in compliance with art. 123-ter of the Consolidated Finance Act and art. 84-quater of the Issuers' Regulation, and subsequent amendments and additions, as well as with the recommendations under art. 6 of the most up-to-date version (July 2015) of the Corporate Governance Code. The Remuneration Report, approved by the Board of Directors on March 16, 2016, upon proposal of the Compensation and Nominating Committee, consists of two sections.

Section I

Section I details Salini Impregilo's remuneration policy for the 2016 financial year:

- a) for the members of the Board of Directors, divided into the directors with specific duties (including executive directors) and non-executive directors of the Company. Pursuant to the company Bylaws and according to legal requirements, directors remain in office up to a maximum of three financial years; accordingly, the term of office of the current Board of Directors appointed by the Shareholders' Meeting of April 30, 2015, will end on the date of the Shareholders' Meeting called for the approval of the Financial Statements as at December 31, 2017.
- b) for General Managers;
- c) for other Key Management Personnel of the Company.

Section I also provides details on the procedures complied with by the Company for the adoption and implementation of the 2016 Remuneration Policy and the parties involved in the process.

Section II

Section II shows individual items that make up the remuneration paid by the Company to the members of

the Board of Directors and the Board of Statutory Auditors, as well as to General Managers and Key Management Personnel of the Company on whatsoever basis and in whatsoever form, analytically detailed for 2015, in line with the policy approved by the Company for the relevant financial year.

This Remuneration Report, moreover, pursuant to paragraph 4 of art. 84-quater and Annex 3., Scheme 7-ter, of the Issuers' Regulation, shows in dedicated tables data about the equity investments held by members of the Board of Directors and the Board of Statutory Auditors, as well as by General Managers and other Key Management Personnel in the Company or in companies controlled by the latter.

Pursuant to Consob Regulation on Related Party transactions – adopted with resolution no. 17221 of March 12, 2010 – and the Procedure for Related Party Transactions implemented by the Company and available on its website (www.salini-impregilo.com, under the Governance section), the adoption of the Remuneration Policy by Salini Impregilo exempts the company from implementing the provisions under the aforementioned procedures, with respect to Board of Directors' resolutions on the remuneration for directors vested with special powers and Key Management Personnel, pursuant to art. 13 of the aforementioned Consob Regulation and art. 11 of the Company's Related Party Transaction procedure.

The Remuneration Report has been made available to the public, in accordance with the time limits set by law, at the Registered Office and on the Company website www.salini-impregilo.com, in the Governance and Investor Relations section, so that it can be examined at the Shareholders' Meeting called to approve the 2015 Financial Statements and to formulate an opinion, through a non-binding resolution, on the first section of the Remuneration Report, in accordance with current regulations.

1. Section I: 2016 Remuneration Policy

The 2016 Remuneration Policy was approved by the Board of Directors, upon proposal of the Remuneration and Nominating Committee, and shall be subject to the advisory vote of the Shareholders' Meeting.

It was drafted in compliance with previous years' Remuneration Policies and also takes into account the adoption of the 2015-2017 Performance Shares Plan.

The 2016 Remuneration Policy, therefore, represents a fundamental tool for bringing together and enhancing retention of a management team who is strongly motivated in the pursuit of goals and ready to take on new challenges and opportunities in order to further enhance the Company's competitive positioning.

The following paragraphs show the process implemented by the Company to define and approve the 2016 Remuneration Policy, the bodies and individuals involved, as well as underlying objectives and key principles.

1.1. Governance of the remuneration process

1.1.1. The Board of Directors

The Company has adopted a governance model designed to guarantee transparency, consistency at group level and adequate control in relation to the remuneration policy and its implementation.

The Shareholders' Meeting of Salini Impregilo of April 30, 2015 resolved on the appointment, for a term of three financial years and, therefore, up to the Shareholders' Meeting for the approval of the financial statements as at December 31, 2017, of the acting Board of Directors, initially consisting of Claudio Costamagna (Chairman), Pietro Salini (Chief Executive Officer), Marco Bolgiani, Marina Brogi, Giuseppina Capaldo, Mario Cattaneo, Roberto Cera, Laura Cioli, Alberto Giovannini, Nicola Greco, Pietro Guindani, Geert Linnebank, Giacomo Marazzi, Franco Passacantando, Laudomia Pucci.

On July 14, 2015, following the resignation of the Chairman, Mr Claudio Costamagna, the I Board of

Directors, convened on the same date appointed Mr Alberto Giovannini, who was already a Company Director, as the new Chairman of the Board of Directors.

On February 24, 2016, moreover, the Director Laura Cioli tendered her resignation as well.

On March 16, 2016, pursuant to art. 2386 of the Italian Civil Code, the Board of Directors co-opted Grazia Volo as Board Director replacing Claudio Costamagna, submitting to the Shareholders' Meeting called to approve the Financial Statements at December 31, 2015 any resolution on the composition of the Board of Directors.

On the date of approval of the Report, the aforementioned Board was constituted as follows:

Board of Directors

Chairman

Alberto Giovannini

Chief Executive Officer

Pietro Salini

Directors

Marco Bolgiani

Marina Brogi

Giuseppina Capaldo

Mario Giuseppe Cattaneo

Roberto Cera

Nicola Greco

Pietro Guindani

Geert Linnebank

Giacomo Marazzi

Franco Passacantando

Laudomia Pucci

Grazia Volo

With regard to remuneration, apart from approving the Remuneration Policy and presenting it to the Shareholders' Meeting, the Board of Directors is also responsible for the:

- (i) distribution of the total remuneration for the directors determined by the Shareholders' Meeting, pursuant to Article 2389, paragraph 1 of the Italian Civil Code, unless the Shareholders' Meeting has not already done so;
- (ii) determination of the remuneration due to the CEO and to the directors vested with specific duties, in its various components, and also, specifically, to the

members of the various committees appointed under the scope of the Board of Directors, pursuant to Article 2389, paragraph 3 of the Italian Civil Code;

- (iii) internal composition of the Remuneration Committee and the Nominating Committee, in addition to the definition of their respective responsibilities, in compliance with the recommendations of the Corporate Governance Code;
- (iv) review of the incentive plans to be submitted to the Shareholders' Meeting for approval;
- (v) definition of a Remuneration Policy for Key Management Personnel, upon proposal of the Remuneration Committee.

1.1.2. The Compensation and Nominating Committee

1.1.2.1. Composition

The Board of Directors, in line with Corporate Governance Code recommendations, set up - for the first time in March 2000 - a Remuneration Committee.

With resolution of July 18, 2012, the Board of Directors expanded the powers of said Committee with advisory functions on the appointment of Directors pursuant to Article 5 of the Corporate Governance Code and, as a result, this Body took on the name Compensation and Nominating Committee.

During the April 30, 2015 meeting, the Board of Directors confirmed the assignment to the aforementioned Committee of responsibilities both with respect to remuneration and appointments, identifying as its members all independent and non-executive Directors, in line with the most recent recommendations of the Corporate Governance Code, subject to verification of their possession of suitable skills and experience with respect to financial matters and compensation policies. The CNC is therefore currently composed of the following Directors:

Compensation and Nominating Committee

Chairman

Marina Brogi

Member

Nicola Greco

Member

Geert Linnebank

Member

Laudomia Pucci

The CV of each member of the CNC is available on the Company website at www.salini-impregilo.com.

1.1.2.2. Functions

In line with the provisions of the Corporate Governance Code, the CNC carries out advisory and proposal-making activities. With respect to remuneration, the CNC:

- (i) submits the Remuneration Report for the approval of the Board of Directors and therefore, specifically, the Remuneration Policy of Directors, General Managers and other Key Management Personnel for presentation to the Shareholders' Meeting called to approve the financial statements for the year, under the terms laid down by law;
- (ii) periodically assesses the adequacy, overall consistency and actual implementation of the Remuneration Policy for Directors, General Managers and of the other Key Management Personnel, using the information provided by the CEO for this purpose;
- (iii) formulates proposals or expresses opinions to the Board of Directors on the remuneration of executive directors and other directors who have specific duties as well as on the setting of performance targets related to the variable component of this remuneration;
- (iv) monitors the application of the decisions taken by the actual Board verifying, in particular, the effective achievement of performance targets.

1.1.2.3. Operating procedures

The CNC has its own internal regulations. Based on the provisions of the aforementioned regulations, the CNC meets with a cadence required to perform its mandate and, at any rate, each time its Chair deems it necessary, or when at least two members of the Committee or the Chair of the Board of Statutory Auditors request it.

The Chair of the Board of Statutory Auditors is invited to attend the Committee's meetings. Other members

of the aforementioned Board may also attend at any rate.

No Director takes part in the CNC Meetings during which proposals about his/her remuneration to the Board of Directors are formulated.

The CNC is understood to have legitimately met in the presence of the majority of its members, and the related decisions are adopted through the vote in favor of the majority of those present.

In performing its mandate, the CNC may access all information and company functions required to perform its tasks and may also rely on independent consultants, should this be required for carrying out its duties, under the conditions established by the Board of Directors.

1.1.2.4. Activities conducted in 2015

During the course of 2015, the CNC met a total of 7 times, based on a calendar approved on May 13, 2015, with an average attendance rate of 93%.

The following activities related to the remuneration policies were carried out during 2015:

- assessment of the result of the Shareholders' Meeting vote on the 2015 Remuneration Policy and analysis of the voting policy of key proxy advisors and institutional investors;
- benchmark analysis of listed companies on an international scale, peers and comparables;
- update of CNC Regulations;
- drafting of a proposal for the definition of remuneration for Directors vested with special duties, pursuant to art. 2389, paragraph 3, of the Italian Civil Code;
- final assessment of the results relating to the variable incentive plans;
- definition of the objectives linked to variable incentive schemes;

- definition and implementation of the “2015-2017 Performance Shares Plan” applicable to employees, contract workers and/or directors vested with special powers of Salini Impregilo and its Subsidiaries;
- definition of Guidelines for the 2016 Remuneration Policy for the Chief Executive Officer, General Managers and other Key Management Personnel, as well as the aforementioned 2016 Remuneration Policy;
- preparation of the Remuneration Report.

Further information relating to the composition, operating rules and activities conducted by the CNC is available in the 2015 Report on Corporate Governance published on the website www.salini-impregilo.com.

1.1.3. The approval process for the Remuneration Policy

The definition of the Remuneration Policy is the result of a clear and transparent process, structured in compliance of regulatory provisions and the recommendations of the Corporate Governance Code, in which the CNC and Board of Directors of the Company play a key role. Such Policy is adopted and approved by the Board of Directors on an annual basis, upon proposal of the CNC, and subsequently submitted to the advisory vote of the Shareholders' Meeting.

The Board of Statutory Auditors expresses its opinion on the Remuneration Policy, particularly with regard to the part concerning the remuneration of Directors vested with specific duties.

The Board of Statutory Auditors monitors the actual implementation of the corporate governance rules laid down in the Corporate Governance Code, including the resolutions on compensation and other benefits.

The CNC, the Board of Statutory Auditors and the Board of Directors oversee the implementation of the Remuneration Policy.

In 2016 the CNC met 4 times until the date of approval of this Remuneration Report. Specifically, the CNC

defined the structure and the contents of the 2016 Remuneration Policy for the purpose of preparing this Remuneration Report in the meetings held on February 8, 2016, March 10, 2016, and March 15, 2016, in line with the most recent recommendations of the Corporate Governance Code.

To ensure a correct assessment of the competitiveness and appropriateness, in relation to the target market, of the remuneration package offered to the Chief Executive Officer, General Managers and other Key Management Personnel of Salini Impregilo, the CNC, to support its decisions, engaged Mercer, an international consulting firm, after verifying that they met the independence requirements and that there were no reasons of incompatibility to prevent the engagement (hereinafter, the “**Independent Expert**”).

The analysis was based on the data contained in the 2015 Annual Report (referring to 2014) and on 2015 data, obtained by the Independent Expert as part of an investigation into remuneration systems.

Assisted by the Independent Expert, a benchmark analysis was conducted on a panel of listed companies, composed of major Italian companies operating on an international level, also belonging to other sectors, and sector-specific foreign comparables. This panel included 18 listed companies, of which 6 qualify as comparables as they operate in the infrastructure construction sector.²

The CNC, in particular, took into account:

- the resolution of the Shareholders' Meeting held on April 30, 2015, concerning the remuneration of the Chairman of the Board of Directors and the Directors;
- the resolution of the Shareholders' Meeting held on May 13, 2015, concerning the remuneration of the Directors vested with specific duties;
- the resolution of the Shareholders' Meeting held on December 17, 2015, concerning the identification of Key Management Personnel;

² The companies included in the panel are: Acciona, Astaldi, Atlantia, Autogrill, Balfour Beatty, Enel, Ferrovial, Fiat FCA, Gruppo Generali, Hochtief, Indesit, Italcementi, Luxottica, Pirelli, Prysmian, Skanska, Telecom, Vinci.

- the resolution of the Shareholders' Meeting of March 27, 2013 and approval, on March 19, 2014, of the 2014-2017 Business Plan, to which the targets for the LTI incentive system are linked, as well as the resolution of the Shareholders' Meeting of December 17, 2015;
- the approval, on May 14, 2015, of the 2015 Salini Impregilo budget to which the STI targets for the remuneration system for 2015 were linked;
- the resolution of the Board of Directors meeting of March 16, 2016, which, based on figures for the Financial Statements at December 31, 2015, ascertained and approved the level of achievement by the Chief Executive Officer and Key Management Personnel, of the 2015 STI targets, as well as of the 2013-2015 LTI target with respect to the CEO only.
- the guidelines of the proxy advisors and main institutional investors.

The above activities were carried out following an assessment of the applicable regulatory framework on the subject of remuneration and Corporate Governance Code recommendations, also taking into account the practices observed in the preparation of remuneration reports nationally and internationally, as well as market compensation levels.

The competent corporate functions then processed the information required by the CNC in order to prepare the proposal on the 2016 Remuneration Policy, to be submitted to the Board of Directors.

On March 15, 2016, the CNC, with the input of the competent corporate departments and the benchmark analysis conducted and following the outcome of the meetings held, defined, to the extent within its purview, the Guidelines for, as well as the Remuneration Policy, for submission to the Board of Directors.

The 2016 Guidelines and Remuneration Policy, developed in consistency and continuity with the 2015 Guidelines and Remuneration Policy, were thus

approved by the Board of Directors, upon proposal of the CNC, in the meeting held on March 16, 2016, concurrently with the approval of this Remuneration Report.

The implementation of the remuneration policies defined in line with the guidelines of the Board of Directors, was entrusted to the bodies especially designated for the purpose, with the support of the competent corporate departments.

Lastly, it is imperative to stress how the 2016 Remuneration Policy detailed in the Remuneration Report should be specifically considered against the current corporate, company, regulatory and legislative scenario (with specific reference to applicable accounting principles and their interpretation), as well as against the economic and business scenarios, so that, in light of any changes to such scenarios, it may be suitably adjusted to take into account external factors that are beyond the control of management.

Any changes that may be required shall be promptly disclosed in the next Report on Remuneration.

1.2. General purposes and principles of the 2016 Remuneration Policy

1.2.1. Objectives of the 2016 Remuneration Policy

The Remuneration Policy is aimed at attracting and motivating qualified professional resources for the pursuit of the goals of the Company and the Group, as well as incentivizing retention of these resources and, therefore, the stability of their employment relationship with the Company.

With a view to sustainable value creation for the Company, the Remuneration Policy has also the objective of aligning management interests as much as possible with medium-long term interests of shareholders and stakeholders, through a performance assessment process that takes place not only on a yearly basis, but also over a longer time frame.

Specifically, the 2016 Remuneration Policy, in keeping with the remuneration plans approved in 2015 for Directors, General Managers and other Key Management Personnel, meets the need of considering - apart from the sector's specificity and complexity - also new and important development and integration challenges arising from the Group's expansion on the market, an activity whose performance requires the ability to manage complex integrated business processes aimed at the development of large infrastructure works that require highly specialized know-how within a scenario of marked geographical and social-cultural differences.

Specifically, it is important to stress the fact that the Company currently intends to continue to base its Remuneration Policy on striking a balance between the goal of adequately pursuing the aforementioned attraction, incentivization, and retention objectives and the need to safeguard the Company's economic and financial position and its sustainability over time.

The long-term variable components of remuneration and the related goals and reference parameters, therefore, take on particular importance, especially for executive roles and those that have a greater impact on company results, from a perspective of sustainability of results, creation of medium-long term value for shareholders and stakeholders alike, as well as enhancement of the Group's reputation.

The consistency of remuneration payments with regard to market practices and trends is equally important for offices and roles of comparable levels in terms of responsibility and complexity, as identified through a benchmark analysis of remuneration on the basis of a panel of companies qualifying as peers or comparables of the Company that is regularly updated.

1.2.2. Remuneration Policy principles

The 2016 Remuneration Policy of Salini Impregilo is defined on the basis of the following principles:

(i) **fairness**, in terms of rewarding the knowledge and professional skills of individuals, as described in the Issuer's Code of Ethics, as well as recognizing the

roles and responsibilities assigned, the results achieved and the quality of the professional contribution given;

(ii) **proportionality**, in terms of consistency and correspondence of the remuneration with the role performed, the complexity of the tasks assigned and the related responsibilities, as well as the skills and abilities demonstrated, without prejudice to compliance with national collective agreements in force, where applicable. Specifically, as regards:

- the Chief Executive Officer, General Managers and other Key Management Personnel, the remuneration structure is properly balanced between (i) a fixed component, consistent with the powers and/or responsibilities assigned and (ii) a variable component defined within the maximum limits and aimed at linking remuneration to actual performance, with greater weighting given to the long-term variable component, in line with the long-term cycles of the Company's business;
- the non-executive Directors, remuneration is commensurate with the efforts required of them in relation to their participation in the board committees that they are members of, with appropriate differentiation between the remuneration envisaged for the Chairperson, considering his/her role of co-ordinator and liaison with Company Bodies and Corporate Departments;

(ii) **competitiveness**, in terms of essential balance of the remuneration levels in relation to those of the reference market for similar positions and roles with a similar level of responsibility and complexity, as analyzed through a benchmark analysis conducted - and periodically reviewed - using a panel of large-cap Italian and European listed companies qualifying as peers or comparables in terms of business sector and industrial complexity;

(iii) **meritocracy**, in terms of consistent rewarding of results obtained from actions put in place for their

achievement, which must be oriented towards constant compliance with existing regulations and procedures, by assessing the performance objectives assigned falling within the manager's control, in order to enhance actual company performance linked to managerial activity;

(iv) **sustainability**, in terms of consistency of overall remuneration payments made with the primary need of maintaining the economic-financial balance of the Company over time;

(v) **transparency**, in terms of:

- recognition of the incentives linked with variable remuneration following a scrupulous process of verification of the results achieved, carried out also through the assistance of structures responsible for analyzing and certifying the fairness and consistency of the data and methods used to calculate the abovementioned incentives;
- the provision of clawback clauses which will permit the Company to reclaim, in whole or in part, variable components of remuneration that were awarded to individuals who, whether intentionally or through gross negligence, altered the data used to achieve objectives or achieved them through behaviors that are in breach of company, contractual or legal regulations.

1.2.3. The balance between the fixed component and the variable component of remuneration (i.e. pay mix), also with reference to sector practices

The balance between the fixed component and the variable component of the remuneration was already determined in the 2013 Remuneration Policy, also taking into account a benchmark drawn from 37 FTSE MIB Italia companies, a panel of 18 middle capitalization companies (MID-CAPS) and one of 11 large foreign companies (PEERS) operating in the same sector as the Company.

This compensation structure was confirmed following the

updating of the benchmark analysis conducted, with the assistance of the Independent Expert, on a panel of large-cap Italian and European listed companies qualifying as peers of comparables in terms of business sector and industrial complexity. For consistency and homogeneity reasons, the aforementioned panel was used in order to assess the compensation of the Chief Executive Officer, General Managers and other Key Management Personnel.

Specifically, in implementing these criteria, the overall pay of the CEO, General Managers and other Key Management Personnel was determined according to the following (theoretical, i.e. possible upon 100% achievement of all targets linked to variable remuneration components) remuneration mix:

- 1/3 as the fixed component;
- 1/3 as the short-term variable component (short-term incentive, "**STI**");
- 1/3 as the long-term variable component (long-term incentive, "**LTI**").

1.3. Guidelines of the 2016 Remuneration Policy

1.3.1. Fixed remuneration components

In line with the recommendations of the Corporate Governance Code, the fixed remuneration component is determined to an extent that sufficiently rewards the performance, even when the variable component should not be awarded due to failure to meet the relevant targets.

The fixed component is established:

- for the Chief Executive Officer and General Managers, by the Shareholders' Meeting convened to appoint the Board of Directors;
- for Directors vested with specific duties, with resolution of the Board of Directors, upon proposal of the CNC and with positive opinion of the Board of

Statutory Auditors, upon appointment or subsequently, as an overall yearly amount;

- for General Managers and other Key Management Personnel, upon hiring, subject to any reviews based on performance, change of office with a wider job content, as well as on the basis of relevant retribution market trends or other possible factors, all of the above in line and in compliance with Remuneration Policy guidelines;
- for the Board of Statutory Auditors, by the Shareholders' Meeting convened to appoint the aforementioned Board.

The fixed remuneration for the Chief Executive Officer, General Managers and other Key Management Personnel is determined by using that of other similar offices in peer and comparable panels as a reference, also taking into account (i) professional characteristics and specialization, (ii) role performed and relevant responsibilities (iii), performance, as well as (iv) availability on the market of similar candidates and company risk in the event of termination of the employment relationship, as well as (v) size and management complexity of the Company.

Given the aims of attracting and retaining qualified and experienced managers, the Company constantly monitors market conditions for the purpose of aligning itself with best practice.

As far as non-executive Directors vested with specific duties are concerned (and always in keeping with Corporate Governance Code recommendations), relevant compensation is not linked to the Company's financial results and is commensurate with the commitment required in relation to participation in the Board Committees, with different compensation for the Chairman and the members of each Committee, taking into consideration his/her role in co-ordinating proceedings and liaising with Company Bodies and corporate departments. Directors, General Managers, Key Management Personnel and statutory auditors are also entitled to out-of-pocket expenses linked to the role performed.

As a policy, the Company does not award additional compensation to the Chief Executive Officer, General Managers and Key Management Personnel for additional posts held within the Group.

1.3.2. Variable remuneration components

The variable component of remuneration has the aim of creating a direct link between compensation and performance through the use of the tool of *Management by Objectives* ("MBO") or long-term incentive schemes.

1.3.2.1. Short-term variable components of remuneration

Short-term variable remuneration of the Chief Executive Officer (**2016 STI CEO**) is directly linked to the achievement of annual Group objectives measured on a set of metrics focused on the Group's financial and operating performance (Key Performance Indicators, hereinafter also "KPIs") defined in compliance with the Company's Business Plan.

With respect to General Managers and other Key Management Personnel, relevant short-term incentive plans (**2016 KMP STI**) follow a so-called "cascading" results measurement logic, i.e. are based on the achievement of (i) Group annual results in line of the aforementioned KPIs; (ii) the results of the specific business unit, defined in line with the Company's Business Plan and (iii) the results linked to individual performance.

This system - in line with the most recent best practices - allows the incentive of individual performance, on the one side, to be adequately balanced against sustainability, on the other side.

The targets - both quantitative and qualitative ones - are predetermined, can be measured and differentiated on the basis of the various skills and operational fields of the respective recipients, thereby allowing, on the one side, the monitoring of multiple aspects of corporate and individual performance and, on the other side, the identification of the contribution by each General Manager/Key Management Personnel to the achievement of the general strategic targets pursued by the Company.

The quantitative determination of Group 2016 STI objectives is defined by the Board of Directors, after consultation with the Remuneration and Nominating Committee.

Business unit and individual performance targets for General Managers and other Key Management Personnel are set by the Chief Executive Officer.

There is a minimum performance threshold (below which no sum is awarded) positioned close to the target figure.

On reaching this minimum threshold, a bonus will be paid that is far lower than the target bonus, which only accrues when 100% of the targets are achieved.

At the end of each financial year, the Board of Directors, with prior consultation of the Remuneration and Nominating Committee, ascertains the achievement level of set targets with a view to paying the relevant STI compensation.

With respect to short-term variable remuneration components, clawback clauses permit the Company to reclaim, in whole or in part, variable remuneration components awarded to individuals who, whether intentionally or through gross negligence, altered the data used to achieve objectives or achieved them through behaviors that are in breach of company, contractual or legal regulations.

No mechanisms are envisaged for the staggered payment of the variable remuneration component over several years.

1.3.2.2. The long-term variable components of remuneration

The long-term variable component, which can be monetary or consist of Company shares, is based on plans aimed at (i) focusing the attention of beneficiaries on strategic interest factors, (ii) promoting loyalty, (iii) aligning remuneration to the creation of medium-long term value for shareholders and stakeholders and (iv) guaranteeing an overall competitive level of remuneration.

Similar to the provisions for the STI, the long-term variable component is also linked to the achievement of certain results at Group level, consistent with those set out in the Business Plan. The award thereof is approved by the Board of Directors, on proposal of the Compensation and Nominating Committee, subject to verification that the minimum performance level has been attained.

The long-term variable component accrues and is issued in one go at the end of the time horizon of the long-term plan.

Also with respect to long-term variable remuneration components, clawback clauses permit the Company to reclaim, in whole or in part, variable remuneration components awarded to individuals who, whether intentionally or through gross negligence, altered the data used to achieve objectives or achieved them through behaviors that are in breach of company, contractual or legal regulations.

Out of the various types of possible compensation schemes, the Company adopted a mixed Cash/Performance Share share incentive plan, entailing the free award of Accrued Bonus and Accrued Shares to the plan's Beneficiaries subject to the achievement of the objectives set by the Board of Directors.

1.3.2.2.1. 2015-2017 Performance Shares Plan

On April 30, 2015 the Ordinary Shareholders' Meeting approved a Long-Term Incentive Plan in the mixed cash/performance share form, called " 2015-2017 Performance Shares Plan", in favor of employees, contract workers and/or directors vested with specific duties of Salini Impregilo and its Subsidiaries, with a duration of three years, effective from January 1, 2015 and ending on December 31, 2017.

The achievement of the targets will be therefore assessed with the approval of the Financial Statements as at December 31, 2017. The Plan entails:

- (i) the allocation to the Beneficiaries, on a free basis (at the end of the Vesting Period and upon reaching the 2015-2017 Performance Shares Plan

Objectives), of Shares already in issue and held in the Company's portfolio (or subsequently purchased) or, upon choice of the Company, of newly issued Shares pursuant to art. 2349 of the Italian Civil Code.;

- (ii) the payment of a Bonus to the Beneficiaries (at the end of the Vesting Period and upon reaching the 2015-2017 Performance Shares Plan Objectives.

The amount of the Accrued Bonus and the number of Accrued Shares to which each Beneficiary shall be entitled shall be determined by the Board of Directors, after consulting the Remuneration and Nominating Committee, at the end of the Vesting Period and based on the level of achievement of the Objectives.

Each Objective will have a weight of 1/2 and will be relevant to the purpose of determining the Accrued Bonus and Accrued Shares as shown in the table below:

The LTI opportunity is equal to 300% of GAS, on a three-year basis.

The Plan, moreover, includes:

- retention clauses that provide for (i) repayment of 50% of net payout in the event of resignation in the first year after the date of the Company's approval of the 2017 Financial Statements and (ii) repayment of 25% of net payout in the event of resignation in the second year after the date of the Company's approval of the 2017 Financial Statements;
- clawback clauses in case of breach of company, contractual or legal regulations or willful misconduct or gross negligence in order to alter the data used to measure achievement of the targets.

The Board of Directors meeting of December 17, 2015, based on the proposals formulated by the Remuneration and Nominating Committee and with positive opinion of the Board of Statutory Auditors, taking into account the

Achievement level for each Objective	% Accrued Bonus versus Target Bonus
less than 80%	0%
equal to 80%	25%
equal to 100%	50%
equal to or more than 120%	70%
between 80% and 100%	linear interpolation of extreme values between 25% and 50%
between 100% and 120%	linear interpolation of extreme values between 50% and 70%

Achievement level for each Objective	% Accrued Shares versus Target Shares
less than 80%	0%
equal to 80%	25%
equal to 100%	50%
equal to or more than 120%	70%
between 80% and 100%	linear interpolation of extreme values between 25% and 50%
between 100% and 120%	linear interpolation of extreme values between 50% and 70%

Non-achievement of one of the Objectives at a level of at least 80% will not result in loss of the entitlement to the Accrued Bonus and Accrued Shares, which shall be determined based on the achievement level for the other Objective (if equal to at least 80%) based on the aforementioned table.

2015-2017 Accrued Revenues and 2015-2017 Accrued EBIT objectives previously determined, started implementation of the Plan by defining the regulation and the necessary contractual documentation, as well as identifying its Beneficiaries and issuing the necessary mandates for its execution.

The aforementioned Board of Directors, in particular, confirmed, as Beneficiaries of the Plan, the CEO Pietro Salini, the Group Finance & Corporate General Manager Massimo Ferrari, the International Operations General Manager Claudio Lautizi, the Domestic Operations General Manager Michele Longo, as well as Key Management Personnel, identified as the Administration, Finance & Corporate Director Alessandro De Rosa and the Human Resources Director Gian Luca Grondona.

The Board of Directors, moreover, established:

- 3,800,000 Company shares as the maximum number of shares to be used to service the 2015-2017 Performance Shares Plan (equating to 0.77% of the ordinary share capital);
- €13,350,000.00 as the maximum Bonus amount to be used to service the aforementioned Plan.

It should be specified that:

- given the presence of an interest with respect to the 2015-2017 Performance Shares Plan, as Beneficiary of such Plan, the CEO participated in the Board discussion of December 17, 2015, whilst abstaining from voting on all the aforementioned points.
- with the exception of the aforementioned mandate granted to the CEO for the identification of additional Beneficiaries of the Plan and the determination of their respective Target Bonus and Target Shares – already fulfilled at December 22, 2015, with the nomination of a further 115 Beneficiaries and establishment of the associated Target Bonus and Target Shares – the CEO does not play any role in managing the Plan.

For further details about the 2015-2017 Performance Shares Plan not described in this document, see (i) the Report of the Board of Directors prepared in line with art. 114-bis of TUF - fourth item on the agenda - and (ii) the Disclosure Document drafted in line with art. 84-bis of the Issuers' Regulation, which are both available on the Company's website (<http://www.salini-impregilo.com/it/governance/assemblea-azionisti/assemblea-degli-azionisti>).

azionisti/assemblea-degli-azionisti), as well as (iii) the Notice to the Market pursuant art. 84-bis, paragraph 5a) of the Issuers' Regulation, published together with this Report, on the Company's website (<http://www.salini-impregilo.com/it/governance/assemblea-azionisti/assemblea-degli-azionisti>).

1.4. Other types of discretionary, occasional and non-recurrent remuneration

In addition to short and long-term variable remuneration components, the Board of Directors, in exceptional cases and with prior consultation with the CNC, may decide to make further monetary payments as occasional, discretionary and non-recurrent bonuses in favor of the Chief Executive Officer, General Managers and other Key Management Personnel.

This can be provided for in the event of extraordinary results and/or individual performance (that are not already included in the aforementioned variable components) such as to substantially impact on the Company's value and activity levels and/or relevant profitability, and, therefore, of an extent that justifies an additional payout.

In this case, appropriate disclosure relating to the amount, reasons and criteria for determining any such extraordinary bonuses should be provided in the first Remuneration Report following the payout.

In the last two financial years, the Board of Directors has not granted any discretionary compensation to the Chief Executive Officer, General Managers and/or other Key Management Personnel.

1.4.1. The policy on non-monetary benefits and insurance cover, or social security or pension payments other than statutory ones

With the aim of offering overall remuneration that is as competitive as possible and in line with national and international best practices, the total pay of Directors, General Managers and Key Management Personnel is supplemented by non-monetary benefits.

Directors receive insurance cover for work-related and non work-related accidents which result in death or permanent invalidity.

The Chief Executive Officer and other Key Management Personnel, in line with the provisions of the Collective Agreement for Managers of Companies Producing Goods and Services (the “**Managers’ CCNL**”) applied by the Company, are guaranteed insurance cover in the case of death or permanent invalidity that would reduce their working ability by more than 2/3 as a result of a work-related accident or illness.

In compliance with sector best practice, the Company also has a “D&O” (Directors & Officers) insurance policy to cover any liability with regard to third parties (and the Company) for the non-culpable behavior of the aforementioned individuals.

The Chief Executive Officer, General Managers and other Key Management Personnel may also be assigned company cars for both personal and business use, as well as housing, in accordance with company policies applicable from time to time.

1.4.2. The policy relating to payments in the case of termination of office or termination of employment

There are no individual agreements that envisage special *ex ante* indemnities or treatments (e.g. *golden parachutes*) for Directors, General Managers and other Key Management Personnel also in the event of termination prior the end of the term of office or employment termination on the part of the Company or the individual, since legal provisions and those of the Managers’ CCNL apply to this scenario. Any agreements for the mutual termination of the employment relationship do not entail “parachutes” and are entered into in compliance with current regulations and relevant reference benchmarks.

With respect to the effect of the termination of the employment relationship or the post of Director on the 2015-2017 Performance Shares Plan 2015-2017 before the end of the relevant Vesting Period, given that

the right to receive the bonus and the Shares is intrinsically and functionally linked to the continuation of the employment relationship of the Beneficiaries with the Company or its Subsidiaries, unless the Board of Directors resolves on this point in a more favorable way for the Beneficiaries, the following scenarios are possible:

- (i) in the event of termination of the Relationship before the end of the Vesting Period based on one of the following scenarios (“Good Leaver”):
 - justified dismissal due to objective reasons by the CCNL applicable to the Employment Relationship;
 - unjustified dismissal pursuant to the CCNL applicable to the Employment Relationship (i.e. without just cause and not justified by subjective or objective reasons);
 - dismissal for exceeding the protected period;
 - revocation or non-renewal of the office of Director without just cause;
 - early termination of the freelance work agreement by the Principal without just cause;
 - end of the natural term of the freelance work agreement;
 - resignation for just cause pursuant to art. 2119 of the Italian Civil Code;
 - voluntary resignation, only if the Beneficiary possesses the legal pensionable requirements and submits a request for access to pension benefits within the following 30 days;
 - death or permanent invalidity,

the Beneficiary (or his/her heirs) may be eligible to retain a pro-rata share of the accrued bonus and Accrued Shares.

In the event of termination of the Employment

Relationship before the end of the Vesting Period based on a scenario other than the ones described above, the Beneficiary shall lose the right to receive the bonus or the Shares on a permanent basis.

Further to the above, considering that the 2015-2017 Performance Shares Plan provides that, as remuneration for participating in it, the Beneficiaries must expressly commit not to tender their voluntary resignation from the Employment Relationship for a period of 24 months from the end of the Vesting Period, in the event of breach of the aforementioned commitment by the Beneficiary, he/she shall have to refund to the Company or the Subsidiary with which the Relationship was in place (as stated by the Company) a non-reducible penalty fee corresponding to:

- 50% of Net Revenues linked to the 2015-2017 Performance Shares Plan, in the event of termination notified before 12 months from the expiry date of the Vesting Period;
- 25% of Net Revenues linked to the 2015-2017 Performance Shares Plan, in the event of termination notified after 12 months and before 24 months from the expiry date of the Vesting Period.

1.5. The practical application of remuneration guidelines

1.5.1. Remuneration of the Chairman of the Board of Directors

1.5.1.1. Shareholders' Meeting remuneration for office

The Impregilo (now Salini Impregilo S.p.A.) Shareholders' Meeting held on April 30, 2015, approved a gross annual remuneration for the Chairman of the Board of Directors, in office until the approval of the financial statements as at December 31, 2017, of €400,000.00 (four hundred thousand).

1.5.1.2. Payment in the case of termination of office

There are no existing agreements which provide for compensation if the term of office ends prematurely.

1.5.1.3. Benefits

Insurance cover and welfare payments are provided for the Chairman at a cost of €11,695.25 to the company.

1.5.2. Remuneration of non-executive directors

1.5.2.1. Shareholders' Meeting remuneration for office

The Impregilo (now Salini Impregilo S.p.A.) Shareholders' Meeting held on April 30, 2015 resolved on the approval of a gross annual remuneration for each member of the Board of Directors in office until the approval of the financial statements as at December 31, 2017 of €60,000.00 (sixty thousand).

1.5.2.2. Remuneration for participation in Board Committees

The Board of Directors held on May 14, 2015, upon proposal of the CNC and with prior positive opinion of the Board of Statutory Auditors, resolved on setting overall compensation for members of Internal Committees as follows:

Executive committee

- Chairman: €40,000.00 (forty thousand) gross per annum;
- Other Members: €20,000.00 (twenty thousand) gross per annum;

Risk and Control Committee

- Chairman: €60,000.00 (sixty thousand) gross per annum;
- Other Members: €45,000.00 (forty-five thousand) gross per annum;

Compensation and Nominating Committee

- Chairman: €35,000.00 (thirty-five thousand) gross per annum;
- Other Members: €15,000.00 (fifteen thousand) gross per annum;

Committee for Related-Party Transactions

- Chairman: €15,000.00 (fifteen thousand) gross per annum;
- Other Members: €10,000.00 (ten thousand) gross per annum;

The aforementioned payments resulted in a reduction of the total remuneration paid for Governing Bodies compared to the previous term, also considering the elimination of the attendance fee.

1.5.2.3. Payment in the case of termination of office

There are no specific termination benefits for non-executive directors or agreements which make provision for compensation if the term of office ends prematurely.

1.5.2.4. Benefits

Insurance cover and welfare payments are provided for non-executive Directors at a cost of €11,695.25 each to the company.

1.5.3. Remuneration of the CEO

The Board of Directors' meeting on April 30, 2015 appointed Pietro Salini as CEO of the Company, thereby conferring upon him the powers of legal representation of the Company, and the signatory powers with regard to third parties and for legal matters, as well as vesting him with the powers for the management of corporate operations, with the right to delegate the responsibility for the organization and conduct of certain business units.

The CEO is currently the sole Executive Director of the Company.

The overall remuneration of the CEO, in the form of a gross annual salary (the "**GAS**") for his duties as director and fees pursuant to Article 2389, paragraph 3, of the Italian Civil Code for his activities as CEO (overall the "**Remuneration Payments**") is described in paragraphs 1.5.3.1. and 1.5.3.2.

1.5.3.1. Fixed components of Remuneration Payments

The amount of the GAS due to the CEO with respect to the management employment contract with the Company and in light of the duties that are the subject of such contract, was determined as €650,000.00 (six hundred and fifty thousand).

The amount of fixed compensation due to the Chief

Executive Officer for the performance of his CEO duties is €1,350,000.00 (one million and three hundred fifty thousand).

Added to this amount are the payments pursuant to Article 2389, paragraph 3 of the Italian Civil Code, in relation to his participation in Internal Committee activities as member or Chairman, as well as for his office of Board Director.

1.5.3.2. Variable components of Remuneration Payments

The CEO, precisely in this capacity and as payment for exercising his powers, is also entitled to receive a variable remuneration, always pursuant to Article 2389 of the Italian Civil Code, in terms of STI and LTI payments.

The 2016 STI of the Chief Executive Officer is paid out based on the achievement of Group objectives, since performance and business unit objectives envisaged for General Managers and other Key Management Personnel do not apply to the CEO.

The amount of the 2016 STI for the CEO was confirmed - taking as basis for the calculation the fixed part of his remuneration, resulting from the sum of the GAS and the fixed fee for the mandate - as €2,000,000.00 (two million) upon achieving 100% of the targets.

The payment and amount of the STI for 2016 are subject to and measured against reaching of the fixed targets in terms of:

- EBITDA, with a weighting of 50% on the overall amount of the 2016 STI;
- Book-to-Bill ratio (with a weighting of 25% on the overall amount of the 2016 STI);
- Net Financial Position, as recorded at year end (with a weighting of 25% on the overall amount of the 2016 STI).

The right to receive the 2016 STI accrues on the basis of the results achieved in the previous year and assessed according to a performance scale with the range varying

from a minimum of 80% (**minimum performance**) to a maximum of 120% (**maximum performance**), with the corresponding payout of a variable remuneration from 50% to 140% respectively of GAS, calculated by linear interpolation at pre-set intervals. In the event of performance below the 80% threshold for the relevant objective, no amount linked to that objective shall be paid.

The quantitative determination of Group Objectives for the purposes of the 2016 CEO STI is defined by the Board of Directors, after consultation with the Remuneration and Nominating Committee.

With respect to the long-term incentive plan, the Board of Directors identified the Chief Executive Officer as Beneficiary of the 2015-2017 Performance Shares Plan resolved on by the Meeting of April 30, 2015, with effect from January 1, 2015 and of an award consisting of cash and performance shares calculated on a pro rata basis for 2016 and 2017 only, due to the fact the 2013-2015 LTI plan, expiring upon approval of the Financial Statements as at December 31, 2015, still applied to 2015.

For further details about the 2013-2015 LTI Plan for the Chief Executive Officer, see Section II, paragraph 2.1.2.

The Chief Executive Officer may also be receive discretionary, occasional and one-off compensation payments, as set out in Paragraph 1.4.

In the last two financial years, the Board of Directors has not granted any discretionary compensation to the Chief Executive Officer.

1.5.3.3. Remuneration for participation in Board Committees

As member and Chairman of the Executive Committee, the Chief Executive Officer receives a fixed compensation of €40,000.00 (forty thousand) gross per year.

1.5.3.4. Payment in the case of termination of office and employment

There are no specific payments for the termination of office of the CEO, nor are there agreements which involve compensation if the term of office ends prematurely or

termination of the office and/or mandate or in the case of lack of renewal.

Moreover, given that the CEO has, as noted, an employment contract with the Company, he is the recipient - as far as this separate albeit complementary, contract is concerned - of the ordinary safeguards provided for in the collective agreement for managers in the case of dismissal.

1.5.3.5. Benefits

Insurance cover and welfare payments are provided for the CEO at a cost of €48,640.68 to the company.

1.5.4. Remuneration of General Managers and Key Management Personnel

From time to time, the Company identifies Key Management Personnel, based on the duties effectively carried out, in line with the definition referred to in Consob Regulation no. 17221/2010.

The current General Managers and Key Management Personnel (the latter confirmed during the Board of Directors' meeting of December 17, 2015), are shown in the following table:

General Managers and Key Management Personnel

Group Finance & Corporate General Manager

Massimo Ferrari

International Operations General Manager

Claudio Lautizi

Domestic Operations General Manager

Michele Longo

Administration, Finance & Planning Director

Alessandro De Rosa

HR & Organization Director

Gian Luca Grondona

The total remuneration paid to each of the General Managers and Key Management Personnel consists of a fixed component and a variable component.

1.5.4.1. Fixed remuneration component

As far as the variable component is concerned, with

reference to 2016, General Managers and Key Management Personnel are also eligible to receive a short-term variable compensation (l'“ **2016 STI KMP** ”) when 100% of the targets are reached (“**2016 KMP STI Target**”), over and above their relevant fixed remuneration components.

The payment and the amount of the relevant 2016 KMP STI are subject to and determined based on the targets being met for the:

- Group (in terms of **EBITDA, Book-to-Bill and Net Financial Position**), with a weighting of 30% for Claudio Lautizi and Michele Longo and of 40% for Massimo Ferrari, Alessandro De Rosa and Gian Luca Grondona, for the total amount of the relevant 2016 KMP STI;
- relevant specific Business Unit, defined in line with the Company's Business Plan (with a weighting of 40% for Claudio Lautizi and Michele Longo and of 30% for Massimo Ferrari, Alessandro De Rosa and Gian Luca Grondona, for the total amount of the relevant 2016 KMP STI);
- individual performance (with a weighting of 30% of the overall amount of the respective KMP STI) and mainly concentrated on the managerial performance required for the implementation of the change management process currently underway.

The right to receive the 2016 KMP STI accrues on the basis of the results achieved in the previous year and assessed according to a performance scale with the range varying from a minimum of 80% (**minimum performance**) to a maximum of 120% (**maximum performance**), with the corresponding payout of a variable remuneration from 50% to 140% respectively of GAS, calculated by linear interpolation at pre-set intervals. In the event of performance below the 80% threshold for the relevant objective, no amount linked to that objective shall be paid.

The quantitative determination of Group Objectives for the purposes of the 2016 KMP STI is defined by the

Board of Directors, after consultation with the Remuneration and Nominating Committee.

Business unit and individual performance objectives are set by the Chief Executive Officer after assessment by the Remuneration and Nominating Committee.

With respect to the long-term variable component, General Managers and Key Management Personnel were identified by the Board of Directors as Beneficiaries of the 2015-2017 Performance Shares Plan, as described in paragraph 1.3.2.2.1.

General Managers and Key Management Personnel may also be paid discretionary, occasional and one-off compensation, in line with the provisions of paragraph 1.4. In the last two financial years, the Board of Directors has not granted any discretionary compensation to the General Managers and/or other Key Management Personnel.

1.5.4.3. Payment in the case of termination of employment

In the event of employment termination, General Managers and Key Management Personnel who are employees of the Company shall receive the payment respectively established by the law and/or the reference national collective agreement, if applicable, and, if it is advisable for the Company, supplemented by any individual agreements to be negotiated at the time of the termination, and/or by any specific compensation for cases in which the need to sign non-competition agreements has been determined.

The provisions under paragraph 1.5.3.4. with respect to the effects of termination of the employment relationships on the 2015-2017 Performance Shares Plan remain applicable.

1.5.4.4. Benefits

Insurance cover or welfare payments are provided for Key Management Personnel with better conditions than those established in the national collective agreement, as well as the allocation of a company car for personal use and, possibly, housing.

2. Section II: Details of the items that make up the remuneration and the compensation paid in 2015

2.1 Details of the items that which make up the remuneration (by retribution item)

2.1.1. (Fixed and variable) remuneration components for members of the Board of Directors in office

With reference to 2015, the Board of Directors and the internal Committees consisted of the following Directors: Claudio Costamagna (Chairman, up to the date of termination tendered on July 14, 2015), Pietro Salini (as CEO), Marco Bolgiani (since April 30, 2015, when the new Board of Directors for the 2015-2017 ³three-year period was appointed) Marina Brogi, Giuseppina Capaldo, Mario Cattaneo, Roberto Cera, Laura Cioli, Alberto Giovannini, Nicola Greco, Pietro Guindani, Geert Linnebank, Giacomo Marazzi, Franco Passacantando, Laudomia Pucci.

The compensation paid on a pro- basis to each of the directors during 2015 is as follows:⁴

- Director Claudio Costamagna: €148,387 as gross compensation for the office of Chairman of the Board of Directors, €66,667 for remuneration for the mandate, €14,086 as member of the Executive Committee, as well as €6,000 for participation in meetings of the Executive Committee, for a total of €235,140;
- Director Pietro Salini: €56,667 as gross compensation for the office of Director, €43,333 as Member, with duties as a Chairman, of the Executive Committee, as well as €9,000 for participation in the meetings of the Executive Committee, for a total of €109,000.
- Director Marco Bolgiani: €40,000.00 as gross compensation for the office of Director, €30,000.00 as Member of the Control and Risks Committee, as well as €8,978.00 for participation in meetings of the Committee for Related-Party Transactions, for a total of €78,978.00;

³ Laura Cioli tendered her resignation from the Company on February 24, 2016.

⁴ The fees mentioned in this paragraph with respect to the Directors' attendance at the meeting of various committees of the Board of Directors refer to the period before the Board Meeting of May 24, 2015, which resolved on eliminating the aforementioned fees for the members of such committees.

- Director Marina Brogi: €56,667 as gross remuneration for the office of Director, €28,333 as Member of the CNC, €3,000 for participation in CNC meetings, €13,333 as Member of the Committee for Related-Party Transactions, as well as €1,500 for the participation in meetings of the Committee for Related-Party Transactions, for a total of €102,833 Committee, as well as €13,333 as member of the Executive Committee, for a total of €84,833
 - Director Pietro Guindani: €56,667 as gross compensation for the office of Director, €43,333 as member of the Control and Risks Committee, €6,500 for participation in meetings of the Control and Risks Committee, for a total of €106,500;
 - Director Geert Linnebank: €56,667 as gross compensation for the office of Director, €13,333 as member of the CNC, €1,500 for participation in CNC meetings, €13,333 as member of the Committee for Related-Party Transactions, as well as €1,000 for the participation in meetings of the Committee for Related-Party Transactions, for a total of €85,833;
 - Director Giacomo Marazzi: €56,667 as gross compensation for the office of Director, €23,333 as Member of the Executive Committee as well as €7,500 for participation in the meetings of the Executive Committee, for a total of €87,500;
 - Director Franco Passacantando: €56,667 as gross compensation for the office of Director, €43,333 as Member of the Control and Risks Committee, as well as €8,000 for participation in meetings of the Control and Risks Committee, for a total of €108,000;
 - Director Laudomia Pucci: €56,667 as gross compensation for the office of Director, €13,333 as Member of the CNC, as well as €2,500 for participation in CNC meetings, for a total of €72,500.
- thus **amounting to a total of €1,682,343**.
- 2.1.1.1. Payment in the case of termination of office**
 No specific provision is made for payments in the case of termination of office for Non-executive Directors in office or agreements which entail compensation in case of the early termination of the term of office.
- 2.1.1.2. Benefits**
 Forms of insurance cover and welfare payments have been issued to non-executive directors.

2.1.2. (Fixed and variable) components of the remuneration of the CEO

In 2015, in addition to the compensation paid in relation to the offices of Board Director and member of the Executive Committee (described in detail in §2.1.1), the CEO Mr Pietro Salini received a fixed fee for the mandate, pursuant to article 2389, paragraph 3 of the Italian Civil Code, of 1,350,000 (one million three hundred and fifty thousand), in addition to €650,000 (six hundred and fifty thousand) as GAS.

The **variable component of the 2015 STI** had been quantified - taking as a basis for calculation the fixed part of the CEO' remuneration, given by the sum of the GAS and the fixed fee for the mandate - as €2,000,000.00 (two million) upon achieving 100% of the targets.

2015 STI Objectives, therefore, had been set in compliance with the guidance communicated to the market in terms of:

- EBITDA, with a 50% impact on determining the Target Bonus;
- Book-to-bill, with a 25% impact on determining the Target Bonus;
- NFP, with a 25% impact on determining the Target Bonus;
- quantified by the Board of Directors in a timely manner, based on budget data for the 2015 financial year.

The Board of Directors meeting of March 16, 2016, based on the results for the 2015 financial year, therefore ascertained the level of achievement of STI 2015 targets by the CEO as 99.5% and, upon proposal of the CNC and the positive opinion of the Board of Statutory Auditors, approved the payout of a 2015 STI Bonus for the aforementioned CEO of €1,950,991 (one million, nine-hundred and fifty-thousand, nine-hundred and ninety-one), calculated by linear interpolation at pre-set intervals.

As to the **2013-2015 LTI variable component**, the CEO's 2013-2015 LIT Plan was approved by the Board of Directors meeting of March 27, 2013, after hearing the

Remuneration and Nominating Committee and with the positive opinion of the Board of Statutory Auditors.

This Plan entailed the payout, at the end of the three-year reference period and upon 100% achievement of objectives, of a compensation of €4,800,000.00 (four million, eight-hundred thousand), as the total of GAS and the fixed fee pursuant to art. 2389, paragraph 3, of the Italian Civil Code, payable to the CEO for the 2013 (equal to €800,000 in total), 2014 and 2015 financial years (equal to €2,000,000 in total for each year).

The payment and amount of the 2013-2015 LTI are subject to and proportional to the achievement of the fixed targets in terms of:

- 2013-2015 cumulative revenue (with a weighting of 50% on the overall amount of the LTI);
 - 2013-2015 average ROE (with a weighting of 50% on the overall amount of the LTI);
- in compliance with the Business Plan, as duly quantified by the Board of Directors after hearing the Remuneration and Nominating Committee.

On March 16, 2016, based on the 2015 financial year results, the Board of Directors ascertained the level of achievement of the objectives set for the aforementioned 2013-2015 LTI Plan for the CEO as 99.9%, and, upon proposal of the CNC and the positive opinion of the Board of Statutory Auditors, resolved on paying the CEO a 2013-2015 LTI overall Bonus for the entire three-year period of €4,769,580 gross (four million, seven hundred and sixty-seven thousand, five hundred and eighty), calculated by linear interpolation at pre-set intervals.

The aforementioned 2015 STI and 2013-2015 LTI entailed the right to receive the relevant bonuses on the basis of the results achieved in the previous year and assessed according to a performance scale with the range varying from a minimum of 80% (**Minimum Performance**) to a maximum of 120% (**Maximum Performance**) with the corresponding payout of a variable remuneration from 50% to 140% respectively of GAS, calculated by linear interpolation at pre-set intervals.

The CEO did not participate in the discussion on the aforementioned items pertaining to his payout of the 2015 STI and the 2013-2015 LTI, held during the Board of Directors' Meeting of March 16, 2016.

In addition, although the Chief Executive Officer was identified as Beneficiary of the 2015-2017 Performance Shares Plan with effect from January 1, 2015, with the payment of Accrued Bonus and Accrued Shares on a pro-rata basis for 2016 and 2017 only, given that the aforementioned 2013-2015 LTI Plan still applies to the 2015 financial year.

2.1.3. (Fixed and variable) components of the remuneration for General Managers and Key Management Personnel

The fixed components of the remuneration paid, in relation to 2015, to each General Manager and member of Key Management Personnel were as follows:

- Mr. Massimo Ferrari: €500,000 (five hundred thousand) as gross annual fixed remuneration, €50,000 as fixed compensation for the functions of Manager in Charge of Financial Reporting, for a total of €550,00.
- Mr. Claudio Lautizi: €601,807 as gross annual fixed remuneration.
- Mr. Michele Longo: €400,000 as gross annual fixed remuneration.
- Other Key Management Personnel: €715,568 in total, as gross annual fixed remuneration.

With respect to the 2015 KMP STI variable component of remuneration, such component, equal to the sum of the relevant fixed components of remuneration, was proportionate to the achievement of the following targets, each with a different weighting based on the relevant department to which the employee is assigned:

- Group (in terms of EBITDA, Book-to-bill ratio and Net Financial Position) in compliance with the guidance communicated to the market;

- the specific business unit to which the employee belongs and mainly focused on the integration process currently under way;
- individual performance, mainly focused on management actions required to implement the change management process currently under way.

The Board of Directors meeting of March 16, 2016, considering the results for the 2015 financial year and upon proposal of the CEO (who gave his assessment about the performance of General Managers and other Key Management Personnel to the Remuneration and Nominating Committee of March 10, 2016) as well as with positive opinion of the Remuneration and Nominating Committee, ascertained the achievement of the 2015 KMP STI and resolved on paying the following compensation in favor of the aforementioned General Managers and Key Management Personnel:

- Mr. Massimo Ferrari: €738,119 gross;
- Mr. Claudio Lautizi: €715,589 gross;
- Mr. Michele Longo: €445,059 gross;
- Other Key Management Personnel: €819,138 gross.

The aforementioned General Managers and Key Management Personnel were also identified by the Board of Directors as Beneficiaries of the 2015-2017 Performance Shares Plan, with allocation of a Target Bonus and Target Shares in line with those outlined in Tables under Annex 3.A: '*Incentive Plans based on financial instruments other than stock options in favor of members of the Board of Directors, General Managers and other Key Management Personnel*' and 3.B: '*Monetary Incentive Plans for the members of the Board of Directors, the General Managers and Key Management Personnel*'.

2.1.4. Components of the remuneration of the Board of Statutory Auditors

The Salini Impregilo Shareholders' Meeting held on April 30, 2014 approved a payment of €60,000.00 (sixty

thousand) gross for the Chairman of the Board of Statutory Auditors (position currently held by Alessandro Trotter) and €40,000.00 (forty thousand) gross for standing auditors (currently Teresa Cristiana Naddeo and Gabriele Villa).

In addition to the above-mentioned payments, the Salini Impregilo Shareholders' Meeting on April 30, 2014 approved the payment of an attendance fee for participation in every meeting of the Board of Directors and the internal committees, for the Chairman of the Board of Statutory Auditors as well as for each standing auditor, of €1,000.00 (one thousand) in the case of personal participation and €500.00 (five hundred) in the case of participation through audio or video conferencing.

2015-related compensation paid to each member of the Board of Statutory Auditors in 2015 is as follows:

- Alessandro Trotter: €60,000 as gross compensation for the office of Member of the Board of Statutory Auditors as well as for the office of Chairman of said Board, €15,000 for participation in the meetings of the Board of Directors, €8,000 for participation in meetings of the Executive Committee, €17,500 for participation in the meetings of the Control and Risks Committee, as well as €6,000 for participation in the

meetings of the Committee for Related-Party Transactions and €2,000 for participation in the meetings of the CNC, for a total of €108,500;

- Teresa Cristiana Naddeo: €40,000 as gross compensation for the office of Standing Auditor, €13,500 for participation in the meetings of the Board of Directors, as well as €9,000 for participation in meetings of the Executive Committee, €13,000 for participation in the meetings of the Control and Risks Committee, as well as €2,000 for participation in the meetings of the Committee on Related-Party Transactions, for a total of €77,500;
- Gabriele Villa: €40,000 as gross compensation for the office of Standing Auditor, €13,500.00 for participation in the meetings of the Board of Directors, as well as €5,500.00 for participation in meetings of the Executive Committee, €14,000 for participation in the meetings of the Control and Risks Committee, €1,500 for participation in the meetings of the Committee for Related-Party Transactions and €500 for participation in the meetings of the CNC, for a total of €75,000;

thus amounting to a **total for 2015 of €261,000**.

2.2. Fees paid in 2015

Table 1: Fees paid to members of the Board of Directors and the Board of Statutory Auditors, to General Managers and other Key Management Personnel
(figures in euros)

Surname and name	Office	Term in office	Expiry	Fixed compensation	Committee attendance fees	Non-equity variable compensation		Non-monetary benefits	Other compensation	Total	Fair Value of equity compensation	End of term of office or severance indemnity	
						Bonus and other incentives	Profit share						
Giovannini Alberto	Chairman Director	14/7/2015 - 31/12/2015 1/1/2015 - 14/7/2015	(*)	Compensation received for the performance of specific offices Relevant compensation deliberated by the Shareholders' Meeting	184,946 28,925	Related Parties Committee fee Related Parties Committee attendance fee Executive Committee compensation Executive Committee attendance fees	13,064 2,000 23,333 6,500		4,678		263,446		
Costamagna Claudio	Chairman	1/1/2015 - 14/07/2015		Compensation received for the performance of specific offices Proxy compensation	148,387 66,667	Executive Committee compensation Executive Committee attendance fees	14,086 6,000		2,508		237,648		
Salini Pietro	Chief Executive Officer	1/1/2015 - 31/12/2015	(*)	Relevant compensation deliberated by the Shareholders' Meeting Compensation received for the performance of specific offices Fixed remuneration for employment	56,667 1,350,000 673,214	Executive Committee compensation Executive Committee attendance fees	43,333 9,000	6,720,571	14,364	18,000	8,885,149	35,584	
Brogi Marina	Director	1/1/2015 - 31/12/2015	(*)	Relevant compensation deliberated by the Shareholders' Meeting	56,667	Remuneration Committee compensation Remuneration Committee attendance fees Related Parties Committee fee Related Parties Committee attendance fees	28,333 3,000 13,333 1,500		4,678		107,511		
Capaldo Giuseppina	Director	1/1/2015 - 31/12/2015	(*)	Relevant compensation deliberated by the Shareholders' Meeting	56,667	Control Committee compensation Control Committee fees Related Parties Committee fee Related Parties Committee attendance fees	43,333 5,500 11,290 1,000		4,678		122,468		
Cattaneo Mario Giuseppe	Director	1/1/2015 - 31/12/2015	(*)	Relevant compensation deliberated by the Shareholders' Meeting	56,667	Control Committee compensation Control Committee attendance fees	56,667 8,000		4,678		126,011		
Cera Roberto	Director	1/1/2015 - 31/12/2015	(*)	Relevant compensation deliberated by the Shareholders' Meeting	56,667				4,678		61,345		
Cioli Laura	Director	1/1/2015 - 31/12/2015	(*)	Relevant compensation deliberated by the Shareholders' Meeting	56,667				4,678		61,345		
Greco Nicola	Director	1/1/2015 - 31/12/2015	(*)	Relevant compensation deliberated by the Shareholders' Meeting	56,667	Remuneration Committee compensation Remuneration Committee attendance fees Executive Committee compensation	13,333 1,500 13,333		4,678		89,511		
Guindani Pietro Angelo Maria Antonio	Director	1/1/2015 - 31/12/2015	(*)	Relevant compensation deliberated by the Shareholders' Meeting	56,667	Control Committee compensation Control Committee attendance fees	43,333 6,500		4,678		111,178		
Linnebank Gerardus Wilhelmus Joseph Maria	Director	1/1/2015 - 31/12/2015	(*)	Relevant compensation deliberated by the Shareholders' Meeting	56,667	Remuneration Committee compensation Remuneration Committee attendance fees Related Parties Committee fee Related Parties Committee attendance fees	13,333 1,500 13,333 1,000		4,678		90,511		
Marazzi Giacomo	Director	1/1/2015 - 31/12/2015	(*)	Relevant compensation deliberated by the Shareholders' Meeting	56,667	Executive Committee compensation Executive Committee attendance fees	23,333 7,500		4,678		92,178		
Passacantando Franco	Director	1/1/2015 - 31/12/2015	(*)	Relevant compensation deliberated by the Shareholders' Meeting	56,667	Control Committee compensation Control Committee attendance fees	43,333 8,000		4,678		112,678		
Pucci di Barsento Laudomia	Director	1/1/2015 - 31/12/2015	(*)	Relevant compensation deliberated by the Shareholders' Meeting	56,667	Remuneration Committee compensation Remuneration Committee attendance fees	13,333 2,500		4,678		77,178		
Bolgiani Marco	Director	30/4/2015 - 31/12/2015	(*)	Relevant compensation deliberated by the Shareholders' Meeting	40,000	Control Committee compensation Related Parties Committee fee	30,000 8,978		3,119		82,097		
Trotter Alessandro	Chairman of the Board of Statutory Auditors	1/1/2015 - 31/12/2015	(**)	Relevant compensation deliberated by the Shareholders' Meeting Attendance fees	60,000 15,000	Executive Committee attendance fees Control Committee fees Remuneration Committee attendance fees Related Parties Committee attendance fees	8,000 17,500 6,000 2,000				108,500		
Naddeo Teresa	Standing Auditor	1/1/2015 - 31/12/2015	(**)	Relevant compensation deliberated by the Shareholders' Meeting Attendance fees	40,000 13,500	Executive Committee attendance fees Control Committee attendance fees Related Parties Committee attendance fees	9,000 13,000 2,000				77,500		
Villa Gabriele	Standing Auditor	1/1/2015 - 31/12/2015	(**)	Relevant compensation deliberated by the Shareholders' Meeting Attendance fees	40,000 13,500	Executive Committee attendance fees Control Committee attendance fees Remuneration Committee attendance fees Related Parties Committee attendance fees	5,500 14,000 500 1,500				75,000		
Longo Michele ⁽¹⁾	Domestic Operations General Manager	1/1/2015 - 31/12/2015		Fixed remuneration for employment	400,000		445,059		7,532	8,000	860,591	6,917	
Lautizi Claudio	International Operations General Manager	1/1/2015 - 31/12/2015		Fixed remuneration for employment	601,807		715,589			15,000	1,332,396	10,406	
Ferrari Massimo ⁽²⁾	Group Finance and Corporate General Manager, as well as Manager in Charge of financial reporting	1/1/2015 - 31/12/2015		Fixed remuneration for employment Compensation paid as Manager in Charge of financial reporting	519,643 50,000		738,119			5,991	1,313,753	10,375	
Other Key Management Personnel ⁽³⁾	no. 2	1/1/2015 - 31/12/2015		Fixed remuneration for employment Housing/petrol allowance	715,568 49,951		819,138		22,591		1,607,248	12,104	
Total					5,691,110		612,414	9,438,476		112,241	41,000	15,895,242	75,386

Notes: (*) Shareholders' Meeting for the approval of the Financial Statements at December 31, 2017.

(**) Shareholders' Meeting for the approval of the Financial Statements at December 31, 2016.

(1) The amount of 400 thousand euros for gross annual Remuneration shall be supplemented by national and international travel allowances, in line with the provisions of the relevant National Collective Labor Agreement (CCNL Dirigenti) and company procedures, for a total amount of 7 thousand euros.

(2) The amount of 519 thousand euros for gross annual Remuneration shall be supplemented by national and international travel allowances, in line with the provisions of the relevant National Collective Labor Agreement (CCNL Dirigenti) and company procedures, for a total amount of 13 thousand euros.

(3) The amount of 715 thousand euros for gross annual Remuneration shall be supplemented by national and international travel allowances, in line with the provisions of the relevant National Collective Labor Agreement (CCNL Dirigenti) and company procedures, for a total amount of 14 thousand euros.

Table 3.A: Incentive Plans based on financial instruments other than stock options in favor of members of the 'Board of Directors, General Managers and other Key Management Personnel

Surname and name	Office	Plan	Financial instruments assigned during previous years and not vested during the financial year			Financial instruments assigned during the financial year			Financial instruments vested during the financial year and not allocated		Financial instruments vested during the financial year and allocatable		Financial instruments for the financial year
			Number and type of financial instruments	Vesting period	Number and type of financial instruments (Performance Shares) (1)	Fair Value at assignment date (Euro) (2)	Vesting period	Assignment date	Market price at assignment date (Euro)	Number and type of financial instruments	Value at accrual date (Euro)	Fair Value (Euro) (3)	
Salini Pietro	Chief Executive Officer	Salini Impregilo 2015 Performance Shares Plan	797,403	3,077,975			April 30, 2015: approval date of the 2017 Financial Statements	17/12/2015	3,860			35,584	
Longo Michele	Domestic Operations General Manager	Salini Impregilo 2015 Performance Shares Plan	239,221	925,306			April 30, 2015: approval date of the 2017 Financial Statements	22/12/2015	3,868			6,917	
Lautizi Claudio	International Operations General Manager	Salini Impregilo 2015 Performance Shares Plan	359,912	1,392,140			April 30, 2015: approval date of the 2017 Financial Statements	22/12/2015	3,868			10,406	
Ferrari Massimo	Group Finance and Corporate General Manager and Manager in Charge of financial reporting	Salini Impregilo 2015 Performance Shares Plan	358,831	1,387,958			April 30, 2015: approval date of the 2017 Financial Statements	22/12/2015	3,868			10,375	
Other Key Management Personnel	no. 2	Salini Impregilo 2015 Performance Shares Plan	418,636	1,619,286			April 30, 2015: approval date of the 2017 Financial Statements	22/12/2015	3,868			12,104	
Total				8,402,664								75,386	

Notes: (1) The maximum number of Shares that can be assigned is reported; the actual number of Shares shall be determined at the end of the Plan, based on actual results.

(2) Maximum attributable values are reported; the actual value shall be determined at the end of the Plan, based on actual results.

(3) The share of financial instruments-based compensation for the financial year is shown. It is calculated by sharing the (target) fair value of the aforementioned instruments at the assignment date, using actuarial methods, for the period.

Table 3.B: Monetary incentive plans for the members of the Board of Directors, General Managers and other Key Management Personnel

Surname and name	Office	Plan	Bonus for the Year			Bonus for Previous Years			Other Bonuses (Euro)
			Payable/ Paid (Euro)	Deferred (Euro) (1)	Deferral period	No longer payable	Paid/ Payable	Still deferred	
Salini Pietro	Chief Executive Officer	• 2015 Short Term Incentive Plan	1,950,991						
		• 2013-2015 LTI Plan	4,769,580						
		• <i>Piano di Performance Shares Salini Impregilo 2015</i>		2,000,000 - 2,800,000	3 years				
Longo Michele	Domestic Operations General Manager	• 2015 Short Term Incentive Plan	445,059						
		• <i>Salini Impregilo 2015 Performance Shares Plan</i>		600,000 - 840,000	3 years				
Lautizi Claudio	International Operations General Manager	• 2015 Short Term Incentive Plan	715,589						
		• <i>Salini Impregilo 2015 Performance Shares Plan</i>		902,711 - 1,263,795	3 years				
Ferrari Massimo	Group Finance and Corporate General Manager and Manager in Charge of financial reporting	• 2015 Short Term Incentive Plan	738,119						
		• <i>Salini Impregilo 2015 Performance Shares Plan</i>		900,000 - 1,260,000	3 years				
Other Key Management Personnel	no. 2	• 2015 Short Term Incentive Plan	819,138						
		• <i>Salini Impregilo 2015 Performance Shares Plan</i>		1,050,000 - 1,470,000	3 years				
Total			9,438,476		5,452,711 - 7,633,795				

Note: (1) Target values and maximum attributable values are reported; the actual value shall be determined at the end of the Plan, based on actual results.

2.3. Equity investments of members of the Board of Directors and the Board of Statutory Auditors, General Managers and other Key Management Personnel

Table 4.1: Equity investments of members of the Board of Directors, Control Bodies, and General Managers

Surname and name	Office	Investee Company	Number of shares owned at the end of 2014	Number of shares purchased in 2015	Number of shares sold in 2015	Number of shares owned at the end of 2015
Alberto Giovannini	Chairman	Salini Impregilo S.p.A.	0	10,000	0	10,000
Pietro Salini	Chief Executive Officer	Salini Impregilo S.p.A.	1,450,000	0	0	1,450,000
Marco Bolgiani	Director (from April 30, 2015)	Salini Impregilo S.p.A.	0	0	0	0
Marina Brogi	Director	Salini Impregilo S.p.A.	0	0	0	0
Giuseppina Capaldo	Director	Salini Impregilo S.p.A.	0	0	0	0
Mario Giuseppe Cattaneo	Director	Salini Impregilo S.p.A.	0	0	0	0
Roberto Cera	Director	Salini Impregilo S.p.A.	25,000	0	25,000	0
Laura Cioli	Director	Salini Impregilo S.p.A.	0	0	0	0
Nicola Greco	Director	Salini Impregilo S.p.A.	0	0	0	0
Pietro Guindani	Director	Salini Impregilo S.p.A.	0	0	0	0
Geert Linnebank	Director	Salini Impregilo S.p.A.	0	0	0	0
Giacomo Marazzi	Director	Salini Impregilo S.p.A.	0	0	0	0
Franco Passacantando	Director	Salini Impregilo S.p.A.	0	0	0	0
Laudomia Pucci	Director	Salini Impregilo S.p.A.	0	0	0	0
Alessandro Trotter	Chairman of the Board of Statutory Auditors	Salini Impregilo S.p.A.	0	0	0	0
Teresa Cristiana Naddeo	Standing Auditor	Salini Impregilo S.p.A.	0	0	0	0
Gabriele Villa	Standing Auditor	Salini Impregilo S.p.A.	0	0	0	0
Marco Tabellini	Alternate Auditor	Salini Impregilo S.p.A.	0	0	0	0
Roberta Battistin	Alternate Auditor	Salini Impregilo S.p.A.	0	0	0	0
Massimo Ferrari	GM Group Finance and Corporate	Salini Impregilo S.p.A.	357,980 *	0	0	357,980 *
Claudio Lautizi	GM International Operations	Salini Impregilo S.p.A.	506,971 *	0	0	506,971 *
Michele Longo	GM Domestic Operations	Salini Impregilo S.p.A.	5,000	0	0	5,000
Claudio Costamagna	Chairman (up to July 14, 2015)	Salini Impregilo S.p.A.	0	0	0	0

Table 4.2: Equity investments held by other Key Management Personnel

Number of Key Management Personnel	Investee Company	Number of shares owned at the end of 2014	Number of shares purchased in 2015	Number of shares sold in 2015	Number of shares owned at the end of 2015
2	Salini Impregilo S.p.A.	216,788 *	0	-	216,788 *

Note: (*) Overall amount of Salini Impregilo shares granted on a free basis by Salini Costruttori S.p.A., as per January 12, 2015 Press Release.