

Rome, 31 March 2014

For the attention of
SALINI IMPREGILO S.p.A.
97 Via dei Missaglia
20142 MILAN

For the kind attention of the Chairman of the Board of Directors

SUBJECT: Presentation of the list of candidates of Salini Costruttori S.p.A. for the office of Auditor of Salini Impregilo S.p.A.

With reference to the Shareholders' Meeting of Salini Impregilo S.p.A. ("Salini Impregilo" or the "Company"), called for 30 April 2014, at 10.30 in a single call at the Centro Congressi Fondazione Cariplo in Milan, 8 Via Romagnosi, and called, among other things, to approve the appointment of the Board of Statutory Auditors for the financial years 2014, 2015 and 2016 of Salini Impregilo S.p.A., Salini Costruttori S.p.A., with its registered office at 3 Via del Lauro, Milan, as owner of 402,480,000 ordinary shares of Salini Impregilo S.p.A. corresponding to 89.95% of the ordinary share capital, hereby presents the following list of candidates for appointment to the office of member of the Board of Statutory Auditors of Salini Impregilo S.p.A.

Section I - Regular auditors

1. Alessandro Trotter, born in Vimercate (MI) on 9 June 1940
2. Teresa Cristiana Naddeo, born in Turin on 22 May 1958
3. Gabriele Villa, born in Milan on 18 June 1964

Section II – Alternate auditors

1. Roberta Battistin, born in Genoa on 29 March 1971
2. Marco Tabellini, born in Rome on 19 May 1967

The following are attached:

- 1 certificate issued by the authorised intermediary as evidence of the ownership of Salini Costruttori S.p.A. of 402,480,000 Salini Impregilo S.p.A. ordinary shares;

SALINI COSTRUTTORI S.P.A.

SHARE CAPITAL FULLY PAID-IN €62,400,000.00

3 VIA DEL LAURO – 20121 MILAN

Tel. + 39 027262601 - Fax + 39 02726260205

- the declarations whereby the candidates accept the nomination and, declare, under their own responsibility, that there are no causes of ineligibility or incompatibility as well as the existence of the legal requirements;
- the curricula vitae of the candidates.

Kind regards.

Curriculum vitae Alessandro Trotter

- Born in Vimercate (MB), on 09.06.1940 - professional services firm in Milan, Piazzale Cadorna n. 6 (no 02.72010553 - fax n. 02.72010546 - 02.72021770 - e-mail atrotter@trotter.it)
- Graduated in Economics and Business Administration from Università Cattolica in Milan in the 1965-1966 academic year, licensed to practice as a certified public accountant since 1967. Listed in the Register of Independent Auditors.
- Opening his own professional services firm January 1974 in Milan.

Currently his firm, called Trotter Studio Associato, provides consulting services to Italian and international clients in the industrial, banking and services sectors.

As part of his activity, he handled high responsibility and confidence assignments for the Courts of Milan and Monza and the Ministry of the Treasury.

He performed and continues to perform evaluations in the areas of banking, non-banking sectors, industry and services.

He is Statutory Auditor and Chairman of the Board of Statutory Auditors of numerous companies and banks, including Atlantia S.p.A., Autostrade per l'Italia S.p.A., Salini Impregilo S.p.A., EuroTix S.p.A., Gilead Sciences S.r.l and Value Transformation Services S.p.a.

He was a Director of Banca Agricola Milanese, Banca Popolare di Milano and Deputy Chairman of Centrobanca S.p.A. and Chairman of Italfondario S.p.A. until the end of 2000.

He was Statutory Auditor and Managing Director of Mediobanca S.p.A.

He was Chairman of the Board of Statutory Auditors of Unicredit Banca S.p.A. until november 2010

He was Chairman of the Board of Monza's Board of Certified Public Accountants from 1989 to 1998.

Milan, 31 march 2014

TERESA CRISTIANA NADDEO



Other main positions

TXT E-Solutions SpA – Member of the Board of Directors

Professional experience

- 2012-Pres.** **Tax advisor consulting activities**
- 1996-2011** **PFM Finanziaria – Zenir Group SGR**
Head of Administration, Management Control, Organisation and Personnel
- 1990-1996** **FIDA – CRTorino Group**
General Manager of Finance and Control
- 1982-1989** **Arthur Andersen**
Head of Banks and Financial Intermediaries

Education

University of Turin, Degree in Economics and Business Studies, 1982

Professional Qualifications

Member of the Register of Tax Advisors

Member of the Association of Accountants

GABRIELE VILLA
CURRICULUM VITAE

PERSONAL INFORMATION

Born in Milan on 18 June 1964.

ACADEMIC POSTS

Adjunct professor of Business Economics at the Faculty of Banking, Financial and Insurance Sciences at the Università Cattolica del Sacro Cuore of Milan.

Chair in Business Studies.

Joint chair in Corporate Finance (advanced course).

CURRENT PROFESSIONAL POSITION

Partner of the Studio Crostarosa Guicciardi - Villa, Milan.

Tax Advisor, Member of the Association of Tax Advisors of Milan.

Statutory auditor.

OTHER ACTIVITIES

Member of the Committee that produces the Tax advisor's journal.

Member of the Committee that produces the Company law journal.

He was the representative for training activities for the ABI (Italian Banking Association) accounting and financial statements area.

PROFESSIONAL EXPERIENCE

He has gained significant experience in the following areas:

- company valuations and company transactions of an extraordinary nature;
- assistance with legal affairs which come before the judicial authorities or arbitration boards;
- technical consultancy in civil and criminal settings;
- company information (financial statements, consolidated financial statements).

BOARD OFFICES

Mediobanca S.p.A.

Otis Servizi S.r.L.

Westfield Milan S.p.A.

Calcestruzzi S.p.A.

Immobiliare Cinca S.r.L.

Immobiliare Delvin S.r.L.

Fondazione Accademia Arti e
Mestieri del Teatro alla Scala

Regular auditor

Sole auditor

Chairman of the Board of Statutory

Auditors

Director

Sole director

Sole director

Auditor

Curriculum Vitae

Roberta Battistin, born in Genoa on 29 march 1971; domiciled in Milan, Via Claudio Monteverdi 1; mobile no. 339 6832009; married with one daughter; foreign language skills: *fluent English and French*.

Education, Qualifications and Other Selected Professional Activities:

- High School Certificate (Maturità Scientifica) - Liceo Scientifico A. Volta, Milan.
- Economics Degree (Laurea in Economia Aziendale -indirizzo per la Libera Professione di Dottore Commercialista) - Università Commerciale L. Bocconi, Milan.
- November 2000: Chartered Accountant Admission Exam held at Università degli Studi di Milano - Scholarship titled "Dott. G. Masciocchi" awarded by the Milan Chartered Accountants Association (Associazione Dottori Commercialisti di Milano) for the best mark in passing the Chartered Accountant Exam.
- January 2001: Admitted to the Milan Chartered Accountants Roll (Ordine dei Dottori Commercialisti di Milano).
- April 2002: Admitted to the Auditors Register (Registro dei Revisori Contabili).
- Since 2010: Member of the Companies Surveillance Commission of the Milan Chartered Accountants Roll.
- Member of the Register of Technical Consultants of the Judges of the Tribunal of Milan.
- Member of Nedcommunity.

Main Supervisory/Auditing Positions Held:

- Independent Director of Industria e Innovazione S.p.A.; member of its (i) Supervisory Committee (*Comitato Controllo e Rischi*) and (ii) Committee on Transactions with Related Parties (*Comitato per le operazioni con Parti Correlate*);
- Chairman of the Statutory Auditor Board of Bausch & Lomb IOM S.p.A. (including accounting supervision);
Statutory Auditor of Gilead Sciences S.r.l.;
- Statutory Auditor of Henry Schein Krugg S.r.l.;
- Statutory Auditor of Henry Schein Italia S.r.l.
- Member of Supervisory Board (*Organismo di Vigilanza*) of Aimeri Ambiente S.r.l.
- Member of Supervisory Board (*Organismo di Vigilanza*) of LucchiniRS S.p.A.
- Former Statutory Auditor of Lucchini S.p.A., Teksid Aluminum S.r.l. and of Lucchini Sidermeccanica S.p.A.



Professional Experience:

- September 1997 to July 2000: *tax associate* at the law firm “Studio Legale Ughi e Nunziante” (Milan office).
- August 2000 to current: *tax counsel* at the law firm “Studio Legale Delfino e Associati Willkie Farr & Gallagher LLP” (Milan office) - as of July 2005 promoted Partner of Studio Associato per la Consulenza Fiscale e Societaria (tax counsels association rendering corporate and tax assistance consultancy services to clients of Studio Legale Delfino e Associati Willkie Farr & Gallagher LLP).

Specific professional activities carried out at the above firms:

- corporate governance: advising clients on corporate governance and administrative responsibility exposure of companies according to Legislative Decree no. 231/2001; member of Board of Directors and Statutory Auditors Boards of listed and non listed companies;
- tax activities: domestic and international tax planning, providing solutions to tax issues connected to *transfer-price* and inter-group transactions, optimization of consolidated tax exposure of large groups including multinationals; preparation of tax opinions; advising clients on any ordinary and extraordinary tax issue; assisting clients to obtain tax rulings from tax authorities; assisting clients in relation to tax investigations; handling of any pre-tax litigation phase mechanism (i.e. tax settlements with tax authorities); assistance on any phase and level of tax litigation before Tax Courts; briefing High Court (Corte di Cassazione) advocates; preparing requests, briefs, appeals and defenses;
- advising on accounting-administrative aspects: drafting financial statements, supporting reporting activities; supporting clients in accounting requirements and financial statements preparation, including consolidated financial statements; providing accounting-administrative support in connection to challenges of minutes approving financial statements;
- advising corporate clients and private equity funds in respect of M&A transactions: optimization of transactions' tax structures, tax and corporate due diligence; tax and accounting support in drafting agreements;
- preparing appraisals of companies and business assets (including participations and trade marks) in connection with: (i) M&A transactions (carried out company appraisals to analyze the economic-financial feasibility of extraordinary transactions in relation to the business targets, ascertaining *range* value of the *target* company and investment returns); (ii) annual *impairment tests* on intangible assets and participations; (iii) tax provided appraisals (revaluation of participations, etc.);
- Court technical consultant activities.

Pursuant to Law Decree no. 196/2003, I authorize the use of personal data mentioned in my C.V.

March 2014



Curriculum Vitae

Marco Tabellini (1967)

Professional firm in Rome, viale Bruno Buozzi, n. 47 06/80692220

marco@pec.studiotabellini.it

marco.tabellini@studiotabellini.it

Certified public accountant since 1995.

Listed in the Register of Independent Auditors.

He developed considerable experience as a consultant in the fields of business, administration, contract law and taxation, providing support to medium and large businesses, particularly with regard to construction companies in the public works sector, focusing on the solutions of issues related (i) to the restructuring and reorganization of corporate groups taking care of the strategic legal - commercial, organizational, corporal and tax profiles; (ii) to the merger, demerger, spin-off, conferment, sale of business branches and corporate packages.

As part of his activity, he proceeded to the predisposition of valuations of companies and business branches, as well as the improvement of winding up proceedings of important companies.

He also supports clients in connection with tax disputes, through all levels of the proceedings, including support to the reference legal counsel before the Court of Cassation.

Member of the VAT Commission of the Board of Certified Public Accountants and Accounting Experts of Rome until 2012

Member of the Corporate Law Commission of the Board of Certified Public Accountants and Accounting Experts of Rome since 2012.

He has held and continues to hold important posts on the management and control entities of numerous corporations:

Chairman of the Board of Statutory Auditors

Todini Finanziaria S.p.A.

Finpagest S.r.l.

Metro B S.r.l.

Corso del Popolo S.p.A.

Corso del Popolo Engineering S.c.ar.l.

Todini Costruzioni Generali S.p.A.

Cediv S.p.A.

Marina di San Vincenzo S.p.A.

SEI S.p.A.

Agricola Immobiliare Amatriciana S.p.A.

Virgo Romana Immobiliare S.r.l.

Italpol Vigilanza Roma S.r.l.

Statutory Auditor

Famifin S.p.A.

Clodia S.c.ar.l.

Eurolink S.c.p.A.

Lipari Porto S.p.A.

CGS S.p.A.

Thetis S.p.A.

Inso S.p.A.

Sales S.p.A.

Condotte Investimenti Infrastrutturali C2i S.r.l.

Alternate

Salini Impregilo S.p.A.

Cossi Costruzioni S.p.A.

Piscine dello Stadio S.r.l.

Elatos Immobiliare S.p.A;

Chairman Board of Directors

Demetra S.r.l.

Board of directors

Condotte Vega S.r.l.

Sole Director

Primum S.r.l.

M.A.S.A. ADV S.r.l.

Big Fish S.r.l.

Liquidator

I.M. Intermetro S.p.A.

Ghemma S.p.A

Consorzio Tralima