

SALINI IMPREGILO S.p.A.

a Company subject to the direction and coordination of Salini Costruttori S.p.A.

Registered office Milan – Via dei Missaglia n. 97

Share capital €544,740,000,000 fully paid-in

Tax code and Milan Companies' Register number

00830660155

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## **EXTRACT OF CALL NOTICE**

**pursuant to Article 16 of the Bylaws and**

**Article 125-bis of the Consolidated Finance Act**

The entitled persons are called to attend the Ordinary and Extraordinary Shareholders' Meeting on April 30, 2015, at 10 am, in single call, at the Centro Congressi Fondazione Cariplo in Milan, 8 Via Romagnosi, to resolve on the following

### Agenda

#### **Ordinary session:**

1. Financial statements as at December 31, 2014:
  - 1.1. Approval of the Financial Statements as at December 31, 2014. Directors' report, reports of the Board of Statutory Auditors and the Independent auditors.
  - 1.2. Allocation of profit for the year.
2. Appointment of the Board of Directors for the years 2015 - 2016 -2017:
  - 2.1. Determination of the term of office of the Directors.
  - 2.2. Appointment of Directors.
  - 2.3. Determination of the remuneration of the Directors.
3. Awarding of independent auditors assignment for the years 2015 - 2023.
  - 3.1 Appointment of the independent auditors
  - 3.2 Determination of the remuneration of the independent auditor.
4. Adoption of the "2015-2017 Performance Shares Plan" incentive plan pursuant to Article 114-bis of Italian Legislative Decree 58/1998. Related and consequent resolutions.
5. Remuneration report, pursuant to Article 123-ter of Italian Legislative Decree 58/1998. Related and consequent resolutions.

#### **Extraordinary session:**

1. Amendment of Articles 7 (Share Capital – Bonds) , 10 (Right of withdrawal), 16 (Convocation of Shareholders' Meeting), 18 (Powers of the Chairman), 20 (Management and Representation), 24 (Management and Representation) and 29 (Board of Statutory Auditors) of the company Bylaws. Related and consequent resolutions.
2. Granting the Board of Directors the power to increase share capital, on one or more occasions, also in tranches, with the exclusion of option rights pursuant to Article 2443 and 2441.4, second sentence, of the Italian Civil Code, namely against payment and in cash, by issuing, also in tranches, a number of ordinary and/or savings shares that does not exceed 10% of the total number of Salini Impregilo shares outstanding on the date that the Delegated Power is exercised. Amendment of Article 7 of the Bylaws. Related and consequent resolutions.
3. Granting the Board of Directors, pursuant to Articles 2443 and 2420-ter of the Italian Civil Code, the power to increase share capital, on one or more occasions and, in any event, in tranches, against payment or for free, and to issue convertible bonds, also with the exclusion

of the option right pursuant to paragraphs 4.1, 5 and 8 of Article 2441 (i.e. to issue new ordinary and/or savings shares to be paid through contribution in kind) and/or paragraph 5 (i.e. when the interest of the company so requires) of the Italian Civil Code, subject to revocation of the power granted with the shareholders' resolution on September 13, 2013. Amendment of Article 7 of the Bylaws. Related and consequent resolutions.

4. Granting the Board of Directors, pursuant to Articles 2443 of the Italian Civil Code, the power to increase share capital, on one or more occasions and, in any event, in tranches, against payment, also with the exclusion of the option right pursuant to paragraphs Article 2441.5 (i.e. through the issue of new shares to be offered to individuals – including directors, collaborators and/ consultants – in respect of which there is no employee-employer relationship with the company and/or its subsidiaries and/or parent companies), paragraph 6 and/ 8 (i.e. through the issue of new shares to employees of the company and/or its subsidiaries and/or parent companies) of the Italian Civil Code and/or for free pursuant to Article 2349 of the Italian Civil Code (i.e. through the issue of new shares to offer free of charge to employees of the company and/or its subsidiaries drawing down from the profits or profit reserve), to service the remuneration plans based on financial instruments pursuant to Article 114-bis of Italian Legislative Decree no. 58 of February 24, 1998. Amendment of Article 7 of the Bylaws. Related and consequent resolutions.

The details regarding the right to attend and vote, the exercise of the right to submit questions and to the add to the agenda, to submit additional proposals on matters already on the agenda, the availability of the report on the items on the agenda and the documentation relating to the shareholders' meeting, as well as any information required by the applicable laws and regulations, are contained in the full text of the call notice, published in accordance with the time limits and procedures established by law on the Company's website [www.saliniimpregilo.com/Governance/Mandatory Notices](http://www.saliniimpregilo.com/Governance/Mandatory%20Notices), to which you are referred for consultation.

On behalf of the Board of Directors  
The Chairman  
Claudio Costamagna

Milan, March 20, 2015