

STUDIO NOTARILE MARCHETTI
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Filed under No. 10,960 of Folder No. 5,645

Minutes of Meeting of the Board of Directors

REPUBLIC OF ITALY

The year 2014 (two thousand fourteen),
on the 20th (twentieth) day,
of the month of June,
at 3:25 pm (three twenty-five pm),
in Milan, in Via del Lauro 3.

Before me *Carlo Marchetti*, notary public in Milan, enrolled in the Board of Notaries of Milan, the following appeared

- **Costamagna Claudio**, born in Milan, on 10 April 1956, domiciled for the purposes of the office in Milan, Via dei Missaglia no. 97, whose person identity I am certain of, and who, declaring that he was acting in his role as Chairman of the Board of Directors and, as such, in the interest of the listed company limited by shares, with the name:

"Salini Impregilo S.p.A."

with registered office in Milan, Via dei Missaglia n. 97, share capital of €500,000,000.00 fully paid up, tax code and Milan Company Registration No.: 00830660155, VAT number: 02895590962, enrolled in the Milan Economic Administrative Index with no. 525502, (hereinafter, also: the "**Company**" or "**Salini Impregilo**"),

requesting that I verify compliance with the rules set out in Article 2443 of the Italian Civil Code of the meeting of the Company's Board of Directors to discuss and resolve on the following

agenda

Determination of the definitive conditions of the capital increase on one or more occasions, pursuant to Article 2439 of the Italian Civil Code, against payment, in exercising and within the limits of the delegated power pursuant to Articles 2443 and 2441.4, second sentence, of the Italian Civil Code, resolved by the Extraordinary Shareholders' Meeting of Salini Impregilo S.p.A. of 12 September 2013, reserved for qualified investors in Italy and institutional investors outside Italy. Related and consequent resolutions.

I complied with the request made to me and recorded that the Appearing Party chaired the meeting pursuant to the Bylaws. The Appearing Party, in his role of Chairman of the Board of Directors, chaired the meeting, acknowledging and entering in the records, as the first few points on the agenda have already been discussed, that

- the meeting had been duly convened on today's date, at this location, at 3:00 pm by way of notice promptly sent to the entitled parties pursuant to Article 22 of the Bylaws, to discuss and resolve on the agenda reported above;
- in addition to the Appearing Party, the following Directors attended: M. Brogi, M. Cattaneo, A. Giovannini and G. Marazzi, as well as, remotely connected pursuant to the Bylaws, P. Salini (Chief Executive Officer), R. Cera, L. Cioli, N. Greco, G. Linnebank, F. Passacantando, L. Pucci and S.T. Salini;
- also attending for the Board of Statutory Auditors was its Chairman A. Trotter, T. Naddeo and G. Villa;
- the other two Directors justified their absence;
- the meeting was also attended by the General Manager Group Finance and Corporate as well as the Manager in charge of financial reporting Massimo Ferrari and other managers of the

Company.

The Chairman thus declared the meeting to be duly called and able to resolve on the agenda reported above.

Before starting the discussion on the agenda, the Chief Executive Officer Pietro Salini and the Directors Roberto Cera and Simon Pietro Salini stated, insofar as necessary, that they have interests pursuant to Article 2391 of the Italian Civil Code, as they hold the offices of Chief Executive Officer and Board Directors of the majority shareholder Salini Costruttori.

Accordingly, the Chairman stated that on 16 June 2014, having examined the reasons for and main characteristics of the transaction to be carried out in execution of the delegated power pursuant to Articles 2443 and 2441.4, second sentence, of the Italian Civil Code, granted to it by the Extraordinary Shareholders' Meeting held in September 2013 (the "**Delegated Power**"), the Board of Directors of Salini Impregilo S.p.A. ("**Salini Impregilo**" or the "**Company**" or the "**Issuer**") resolved, pursuant to Article 2443 of the Italian Civil Code, to commence the capital increase ("**Capital Increase**"), resolving:

- (a) to increase the share capital of the Company on one or more occasions and pursuant to Article 2439 of the Italian Civil Code, against payment, with exclusion of the option right pursuant to Article 2441.4, part two, of the Italian Civil Code, within the maximum limit permitted by the delegated power, i.e., through the issue of new ordinary shares of Salini Impregilo, with regular dividend entitlement, in a maximum number of up to (but not equal to) 10% of the total number of Salini Impregilo shares outstanding at the date of the Board Meeting and, thus, up to a maximum of 44,740,000 (forty four million, seven hundred forty thousand) new ordinary shares of Salini Impregilo and, in any event, for a total nominal amount not exceeding €50,000,000.00 (fifty million and 00/100), in addition to any share premium;
- (b) to offer the resulting shares issued for subscription exclusively to qualified investors in Italy (as defined in Article 34-ter.1b, of the Consob regulation adopted with resolution no. 11971 of 14 May 1999, as amended) and institutional investors outside Italy (as defined pursuant to Regulation S and Rule 144A promulgated pursuant to the US Securities Act of 1933), excluding any other jurisdiction in which the offering of shares is prohibited pursuant to applicable law;
- (c) that if the capital increase is not fully subscribed by 30 June 2014, it shall remain at the level of the subscriptions collected;
- (d) to postpone the determination of the final conditions of said capital increase, including the subscription price, to a subsequent meeting of the Board, to be held in compliance with the rules set out in Article 2443 of the Italian Civil Code, after having obtained the independent auditors' report required under Article 2441.4, second sentence, of the Italian Civil Code.

As regards the methods for undertaking the offering, it was established that the newly issued shares would be offered for subscription through private placement, preceded by a marketing roadshow by the management for analysts and potential investors (launched on Friday 13 June this year) and carried out through bookbuilding (i.e. solicitation and collection, by one or more banks, as placement agents, of orders for subscription on the institutional investment market).

For the purpose of the bookbuilding, Goldman Sachs International, Mediobanca - Banca di Credito Finanziario S.p.A. and Banca IMI S.p.A. (the "**Banks**") were assigned as joint global coordinator and joint bookrunner, BNP Paribas, Equita S.I.M. S.p.A., Natixis and UniCredit were assigned as joint bookrunner, and Intermonte SIM S.p.A. was assigned as co-manager of the transaction.

Also on 16 June 2014, the majority shareholder Salini Costruttori S.p.A. ("**Salini Costruttori**" or the "**Offeror**") resolved to make an offer, – in conjunction with the offer for subscription made by the Issuer –, for sale of a maximum of 100,000,000 ordinary shares of Salini Impregilo, without par value and with regular dividend entitlement, also to be executed through placement, via

bookbuilding, reserved for qualified investors in Italy and institutional investors outside Italy, excluding the United States, Australia, Canada, Japan and any other country where the offering is not permitted without authorisations from the competent authorities, provided it is within the limits permitted by the laws and regulations of the jurisdictions concerned. Salini Costruttori also granted the Banks an overallotment option, i.e., an option to be exercised by a set date, to purchase additional ordinary shares of Salini Impregilo, at the same Offering price, up to a maximum of 14,474,000 ordinary shares of Salini Impregilo (10% of the total offering for sale made by Salini Costruttori) to be allocated to the recipients of the offering in the event that such recipients request a number of Shares exceeding the quantity allocated to them.

As illustrated during the meeting on 16 June 2014, the roadshow and bookbuilding were launched on 13 June 2014 and 17 June 2014, respectively, and are still under way. They are due to end on today's date.

Therefore, it is necessary to determine the final conditions of the Capital Increase, including the subscription price, by determining the criteria for setting the price and obtaining the independent auditors' report required under Article 2441.4 4, second sentence, of the Italian Civil Code.

In this regard, the Chief Executive Officer took the floor and illustrated a report (insofar as necessary, drawn up based on Annex 3A, Model 2, point 5, of the Consob regulation adopted with resolution no. 11971/1999, as amended), which illustrates the reasons for and the allocation of the Capital Increase, and the proposed criteria to be used to determine the issue price of the new shares and the grounds for considering that said criteria are suitable for determining an offering price that is consistent with the market value, in compliance with the provisions of Article 2441, second sentence, of the Italian Civil Code. Said report is attached as Annex "A" .

In this regard, it is noted that, once approved, this report must be sent to independent auditors (a draft of which, however, has already been sent) so that, based on the cited Article 2441.4, second sentence, of the Italian Civil Code, the independent auditors may issue a report certifying that those criteria are suitable for determining an issue price that is consistent with the market value of the shares in question. To that end, as noted during the meeting of 16 June 2014, a specific engagement was assigned to Price Waterhouse Cooper S.p.A..

Following extensive, in-depth discussion, the Board of Directors:

- having taken note of the report illustrated by the Chief Executive Officer;
- by a raising of hands and calling of names,

UNANIMOUSLY RESOLVED

1. to approve the contents of the report illustrated by the Chief Executive Officer as above, attached to this report under Annex "A" (waiving my reading thereof based on the intent of the appearing party) and, in particular, the criteria described therein for determining the offering price of the new ordinary shares to be issued under the Capital Increase;

2. to grant the Chairman and the Chief Executive Officer, severally and with full powers to sub-delegate powers for individual acts or categories of acts, the widest powers, with no exclusions or exceptions, to implement the resolutions above, carrying out all that is required, suitable, instrumental, connected and/or useful for the success of the transaction. This includes, merely by way of example, sending the report to Price Waterhouse Cooper S.p.A. so that they may issue their report pursuant to Article 2441.4, second sentence of the Italian Civil Code.

The meeting was thus suspended at 3:50 pm (three-fifty pm)

to allow the empowered bodies to execute the resolutions and then move on with the discussion of the agenda.

At 4:10 pm (four-ten pm) the meeting of the Board of Directors started up once again, with no

change in the attendees.

Thus, moving on with the discussion of the above agenda, the Chief Executive Officer took the floor, acknowledging that the report attached hereto as Annex "A", approved by today's Board meeting, was sent to Price Waterhouse Cooper S.p.A. and the latter delivered its report certifying that the criteria indicated therein are suitable for determining an issue price that is consistent with the market value of the ordinary shares of Salini Impregilo to be issued under the Capital Increase. Said report is attached hereto as Annex "B", waiving my reading thereof based on the intent of the appearing party.

The Chief Executive Officer thus repeated the features of the proposed Capital Increase and, more generally, the Offering, in order to allow the Board to set the final conditions thereof and the subscription price. As a result, he formulated the proposals set out in the resolution transcribed herein.

At that point, Mr. Trotter took the floor in the name of the entire Board of Statutory Auditors, certifying that the current share capital of €500,000,000.00 was fully subscribed and paid-in.

Before moving on to the discussion, the Chief Executive Officer Pietro Salini and the Directors Roberto Cera and Simon Pietro Salini once again stated, insofar as necessary, that they have interests pursuant to Article 2391 of the Italian Civil Code, as they hold the offices of Chief Executive Officer and Board Directors of the majority shareholder Salini Costruttori.

Following extensive, in-depth discussion, the Board of Directors:

- having acknowledged the certification provided by the Board of Statutory Auditors;
- having acknowledged the report pursuant to Article 2441.4, second sentence, of the Italian Civil Code issued by Price Waterhouse Cooper S.p.A.
- by a raising of hands and calling of names,

UNANIMOUSLY RESOLVED

to execute the delegated power granted pursuant to Articles 2443 and 2441.4 4, second sentence, of the Italian Civil Code, to the Board of Directors by the Extraordinary Shareholders' Meeting of 12 September 2013 and, as a result

1. to approve the share capital increase of the Company, on one or more occasions, pursuant to Article 2439 of the Italian Civil Code, against payment, with exclusion of the option right pursuant to Article 2441.4, part two, of the Italian Civil Code, for a nominal amount of a maximum of €44,740,000.00 (forty four million, seven hundred forty thousand and 00/100) in addition to a share premium of a maximum of €120,798,000.00 (one hundred twenty million, seven hundred ninety eight thousand and 00/100) and, thus, for a value of a maximum of €165,538,000.00 (one hundred sixty five million, five hundred thirty eight thousand and 00/100), through the issue of a maximum of 44,740,000 (forty four million, seven hundred forty thousand) new ordinary shares of Salini Impregilo without par value, with regular dividend entitlement, equal to approximately 9.96% of the total number of Salini Impregilo shares outstanding as of today's date;
2. to offer the resulting shares issued for subscription exclusively to qualified investors in Italy (as defined in Article 34-ter.1b, of the Consob regulation adopted with resolution no. 11971 of 14 May 1999, as amended) and institutional investors outside Italy (as defined pursuant to Regulation S and Rule 144A promulgated pursuant to the US Securities Act of 1933) excluding any jurisdiction in which the offering of shares is prohibited under applicable law;
3. to determine the subscription price of the shares covered by the offering based on the criteria set forth in the report attached hereto as **Annex "A"** at €3.70 (three point seven zero) per share, allocating €1.00 (one point zero zero) to capital and €2.70 (two point seven zero) to share premium;
4. that if the capital increase is not fully subscribed by 30 (the thirtieth) June 2014 (two thousand fourteen), it shall remain at the level of the subscriptions collected;

5. to modify, as a result, and from this point on, Article 7 of the company Bylaws, replacing paragraph 6 entered as a result of the Board meeting of 16 June 2014 with a paragraph 6 containing the following wording:

"On 20 June 2014, in execution of the delegated power above, the Board of Directors resolved as follows: (a) to increase the Company's share capital, on one or more occasions, pursuant to Article 2439 of the Italian Civil Code, against payment, with exclusion of the option right pursuant to Article 2441.4, part two, of the Italian Civil Code, for a nominal amount of a maximum of €44,740,000.00 in addition to a share premium of a maximum of €120,798,000.00 through the issue of a maximum of 44,740,000 new ordinary shares of Salini Impregilo without par value";

6. to grant the Board of Directors, and, on its behalf, its Chairman and the pro-tempore Chief Executive Officer in office, severally and also through special attorneys appointed for such purpose, the widest powers (with no exclusions) necessary or suitable to execute the resolutions above and exercise the rights subject of the same for the success of the transaction, as well as make any changes, additions or non-substantive eliminations to the resolutions that may be necessary on request of all competent authorities or on registration in the Company Register, as representatives of the Company. These include, merely by way of example, the power to update Articles 6 and 7 of the company Bylaws to reflect all the amendments that may be necessary on completion of the transaction, such as changing the share capital and number of shares, as well as eliminating the mention of the delegated power granted pursuant to Articles 2443 and 2441.4, part two, of the Italian Civil Code, granted to the Board by the Extraordinary Shareholders' Meeting of 12 September 2013 and fully exercised on today's date.

Lastly, the Board also unanimously

acknowledged

also for filing purposes, that as a result of the above resolutions, once the above resolutions are recorded in the Milan Company Register, the text of the company Bylaws will be the version that the Chairman delivered to me and I, notary public, attached to these minutes as Annex "C", waiving my reading based on the express intent of the Appearing Party.

As all of the items on the agenda have been covered, the Chairman moved on to deal with the last point at 5:15 pm (five fifteen pm)

I have read this document to the appearing party, who has approved it and signed it, along with myself, waiving the reading of the annexes based on the express intent of the appearing party.

Comprised of four sheets of paper typewritten by persons in my trust and completed by my hand, totalling fourteen pages and the fifteenth page up to this point.

Signed Claudio Costamagna

Signed Carlo Marchetti, notary public

SALINI IMPREGILO S.p.A.

Registered office in Milan – Via dei Missaglia 97

Share capital €500,000,000 fully paid up

Tax code and Milan Company Registration No. 00830660155

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CAPITAL INCREASE RESOLVED BY THE BOARD OF DIRECTORS OF SALINI IMPREGILO

S.p.A. ON 16 JUNE 2014 PURSUANT TO ART. 2443

AND 2441.4, PART TWO OF THE ITALIAN CIVIL CODE

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REPORT ON THE

CRITERIA FOR DETERMINING THE OFFERING PRICE

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Dear Directors,

Dear Statutory Auditors,

As you know, on 16 June 2014, having examined the reasons for and main characteristics of the transaction to be carried out in execution of the delegated power pursuant to Articles 2443 and 2441.4, second sentence, of the Italian Civil Code, granted to it by the Extraordinary Shareholders' Meeting held on 12 September 2013 (the "**Delegated Power**"), the Board of Directors of Salini Impregilo S.p.A. ("**Salini Impregilo**" or the "**Company**" or the "**Issuer**"), pursuant to Article 2443 of the Italian Civil Code, to commence the capital increase ("**Capital Increase**"), resolved as follows:

- (a) to increase the share capital of the Company, on one or more occasions, and pursuant to Article 2439 of the Italian Civil Code, against payment, with exclusion of the option right pursuant to Article 2441.4, part two, of the Italian Civil Code, within the maximum limit permitted by the delegated power, i.e., through the

issue of new ordinary shares of Salini Impregilo, with regular dividend entitlement, in a maximum number of up to (but not equal to) 10% of the total number of Salini Impregilo shares outstanding at the date of the Board meeting and, thus, up to a maximum of 44,740,000 new ordinary shares of Salini Impregilo and, in any event, for a total nominal amount not exceeding €50,000,000.00 (fifty million and 00/100), in addition to any share premium;

- (b) to offer the resulting shares issued for subscription exclusively to qualified investors in Italy (as defined in Article 34-ter.1b, of the Consob regulation adopted with resolution no. 11971 of 14 May 1999, as amended) and institutional investors outside Italy - as defined pursuant to Regulation S and Rule 144A promulgated pursuant to the US Securities Act of 1933 - (the "Offering") excluding any jurisdiction in which the offering of shares is prohibited under applicable law;
- (c) that if the capital increase is not fully subscribed by 30 June 2014, it shall remain at the level of the subscriptions collected;
- (d) to postpone the determination of the final conditions of said capital increase, including the subscription price, to a subsequent meeting of the Board, to be held in compliance with the rules set out in Article 2443 of the Italian Civil Code, after having obtained the independent auditors' report required under Article 2441.4, second sentence, of the Italian Civil Code.

As regards the methods for undertaking the offering, it was established that the newly issued shares would be offered for subscription through private placement, preceded by a marketing roadshow by the management for analysts and potential investors (launched on Friday 13 June this year) and carried out through bookbuilding (i.e. solicitation and collection, by one or more banks, as placement agents, of orders for subscription on the institutional investment market).

For the purpose of the bookbuilding, Goldman Sachs International, Mediobanca - Banca di Credito Finanziario S.p.A. and Banca IMI S.p.A. (the "**Banks**") were assigned as joint global coordinator and joint bookrunner, BNP Paribas, Equita S.I.M. S.p.A., Natixis and UniCredit were assigned as joint bookrunner, and Intermonte SIM S.p.A. was assigned as co-manager of the transactions.

Also on 16 June 2014, the majority shareholder Salini Costruttori S.p.A. ("**Salini Costruttori**" or the "**Offeror**") resolved to make an offer – in conjunction with the offer for subscription made by the Issuer – for sale of a maximum of 100,000,000 ordinary shares of Salini Impregilo, without par value and with regular dividend entitlement, also to be executed through placement, via bookbuilding, reserved for qualified investors in Italy and institutional investors outside Italy, excluding the United States, Australia, Canada, Japan and any other country where the offering is not permitted without authorisations from the competent authorities, provided it is within the limits permitted by the laws and regulations of the jurisdictions concerned. Salini Costruttori also granted the Banks an over-allotment option, i.e., an option to be exercised by a set date, to purchase additional ordinary shares of Salini Impregilo, at the same Offering price, up to a maximum of 14,474,000 ordinary shares

of Salini Impregilo (10% of the total offering for subscription and sale) to be allocated to recipients of the offering in the event that such recipients request a number of Shares exceeding the quantity allocated to them.

As illustrated during the meeting on 16 June 2014, the roadshow and bookbuilding were launched on 13 June 2014 and 17 June 2014, respectively, and are still under way. They are due to end on today's date.

Therefore, it is necessary to determine the final conditions of the Capital Increase, including the subscription price, by determining the criteria for setting the price and obtaining the independent auditors' report required under Article 2441.4 4, second sentence, of the Italian Civil Code.

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This report, insofar as necessary, drawn up based on Annex 3A, Model 2, point 5, of the Consob regulation adopted with resolution no. 11971/1999, as amended, illustrates the reasons for and the allocation of the Capital Increase, and the criteria to be used to determine the issue price of the new shares and the grounds for considering that said criteria are suitable for determining an offering price that is consistent with market value in compliance with the provisions of Article 2441.4, second sentence, of the Italian Civil Code.

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1.1 REASONS FOR THE EXERCISE OF THE DELEGATED POWER AND ALLOCATION OF THE SHARE CAPITAL INCREASE

The purpose of the Offering is to give Salini Impregilo greater visibility on the financial markets and, specifically, in the construction and heavy civil engineering sector. In particular, the income deriving from the exercise of the Delegated Power will be used to further strengthen the capital structure of Salini Impregilo, increasing the Group's flexibility for the purpose of implementing the announced 2014-2017 Business Plan.

In addition to the above, through the mentioned offers for subscription and sale, the Issuer and the Offeror intend to reestablish a share float suited to the standing of the entity resulting from the merger, increasing the float by approximately 10% compared to the current float. The above, in keeping with the main reasons that led the Salini Group to invest in the Impregilo Group, and with the plans announced to the public as part of the voluntary public tender offer for all ordinary shares of Impregilo and the merger between Salini S.p.A. and Impregilo S.p.A., which gave rise to the creation of a "Campione Nazionale" (National Champion) listed on the Milan Stock Exchange managed by Borsa Italiana S.p.A..

The exercise of the Delegated Power in conjunction with the offer for sale launched by Salini Costruttori was considered to be a valid instrument for achieving this goal.

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1.2 CRITERIA FOR DETERMINING THE ISSUE PRICE OF THE NEW SHARES AND OBSERVATIONS ON THE CONSISTENCY OF THE ISSUE PRICE WITH MARKET VALUE

Article 2441.4, second sentence, of the Italian Civil Code requires that *"the issue price be consistent with the*

market value of the shares, and this must be confirmed in a specific report of the independent auditor or auditors".

In order to identify criteria for determining the price which are best suited to compliance with this legal requirement, reference should be made to market practices for transactions carried out in Europe that are equivalent to the transaction proposed.

The examination of transactions reserved for qualified investors in Italy and institutional investors outside Italy, carried out through bookbuilding, shows that in such cases the price at which the target investors express their willingness to cover the entire offering is of great importance. **The offering price is set on completion of the collection of buy orders and the bookbuilding, supported by marketing activities by the management. It is thus the main indicator for setting the price within the offering.**

In order to determine the price at which they are willing to participate in the offering, in compliance with established market practices in similar transactions, institutional investors consider the stock market prices and the following factors:

- (i) **liquidity of the shares**, both in absolute terms and in relation to the Company's share float;
- (ii) **volatility of the shares**, also specifically referring to the characteristics and scope of the transaction;
- (iii) **recent evolution of the shares** (including trading days where investors are educated by research analysts, as well as when bookbuilding is carried out)
- (iv) **scope of the offering** (in absolute terms, in relation to the liquidity of the shares as above, and compared with previous similar offerings);
- (v) **market conditions at the time of the offering;**
- (vi) **expectations** concerning the Issuer's future performance; in the case in question, these should be considered correlated to the comfort provided by the use of multiples for comparable transactions; the assessments of recent corporate transactions (though taking account of the changes in situations resulting from those transactions); and the changes resulting from the use of the recent business plan.

The parameters for the adjustment criteria above, which must be considered at the time of determination of the offering price, are the following:

- **Trading volumes:** the daily trading volumes recorded by the share amount to approximately 401,532 (average of the period from 19 May 2014 to 20 June 2014, 2:00 pm), and 493,845 shares (average of the period from 19 March 2014 to 20 June 2014, 2:00 pm).
- **Volatility:** the 30-day historical volatility amounts to 23.4% (on 20 June 2014, 2:00 pm, source: Bloomberg); the 180-day historical volatility is 29.2%.

Although, as noted, the method of placement through bookbuilding of approximately 4 days was deemed preferable because it could reduce the risk of fluctuation in the price of the Salini Impregilo share, this circumstance is taken into consideration by investors that participate in the offering when determining the price

at which they are willing to subscribe the shares being placed, as it is strictly linked to the scope of the transaction, the volatility of the share and the average trading volumes. In that sense, **the average weighted price¹ for trading volumes formed on the days the bookbuilding takes place up to the time the offering price is set, can be considered the reference parameter to be used to identify the market value for determining the pricing for placement** of the shares under the offering in question.

The price at which the recipients of the offering are willing to subscribe the newly issued shares is usually represented by **average adjusted weighted price following the application of a discount that takes account of the variables indicated.**

The analysis of equivalent placement transactions with bookbuilding lasting a multiple of days, carried out in Europe in the last 5 years, surveyed by the Dealogic database, shows that out of a total of 10 transactions for which meaningful data is available, offerings were concluded with a (discount)/premium of between (14.7)% and 0.1%, with an average of (4.7)% compared to the closing price on the last day of bookbuilding, and with a (discount)/premium of between (21.7)% and 0.6%, with an average of (8.0)% compared to the closing price prior to the start of bookbuilding.

An analysis was also conducted of offerings of existing and newly issued shares (and thus of capital increases with exclusion of the option right) placed through accelerated bookbuilding (ABB) on one single day, carried out in Europe during the last few years, with characteristics similar to the transaction under examination, in terms of relative scope of the offering, considering the ratio of the size of the transaction to the average daily trading of the 3 months prior to the transaction in question, and comparing that to the relative ratio for Salini Impregilo. Specifically, the ratio of the size of the transaction to the average daily trades of the last 3 months was considered, which amounted to 322x for Salini Impregilo. The analysis of the sample containing the 30 transactions with a ratio of the size of the transaction to the average daily trades of the last three months that exceeded 100x showed that the discount at which they were closed was between (13.1)% and 0.0%, with an average of (5.4)%.

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In light of the above, it is considered suitable also for the purposes of Article 2441.4, part two, of the Italian Civil Code, and it is hereby proposed that the Board of Directors establishes that the subscription price, inclusive of share premium – for the offering of the new shares of Salini Impregilo, without par value and with regular dividend entitlement, to be issued in execution of the capital increase resolved by the Board in the meeting of 16 June 2014 – be set taking into account the average weighted price for the trading volumes on the days of

¹ The average weighted price is determined by dividing the value traded (obtained by adding the products of price and volume of each single transaction executed) during the reference period by the total volume traded during the same time period, as identified on the "VAP", "VWAP" or "AQR" pages of Bloomberg.

bookbuilding, possibly adjusted by a discount of up to a maximum of 5%.

Milan, 20 June 2014

On behalf of the Board of Directors

The Chairman

Claudio Costamagna

A handwritten signature in black ink, appearing to read 'Claudio Costamagna', with a stylized flourish at the end.

REPORT OF THE INDEPENDENT AUDITORS ON THE CONSISTENCY OF THE MARKET VALUE TO THE ISSUE PRICE OF THE SHARES RELATING TO THE SHARE CAPITAL INCREASE WITH EXCLUSION OF THE OPTION RIGHT PURSUANT TO ARTICLE 2441.4, PART TWO, OF THE ITALIAN CIVIL CODE

To the Shareholders of
Salini Impregilo S.p.A.

1 REASON AND PURPOSE OF THE ENGAGEMENT

With regard to the delegated power granted by the Extraordinary Shareholders' Meeting of 12 September 2013 of Salini Impregilo S.p.A. (hereinafter, also "Salini Impregilo" or the "Company") to the Board of Directors pursuant to Article 2443 of the Italian Civil Code, concerning the power to increase share capital with exclusion of the option right pursuant to Article 2441.4, second sentence, of the Italian Civil Code (the "Delegated Power"), we have received the Report of the Board of Directors from the Company (hereinafter, the "Report" or, the "Directors' Report"). This Report, approved by the Company's Board of Directors on 20 June 2014, a draft of which was provided to us in the days prior to its formal approval, sets out:

- the reasons for the transaction and how the Board of Directors intends to implement the Delegated Power granted to it, to increase the share capital against payment, on one or more occasions within the maximum limit established in that delegated power, namely through the issuance of new ordinary shares of Salini Impregilo, with regular dividend entitlement, in a maximum number of up to (but not equal to) 10% of the total number of Salini Impregilo shares outstanding at the date of the Board of Directors' meeting and, thus, up to a maximum of 44,740,000 new ordinary shares of Salini Impregilo and, in any event, for a total nominal amount not exceeding €50,000,000.00, in addition to any share premium, to be placed exclusively with qualified third-party investors;
- the criteria used by the Board of Directors to determine an issue price for the shares that is consistent with their market value, as envisaged by the second sentence of Article 2441.4 of the Italian Civil Code.

As per the engagement granted by the Company, we have been requested to draw up, pursuant to Article 2441.4, second sentence, of the Italian Civil Code, our report on the adequacy, analysing its reasonableness and lack of arbitrariness, of the criterion used by the Company's Directors to determine the price of the new shares that is consistent with their market value.

PricewaterhouseCoopers S.p.A.

Registered and administrative office: Milan 20149 Via Monte Rosa 91 Tel. +39 0277851 Fax +39 027785240 Share Capital €6,812,000.00 fully paid-up, Tax Code, VAT no. and Milan Company Reg. No. 12979880155 Enrolled with no. 119644 in the Register of Auditors - Other Offices: **Ancona** 60131 Via Sandro Totti 1 Tel. +39 0712132311 - **Bari** 70124 Via Don Luigi Guanella 17 Tel. +39 0805640211 - **Bologna** 40126 Via Angelo Finelli 8 Tel. +39 0516186211 - **Brescia** 25123 Via Borgo Pietro Wuhner 23 Tel. +39 0303697501 - **Catania** 95129 Corso Italia 302 Tel. +39 0957532311 - **Florence** 50121 Viale Gramsci 15 Tel. +39 0552482811 - **Genoa** 16121 Piazza Dante 7 Tel. +39 01029041 - **Naples** 80121 Piazza dei Martiri 58 Tel. +39 08136181 - **Padua** 35138 Via Vicenza 4 Tel. +39 049873481 - **Palermo** 90141 Via Marchese Ugo 60 Tel. +39 091349737 - **Parma** 43100 Viale Tanara 20/A Tel. +39 0521275911 - **Rome** 00154 Largo Fochetti 29 Tel. +39 06570251 - **Turin** 10122 Corso Palestro 10 Tel. +39 011556771 - **Trento** 38122 Via Grazioli 73 Tel. +39 0461237004 - **Treviso** 31100 Viale Felissent 90 Tel. +39 0422696911 - **Trieste** 34125 Via Cesare Battisti 18 Tel. +39 0403480781 - **Udine** 33100 Via Poscolle 43 Tel. +39 043225789 - **Verona** 37135 Via Francia 21/C Tel. +39 0458263001

2 DESCRIPTION OF AND REASONS FOR THE TRANSACTION

On 16 June 2014, the Board of Directors, having examined the reasons for and the main characteristics of the Delegated Power, resolved to implement a transaction involving the following, in brief:

- a. the increase of the share capital of the Company, on one or more occasions and pursuant to Article 2439 of the Italian Civil Code, against payment, with exclusion of the option right pursuant to Article 2441.4, part two, of the Italian Civil Code, within the maximum limit permitted by the delegated power, through the issue of new ordinary shares of Salini Impregilo, with regular dividend entitlement, in a maximum number of up to (but not equal to) 10% of the total number of Salini Impregilo shares outstanding at the date of the Board of Directors' meeting and, thus, up to a maximum of 44,740,000 new ordinary shares of Salini Impregilo and, in any event, for a total nominal amount not exceeding €50,000,000.00, in addition to any share premium;
- b. the offering of the resulting shares issued for subscription exclusively to qualified investors in Italy (as defined in Article 34-ter.1.b, of the Consob regulation adopted with resolution no. 11971 of 14 May 1999, as amended) and institutional investors outside Italy (as defined pursuant to Regulation S and Rule 144A promulgated pursuant to the US Securities Act of 1933) excluding any jurisdiction in which the offering of shares is prohibited under applicable law;
- c. the deadline of 30 June 2014 for executing the capital increase, it being understood that if the capital increase is not fully subscribed by that date, it shall remain at the level of the subscriptions collected;
- d. the postponement of the determination of the final conditions of said capital increase, including the subscription price, to a subsequent meeting of the Board, to be held in compliance with the rules set out in Article 2443 of the Italian Civil Code, after having obtained the independent auditors' report pursuant to Article 2441, fourth sentence, of the Italian Civil Code.

As described in the Directors' Report, the newly issued shares will be offered for subscription through private placement, preceded by a marketing roadshow by the management for analysts and potential investors (launched on Friday 13 June this year) and carried out through bookbuilding (i.e. solicitation and collection, by one or more banks, as placement agents, of orders for subscription on the institutional investment market).

To that end, in relation to the transaction, the Company appointed Goldman Sachs International, Mediobanca - Banca di Credito Finanziario S.p.A. and Banca IMI S.p.A. (the "Banks") as joint global coordinators and joint bookrunners, BNP Paribas, Equità SIM S.p.A., Natixis and UniCredit as joint bookrunners, and Intermonte SIM S.p.A. as co-manager of the transaction.

The Director's Report also provides information on the fact that, also on 16 June 2014, the majority shareholder Salini Costruttori S.p.A. ("Salini Costruttori" or the "Offeror") resolved to make an offer – in conjunction with the offer for subscription made by the Issuer – for the sale of a maximum of 100,000,000 ordinary shares of Salini Impregilo, without par value and with regular dividend

entitlement, also to be executed through placement, via bookbuilding, reserved for qualified investors in Italy and institutional investors outside Italy, excluding the United States, Australia, Canada, Japan and any other country where the offering is not permitted without authorisations from the competent authorities, provided it is within the limits permitted by the laws and regulations of the jurisdictions concerned. Salini Costruttori also granted the Banks an overallotment option, i.e., an option to be exercised by a set date, to purchase additional ordinary shares of Salini Impregilo, at the same Offering price, up to a maximum of 14,474,000 ordinary shares of Salini Impregilo (10% of the total offering for subscription and sale) to be allocated to recipients of the offering in the event that such recipients request a number of shares exceeding the quantity allocated to them.

As illustrated in the Director's report, the roadshow and bookbuilding were launched on 13 June 2014 and 17 June 2014, respectively, and were closed on 20 June 2014.

The Directors' Report pointed out that the share capital increase shall:

- give Salini Impregilo greater visibility on the financial markets and, specifically, in the construction and heavy civil engineering sector. In particular, the income deriving from the exercise of the Delegated Power will be used to further strengthen the capital structure of Salini Impregilo, increasing the Group's flexibility for the purpose of implementing the 2014- 2017 Business Plan;
- expand the shareholder base, with the resulting increase in the Company's share float which, based on the corporate results, currently amounts to 10%.

3 NATURE AND SCOPE OF THIS REPORT

As previously indicated, the transaction involves an increase in the Company's share capital, with exclusion of option right pursuant to Article 2441.4, second sentence, of the Italian Civil Code. Based on said Article, the issue price must match the market value of the shares and this must be confirmed by a specific report by independent auditors.

Considering the specific nature and characteristics of the transaction, as reported by the Directors and illustrated below, our report is issued to enhance the disclosure to shareholders excluded from the option right, exclusively with regard to the adequacy, in the circumstances, in terms of reasonableness and lack of arbitrariness, of the criterion used by the Directors to determine an issue price for the shares matching their market value.

Therefore, this report indicates the criterion proposed by the Directors for determining the issue price of the new shares and sets out our considerations on the adequacy, in terms of reasonableness and lack of arbitrariness, in the circumstances, of that criterion.

Note that in performing this engagement, we did not conduct an economic valuation of the Company, which is outside the scope of the activities requested for the purpose of this report. The offer for sale of 100,000,000 ordinary shares of Salini Impregilo resolved by the majority shareholder Salini Costruttori referred to in paragraph 2 above is also obviously outside the scope of this report.

The conclusions arising from our work and set out in this report are also based on the set of indications and considerations contained herein. Accordingly, no part of this report may be considered or used separately from the document as a whole.

4 DOCUMENTATION USED

In carrying out our work, we obtained the documents and information from the Company considered useful for this task. Specifically:

- a. minutes of the Extraordinary Shareholders' Meeting of 12 September 2013 assigning the Delegated Power;
- b. minutes of the meeting of the Board of Directors of 16 June 2014 which resolved to launch the offering to institutional investors, which includes the capital increase pursuant to Article 2441.4, part two, of the Italian Civil Code;
- c. Report of the Board of Directors approved on 20 June 2014, and provided to us as a draft in the days prior to its formal approval, prepared in accordance with Article 72, paragraphs 3 and 6, of the Consob regulation adopted with Resolution no. 11971 of 14 May 1999 as amended;
- d. technical documentation used by the Directors, relating to the data from a sample of share offerings executed on European regulated markets, for the purpose of an in-depth analysis to identify the criteria most suitable for determining an issue price that is consistent with the market value of the newly issued shares and the discount to be granted to institutional investors;
- e. average weighted price of the Salini Impregilo shares, average volumes traded in the period from 1 January 2014 to 20 June 2014 to the closing of bookbuilding at 2:00 pm, as well as the volatility of the share;
- f. brokers reports drawn up by financial analysts covering the share;
- g. press releases of the Company relating to the transaction;

- h. separate and consolidated financial statements of Salini S.p.A. as at 31 December 2013, audited by Reconta Ernst & Young, and of Impregilo S.p.A. as at 31 December 2013, which we audited;
- i. interim report on operations of the Company as at 31 March 2014;
- j. accounting data, off-book and statistical data, and additional information deemed useful for carrying out our assignment.

We also obtained specific, express certification, via letter issued by the Company on 20 June 2014, that, as far as the Directors and the Management of Salini Impregilo is aware, there have been no significant changes in facts or circumstances that would require significant changes to the data and information considered in conducting our analysis and/or which could have significant impacts on the market value of the Company's shares.

5 CRITERION PROPOSED BY THE BOARD OF DIRECTORS FOR DETERMINING THE ISSUE PRICE OF THE SHARES

As previously mentioned, and as stated in the Director's Report, the Board of Directors of Salini Impregilo on 16 June 2014 resolved to initiate a process of bookbuilding for an offering of ordinary shares to qualified investors in Italy and institutional investors outside Italy, which also includes the exercise of the Delegated Power, through a share capital increase against payment for a maximum nominal amount of €50,000,000.00, with share premium, if any, through the issue of a maximum of 44,740,000 new ordinary shares, with exclusion of the option right for shareholders pursuant to Article 2441.4, part two, of the Italian Civil Code.

In order to identify criteria for determining the price which are best suited to compliance with the requirements established in Article 2441.4, second sentence, of the Italian Civil Code, the Board of Directors deemed it important to refer to market practices for transactions carried out in Europe that are equivalent to the transaction proposed.

In particular, the Directors' Report states that: *The examination of transactions reserved for qualified investors in Italy and institutional investors outside Italy, carried out through bookbuilding, shows that, in such cases the price at which the target investors express their willingness to cover the entire offering is of great importance. The offering price set on completion of collection of buy orders and the bookbuilding, supported by the marketing activities by the management, is thus the main indicator for setting the price within the offering.*"

In that sense, the Board of Directors deemed that the average weighted price for trading volumes formed on the stock market on the days the bookbuilding is conducted, up to the time the offering price is set ("Weighted Average Price") can be considered the reference parameter to be used to identify the market value for determining the pricing for placement of the shares as part of the offering in question.

The Directors' Report also noted that, though the method of placement through bookbuilding of approximately 4 days was deemed preferable, as it could reduce the risk of fluctuation in the price of the Salini Impregilo share, investors that participate in the offering take that circumstance into account when identifying the price at which they are willing to subscribe the shares being placed, as it is strictly linked to the scope of the transaction, the volatility of the share and the average trading volumes.

The Average Weighted Price is determined by dividing the value traded (obtained by adding the products of price and volume of each single transaction executed) during the reference period by the total volume traded during the same time period, as identified on the "VAP", "VWAP" or "AQR" pages of Bloomberg. The price at which the recipients of the offering are willing to subscribe the newly issued shares is usually represented by Average Adjusted Weighted Price following the application of a discount that takes account of the following variables, which are usually considered by investors in determining the price at which they are willing to participate in an offering:

- (i) liquidity of the shares, both in absolute terms and in relation to the Company's share float;
- (ii) volatility of the shares, also specifically referring to the characteristics and scope of the transaction;
- (iii) recent evolution of the shares (including trading days where investors are educated by research analysts, as well as when bookbuilding is carried out);
- (iv) scope of the offering (in absolute terms, in relation to the liquidity of the shares as above, and compared with previous similar offerings);
- (v) market conditions at the time of the offering;
- (vi) expectations concerning the Issuer's future performance. In the case in question, these should be considered as correlated to the comfort provided by the use of multiples for comparable transactions, the valuations of recent corporate transactions (though considering the changes resulting from them) and the assessments resulting from the use of the recent business plan.

The Directors note that, among the parameters, the following must be specifically considered at the time of determining the offering price:

- Trading volumes: the daily trading volumes recorded by the share amount to approximately 401,532 shares (average of the period from 19 May 2014 to 20 June 2014, 2:00 pm), and 493,845 shares (average of the period from 19 March 2014 to 20 June 2014, 2:00 pm).
- Volatility: the 30-day historical volatility amounts to 23.4% (on 20 June 2014, 2:00 pm, source: Bloomberg); the 180-day historical volatility is 29.2%.

The Board of Directors' analysed equivalent placement transactions with bookbuilding, also by analysing market data produced by leading international advisors in the financial sector. This showed that offerings concluded with a (discount)/premium of between (14.7)% and 0.1%, with an average of (4.7)% compared to the closing price on the last day of bookbuilding and with a (discount)/premium of between (21.7)% and 0.6% with an average of (8.0)% compared to the closing price prior to the start of bookbuilding. An analysis was also conducted of offerings of existing and newly issued shares (and thus capital increases with exclusion of the option right) placed through accelerated bookbuilding on one single day, carried out in Europe during the last few years, which showed that the discount at which they were closed was between (13.1)% and 0.0%, with an average of (5.4)%.

In light of these above, the Board of Directors deemed it suitable, for the purposes of Article 2441.4, part two, of the Italian Civil Code, for the subscription price, including share premium – for offering the new shares of Salini Impregilo, without par value and with regular dividend entitlement, to be issued in execution of the capital increase resolved by the Board in the meeting of 16 June 2014 – to be set taking account of the average weighted price for the trading volumes on the days of bookbuilding, adjusted, if necessary, by a discount of up to 5%.

6 WORK PERFORMED

For the purpose of carrying out our assignment, we performed the following activities:

- a) analysis of the documentation listed in point 4 above;
- b) critical examination of the Directors' Report, as well as the drafts of the document already provided to us in the days prior to the delivery date of the final version of the Director's Report;
- c) analysis, based on discussions with the Company management and its advisors, of the work carried out to identify the criterion for determining the issue price of the shares;
- d) performance of the assessments and analyses considered in the case in question to verify that said criterion is technically suitable, in the specific circumstances, in terms of reasonableness and lack of arbitrariness, to determine an issue price of the shares that is consistent with the market value;
- e) verification that the reasons indicated by the Board of Directors regarding the selection of said criterion are complete and non-contradictory;
- f) analysis of the stock market prices of the Company's shares in the periods prior to the resolution, up to the issue date of this report, and recording of other information such as, for example, characteristics of the share float, volatility and average daily volumes traded (source: Bloomberg);

- g) with regard to the discount, discussion with the Company and its advisors about the process adopted and the evaluations made for its determination;
- h) critical examination of the recent company research studies produced by financial analysts in documents such as brokers reports;
- i) obtaining the certification that, as far as the Management of the Company is aware, there have been no significant changes to the information used in conducting our analysis which could have an effect on the market value of the Company's shares.

7 COMMENTS AND CLARIFICATIONS ON THE SUITABILITY OF THE CRITERION FOR DETERMINING THE ISSUING PRICE OF THE SHARES

The Directors' Report illustrates the share capital increase in question and describes the reasons underlying the methodological choices made by the Directors and the approach adopted to identify the criterion, as well as the related application methods, to be used to determine the issue price of the shares. In this regard, we noted the following:

- considering that Salini Impregilo is a company with shares listed on regulated markets, reference to the stock market prices selected by the Directors appears to be fully consistent with the need to identify an issue price of the shares that is consistent with their market value. In an efficient market, stock market prices generally express the value attributed by the market to the shares being traded. As a result, they provide significant indications of the value of the company the shares are issued by, as they reflect the information available to analysts and investors, as well as their expectations concerning the company's economic and financial performance;
- the Directors' decision, in determining the issue price, to use a criterion based (i) on the identification of the average weighted price of ordinary shares of Salini Impregilo recorded over a period of time near the execution date of the capital increase, as well as (ii) on the possible application of a discount set at the maximum amount determined by the Directors in their Report, appears to be reasonable and not arbitrary, in these circumstances, also in light of market practice, the characteristics of the transaction, the methods envisaged for placement and the nature of the recipients of the placement;
- as regards the time frame considered for recording the stock market prices of ordinary shares of Salini Impregilo, the Directors chose to use the average weighted price of the security recorded on the Milan Stock Exchange in the four trading days of bookbuilding. In the case under review, considering the purposes and specific characteristics of the transaction, the criterion selected by the Directors is deemed suitable for identifying an issue price of the shares that expresses a "market value" of the Company that is updated as much as possible, in accordance with academic commentary, not only at the time of the resolution of the share capital increase by the Board of Directors, but, above all, during its subsequent execution, planned immediately following the setting of the issue price and, in any event, within the current month of June.

The methodological choice made by the Board of Directors, which is in line with consolidated national and international market practice for issues of this type, specifically targeted to institutional investors, thus appears reasonable and not arbitrary, in these circumstances;

- the Directors' use of average market values found during several trading days minimises the risks deriving from significant short-term fluctuations in stock market prices, and appears to be consistent with the positions taken in the academic commentary expressed on the issue to date. Therefore, without prejudice to the elasticity of the parameter of market value, which led the leading academic commentary to flexibly interpret the requirement that the issue price match the market value, it must be noted that, also according to interpretative commentary, for companies with limited share float, such as Salini Impregilo, currently, in general, it is possible that the time frame for recording the average stock market prices for determining the issue price could be expanded. Nonetheless, in the case in question, the decision made by the Directors is strictly connected to the specific characteristics of the transaction and the recipients of placement through the bookbuilding process, as well as being consistent with national and international market practice (in which, as is known, bookbuilding transactions are common - and the related pricing of the financial instruments placed - that are accelerated, i.e. carried out on one single trading day);
- the Directors' decision to use a weighted average instead of an arithmetical average for the volumes traded is fully supported by market practice. As also mentioned in interpretative commentary, this calculation process results in an average value that takes account of the "significance" of prices in different transactions, assigning greater weight to prices formed for greater trading volumes. Therefore, the Directors' decision to use weighted averages for the volumes is also reasonable and not arbitrary, in the circumstances;
- as regards the application of the discount decided by the Directors, it is important to note that the interpretation of Article 2441.4, second sentence, of the Italian Civil Code and the reference to "market value" made therein, while generally implying a reference to stock market prices, does not rule out the applicability of adjustments to those prices, if necessary. In this regard, existing interpretative commentary, supported by the experience that can be commonly found on Italian and European markets, tends to consider that the "*consistency between the issue price of the shares and the market value*" should not be understood as exact or absolute equivalence between these amounts. It is recognised that the issue price may slightly deviate from the market value, as seen in the stock market averages, for example, as a result of the application of a discount on the current market price, also considering the terms of the offering, when this is exclusively targeted to institutional investors.

In that regard, the use of the discount by the Directors in identifying the issue price appears reasonable and not arbitrary, in the circumstances, and is justified in the Report;

- specifically, as noted by the Directors in their Report, as part of the bookbuilding, institutional investors determine the price at which they are willing to participate in the offering by analysing a set of parameters, including the liquidity, volatility and recent performance of the share, the scope of the offering, and the market conditions at the time of the offering, as well as the expectations of investors on the issuer's future performance. By applying a discount within the maximum amount set, the Directors can thus adjust the average weighted price of ordinary shares of Salini Impregilo found on the days of bookbuilding to take account of the above variables and identify an accurate issue price at which the parties interested in the offering are willing to subscribe the newly issued securities;
- with regard to determining the maximum amount of this discount, the Directors conducted specific analyses, also by processing market data produced by international advisors in the financial sector, on a significant sample of similar transactions found on the European markets in a sufficiently large period of time. The conclusions reached by the Directors, which led to the determination of a maximum possible discount applicable in the case in question of 5 %, are thus, in the circumstances, consistent with practice, reasonable and not arbitrary;
- in these circumstances, the Board of Directors did not apply control methods over the method of stock market listing, possibly adjusted by the application of a discount. This decision appears to be attributable to the fact that, for a capital increase with exclusion of the option right pursuant to Article 2441.4, second sentence, of the Italian Civil Code, the method based on stock market prices is generally considered suitable per se to reflect the "market value" of the company in accordance with the aforementioned regulation. This decision of the Board of Directors thus appears to be in line with the positions expressed in the academic commentary and what can be found in practice for similar transactions.

8 SPECIFIC LIMITS AND OTHER SIGNIFICANT ASPECTS THAT AROSE IN CARRYING OUT THIS ASSIGNMENT

- i) As regards the main difficulties and limits found in carrying out this assignment, we note the following:
 - the proposed share capital increase subject of this report – having identified the maximum number of shares which shall be issued in compliance with the statutory limit of 10% of existing capital – indicates, illustrates and justifies solely the criterion that the Directors must comply with in determining the issue price of the shares. Therefore, this report does not cover the matching of the market value to the issue price of the shares, which has not yet been set by the Board of Directors.

This report solely covers the adequacy, in terms of reasonableness and lack of arbitrariness, of the criteria proposed by the Directors for the determination of an issue price of the shares that is consistent with their market value. The Board of Directors of Salini Impregilo shall thus determine the exact issue price of the shares following acquisition of this report of the independent auditors on the reasonableness and lack of arbitrariness of the criteria identified by that management body;

- the valuations based on methods that use market variables and parameters, such as the stock market price method, are subject to the trends in the financial markets. The trends in the Italian and international financial and stock markets have shown a tendency towards significant fluctuations over time, especially in relation to the uncertainty of the general economic situation. The trend in the securities may also be influenced by speculative pressures, both upwards and downwards, completely unrelated to the economic and financial prospects of the individual companies. The application of the stock market price method, as the method selected by the Directors, may identify values that differ, to a greater or lesser extent, from each other, depending on the time the valuation is conducted.
- ii) It is important to also note the following significant aspects:
- as noted in paragraph 2 above, in pursuing the goal of expanding the Company's share float, on 16 June 2014 the Board of Directors of the majority shareholder Salini Costruttori resolved to make an offer – in conjunction with the offer for subscription made by the Company – for sale of the shares of Salini Impregilo. Accordingly, as part of the placement of the maximum of 44,740,000 ordinary shares resulting from the capital increase covered by this report (equal to no more than 10% of the total Salini Impregilo shares currently outstanding) and through the same technique of bookbuilding, Salini Costruttori will offer for sale an additional maximum of 100,000,000 ordinary shares, without par value and with regular dividend entitlement (equal to approximately 22.4% of total ordinary shares of Salini Impregilo currently outstanding). Salini Costruttori also granted the Banks an over-allotment option, i.e., an option to be exercised by a set date, to purchase, at the same offering price, additional ordinary shares of Salini Impregilo up to a maximum of 14,474,000 ordinary shares of Salini Impregilo, to be allocated with recipients of the offering in the event that such recipients request a number of shares exceeding the quantity allocated to them. The fact that the offer for subscription of the shares resulting from the capital increase is being made in conjunction with the offer for sale of additional shares by the majority shareholder, and the resulting restoration of a higher level of share float, in principle, could have an impact on the valuations by potential investors during the bookbuilding;

- the scope of our work does not include any considerations regarding the Directors' determination of the structure of the transaction, including legal and valuation aspects in the context of the Company's goals, the related legal and regulatory obligations or the timing for launch and execution of the transaction;
- there is no time period of restricted availability of the newly issued securities, which will be subscribed by institutional investors, with the resulting full rights of the investors to reallocate the securities on the market. According to the information communicated by the Company to the market in its press release of 16 June 2014, save for specific exemptions, in relation to the offering, Salini Impregilo and its parent company Salini Costruttori have undertaken lock up commitments of 180 days and 360 days, respectively.

9 CONCLUSIONS

Given the above, based on the documentation examined and the procedures described, considering the nature and scope of our work indicated in this report, and without prejudice to that set forth in paragraph 8 above, we believe that the criterion identified by the Directors is adequate, as in the circumstances it is reasonable and not arbitrary, for determining an issue price of the shares corresponding to their market value at the time of execution of the capital increase.

Milan, 20 June 2014

PricewaterhouseCoopers S.p.A.



Andrea Brivio
(Independent Auditor)

Annex "C" TO FILE NO. 10.960/5.645
SALINI IMPREGILO S.p.A.
Registered office in Milan, Via dei Missaglia no. 97
Share capital €718,364,456.72
Tax code and Company Registration No. 00830660155

BYLAWS

NAME=CORPORATE PURPOSE=REGISTERED OFFICE=DURATION

1) A Joint Stock Company is incorporated under the name of:

"SALINI IMPREGILO S.p.A."

2) The Company corporate purpose is the construction, on its own behalf and on behalf of third parties, of roads, port facilities, hydraulic projects, hydroelectric power plants, buildings and railway systems and, in general, any type of structure in the civil engineering field in Italy and abroad.

The Company may undertake and perform any and all commercial, industrial, financial, moveable and real property transactions and business deemed necessary and useful to achieve the corporate purpose, including study, design and consultancy in the sectors in which the company operates.

The Company may directly and/or indirectly hold interests and equity investments in other companies or enterprises with a corporate purpose similar or related to or connected with its own.

The Company may grant endorsements, guarantees and security, including real security, also on third-party debts.

3) The Company registered office is in Milan.

The Company may open administrative or technical offices, as well as secondary offices, other offices, agencies or representative offices in Italy and abroad.

4) With reference to their relations with the Company, the domicile of Shareholders, Directors, Statutory Auditors and the independent auditor – including, if available, their personal telephone and fax numbers and e-mail addresses – shall be the one listed in the Company's records. The Shareholder, Director, Statutory Auditor and independent auditor are responsible for notifying their domicile for registration in the Company's records, and for notifying any changes.

5) The duration of the Company is until 31 December 2050.

This duration may be extended one or more times by resolution of the shareholders' meeting.

SHARE CAPITAL = Bonds

6) The Company's share capital amounts to €718,364,456.72, split into 449,048,182 shares, including 447,432,691 ordinary shares and 1,615,491 savings shares.

7) By resolution of the shareholders' meeting, the share capital may be increased by issuing new shares, including shares with rights different from those of the shares already issued.

The resolution on the share capital increase, passed with the majorities pursuant to Articles 2368 and 2369 of the Italian Civil Code, may exclude the option right within the limits of 10% of the existing share capital, provided the issue price is consistent with the market value of the shares, as confirmed by a specific report written by the independent auditors.

The shareholders' meeting has the power to resolve the issue of bonds, setting the relevant regulations. The Extraordinary Shareholders' Meeting held on 12 September, 2013, resolved to grant the Board of Directors, pursuant to Article 2443 of the Italian Civil Code, the power to increase the share capital against payment, on one or more occasions, also in tranches, before 11 September 2018 pursuant to Article 2439 of the Italian Civil Code, with the exclusion of the option right pursuant to paragraph 4, second sentence of the Italian Civil Code, through the issuance, also on one or more occasions, of a number of ordinary and/or savings shares no greater than 10% of the total number of Salini Impregilo shares outstanding on the date that the delegated power is exercised, and in any event by a nominal amount no greater than €50,000,000.00 (fifty million), with the possibility of also establishing a share premium. For the purpose of exercising the above-mentioned powers conferred, the Board of Directors is also granted all powers to (a) determine, for each tranche, the number of shares, the issue price per share (including any share premium) and the dividend rights of the ordinary and/or savings shares, subject only to the limitations set forth in paragraph 4.2 of Article 2441 and/or Article 2438 and/or paragraph 5 of Article 2346 of the Italian Civil Code, on the understanding that the above-mentioned issue price may be lower than the pre-existing book value of the shares, legal restrictions notwithstanding; (b) set the deadline for subscription of the Company's ordinary and/or savings shares; and (c) implement the delegated powers mentioned above including, but not limited to, those necessary to make the pertinent and required amendments to the Bylaws that may be necessary on each occasion.

The Extraordinary Shareholders' Meeting held on 12 September 2013 also resolved to grant the following powers to the Board of Directors:

(i) Pursuant to Article 2443 of the Italian Civil Code, to increase the share capital against payment, on one or more occasions, also in tranches, before 11 September 2018 pursuant to Article 2439 of the Italian Civil Code, by a maximum nominal amount of €100,000,000.00 (one hundred million), with the option to set a premium, through the issue of ordinary and/or savings shares, which may have cum warrants (which entitle their holders, at the Board's discretion, to receive ordinary and/or savings shares and/or bonds or convertible bonds issued by the Board in exercise of a delegated power, either as a bonus or against payment, also from a new issue) to be offered to those entitled, with the exclusion or limitation – in full or in part – of the option right pursuant to paragraphs 4.1, 5 and 8 of Article 2441 of the Italian Civil Code, also to service:

(1) the exercise of the above-mentioned cum warrants; and/or

(2) convertible bonds (cum warrants if applicable) also issued under a delegated power pursuant to Article 2420-ter of the Italian Civil Code; and/or

(3) warrants (conveying the right to receive ordinary and/or savings shares and/or convertible bonds of the company issued by the Board itself to exercise a delegated power, either as a bonus or against payment, from a new issue) added to bonds issued pursuant to Article 2410 of the Italian Civil Code and/or convertible bonds issued also under a delegated power pursuant to Article 2420-ter of the Italian Civil Code and/or independently.

For the purpose of exercising the above-mentioned delegated power, the Board of Directors is also granted all powers to (a) determine for each tranche, the number of shares, the issue price per share (including any share premium) and the dividend rights of the ordinary and/or savings shares which may have cum warrants to be issued from time to time, subject only to the limitations set forth in Article 2438 and/or paragraph 5 of Article 2346 of the Italian Civil Code; (b) determine the deadline for subscription of the Company's ordinary and/or savings shares; (c) determine the number, procedures, terms and conditions and all other characteristics (including the allocation and conversion ratios and, if applicable, the exercise price) and the corresponding rules for any warrants issued in the exercise of this delegated power; (d) carry out all of the activities that may be necessary or appropriate to secure the listing on regulated markets in Italy or abroad of the warrants issued in the exercise of this delegated power, to be exercised at the Board's discretion for the entire duration of the warrants taking into account market conditions; and (e) implement the delegated powers mentioned above including, but not limited to those necessary to make the pertinent and required amendments to the Bylaws that may be necessary from time to time.

(ii) Pursuant to Article 2420-ter of the Italian Civil Code, to issue convertible bonds, which may also have cum warrants (which entitle their holders, at the Board's discretion, to receive ordinary and/or savings shares and/or bonds or convertible bonds issued by the Board itself to exercise a delegated power, either as a bonus or against payment, also from a new issue), on one or more occasions, and in tranches, before 11 September 2018, to be offered to those entitled, with the exclusion or limitation – in full or in part – of the option right pursuant to paragraphs 4.1, 5 and/or 8 of Article 2441 of the Italian Civil Code, up to a maximum of €100,000,000.00 (one hundred million).

For the purpose of exercising the above-mentioned delegated power, the Board of Directors is also granted all powers to (a) establish for each tranche, the number, issue price and the dividend rights of the convertible bonds (also cum warrants having the same characteristics as above) to be issued, and the number of financial instruments allocated to service the conversion or exercise of the bonds, subject only to the limits set forth in Article 2412 and/or Article 2420-bis of the Italian Civil Code, as applicable, and to allow the exercise of any warrants attached to the bonds; (b) establish the procedures, terms and conditions for conversion or exercise (including the allocation and conversion ratios and, if applicable, the exercise price and any share premium for the shares that need to be issued for that purpose) and all other characteristics and the rules governing the convertible bonds (possibly with cum warrants having the same characteristics as above); (c) establish the number, procedures, terms and conditions and all other characteristics (including the allocation and conversion ratios and, if applicable, the exercise price and any share premium for shares that need to be issued for such purpose) and the corresponding rules for any warrants attached to the bonds in question; (d) carry out all of the activities that may be necessary or appropriate to secure the listing on regulated markets in Italy or abroad of the warrants in the exercise of this delegated power, to be exercised at the Board's discretion for the entire duration of the warrants, taking into account market conditions; and (e) implement the delegated powers mentioned above including, but not limited to those necessary to make the pertinent and required amendments to the Bylaws that may be necessary from time to time.

For the resolutions adopted by the Board of Directors to implement the above delegated powers pursuant to Articles 2443 and/or 2420-ter of the Italian Civil Code, the Board of Directors shall comply with the following criteria:

(A) The issue price, including any share premium, of the new ordinary and/or savings shares to be issued, on one or more occasions – in implementation of the delegated powers pursuant to Article 2443 of the Italian Civil Code (or to each tranches), including for use in connection with warrants and/or compensation plans based on the award of financial instruments, pursuant to Article 114-bis of Legislative Decree no. 58 of 1998 and/or the conversion of convertible bonds (including cum warrants) issued to implement the delegated powers pursuant to Article 420-ter of the Italian Civil Code (or to each of their tranches) – shall be determined by the Board of Directors taking into account, inter alia, the equity, the conditions prevailing in the financial markets at the time the transaction is actually launched, and the Salini Impregilo share stock market prices, as well as the application of a possible discount in line with market practice for similar transactions. The issue price may be lower than the pre-existing book value of the shares, subject to the formalities and limits referred to in paragraphs 4, 5 and 6 of Article 2441 of the Italian Civil Code, where applicable.

(B) For resolutions concerning compensation plans pursuant to Article 114-bis of Legislative Decree no. 58 of 1998, based on the award of financial instruments, the unit subscription price (including any share premium) of the Issuer's ordinary shares, including the shares into which the above-mentioned financial instruments may be convertible or exercisable, will be determined at the time the options are awarded, taking into account the exercise price of the plan's options and the plan's regulations, without prejudice to the formalities and limits referred to paragraphs 4.1, 5 and 6 of Article 2441 of the Italian Civil Code, where applicable.

(C) For resolutions pursuant to paragraph 4.1 and/or paragraph 5 of Article 2441 of the Italian Civil Code, the option rights may be excluded or limited when such exclusion or limitation appears – even only reasonably – more beneficial to the company's interest, on the understanding that, in any case, for the purposes of the requirements of paragraph 6 of Article 2441 of the Italian Civil Code, by virtue of the reference cited in paragraph 1 of Article 2443 of the Italian Civil Code:

(1) the exclusion of the option right of Shareholders pursuant to paragraph 4 of Article 2441 of the Italian Civil Code will be allowed only if the newly issued shares are paid for through the contribution, by third parties, of business operations, companies or physical plant functionally organized to carry out activities consistent with the Company's corporate purpose, as well as receivables, equity investments, listed and unlisted financial instruments, and/or other assets that the Board of Directors believes to be instrumental for the pursuit of the corporate purpose;

(2) the exclusion or limitation of the option right pursuant to paragraph 5 of Article 2441 of the Italian Civil Code will only be allowed if the newly issued shares are offered for subscription to qualified parties, such as banks, institutions, finance companies, investment funds or operators who engage in activities in line with and/or functional to those of Salini Impregilo S.p.A. and/or have a purpose similar or related to that of the Company or otherwise functional to the development of the Company's activity.

In any event, the sum of the nominal amount of the share capital increase approved in the exercise of the delegated powers referred to in (i) above, and the amount of the convertible bonds issued in the exercise of the delegated powers referred to in (ii) above, shall not exceed the total maximum nominal amount of €100,000,000.00 (one hundred million). Likewise, the sum of the nominal amount of the share capital increase approved in the exercise of the delegated powers referred to in (i) above and the total nominal amount of the share capital increase carried out to allow the conversion of the convertible bonds issued in the exercise of the delegated powers referred to in (ii) above, and/or the exercise of any warrants issued in the exercise of such delegated powers, shall not in any event exceed the total maximum nominal amount of €100,000,000.00.

On 20 June 2014, in execution of the delegated power above, the Board of Directors resolved as follows: (a) to increase the Company's share capital, in tranches, pursuant to Article 2439 of the Italian Civil Code, against payment, with exclusion of the option right pursuant to Article 2441.4, part two, of the Italian Civil Code, for a nominal amount of a maximum of €44,740,000.00 in addition to a share premium of a maximum of €120,798,000.00 through the issue of a maximum of 44,740,000.00 new ordinary shares of Salini Impregilo without par value.

(8) Savings shares issued according to law do not have voting rights, have priority in the distribution of dividends and the repayment of capital, and have the characteristics set out in this Article, in Article 32, and, for matters not contemplated therein, in law.

Savings shares may be bearer shares, subject to Article 2354.2 of the Italian Civil Code. Upon the request of shareholders and at their expense, the shares can be converted into registered shares and vice versa.

Savings shares held by directors, statutory auditors and general managers are registered.

Except when the company's Bylaws or relevant legislation provide for otherwise, savings shares give the holders the same rights as those of ordinary shares.

Holders of savings shares do not have the right to attend the Company's shareholders' meetings or to request that they be called.

Special meetings of savings shareholders shall be governed by the provisions of law.

When reserves are distributed, the savings shares have the same rights as ordinary shares. Upon dissolution of the company, savings shares bear preference rights to capital repayment, up to €5.2 per share. In the event of stock splits or reverse stock splits (as in the case of share capital transactions, when it is necessary to keep the rights of savings shareholders unchanged with respect to a situation where shares have a par value), the above fixed amount shall be adjusted accordingly.

A decrease in share capital due to losses shall have no effect on the savings shares, except for the portion of losses that cannot be covered with the portion of share capital represented by the other shares.

In order to ensure that the common representative of savings shareholders receives adequate information about Company transactions that could have an impact on the price of savings shares, the Company's legal representatives shall promptly send the common representative any information concerning such transactions.

If the common or savings shares are delisted, the savings shares shall maintain unchanged all of the characteristics and rights provided by law and these Bylaws.

(9) The shareholders' meeting may resolve a share capital reduction, which may take the form of allocation to shareholders of specific company assets or shares or stakes in other companies or enterprises in which the Company has an interest.

RIGHT OF WITHDRAWAL

(10) The right of withdrawal may be exercised by shareholders in the cases allowed by law.

However, shareholders who did not vote to approve resolutions extending the Company's duration shall not have a right of withdrawal.

Shareholders wishing to exercise the right of withdrawal shall give notice thereof to the Board of Directors and the Board of Statutory Auditors by registered letter with notice of receipt, and for the withdrawal shall place the shares for which they intend to exercise the withdrawal in a restricted account with an authorised intermediary.

The registered letter must be sent to the above mentioned Boards within 15 days from the date of registration of the resolution ratifying the withdrawal in the Register of Companies or, should the reason justifying the withdrawal be different from a resolution, within 30 days from the date when the withdrawing shareholder demonstrates they became aware of the fact justifying withdrawal.

The Directors shall immediately record the receipt of the notification of withdrawal in the shareholder ledger.

The right of withdrawal shall be effective for the Company from the fifteenth day after the date of receipt of the last registered letter with notice of receipt sent by the withdrawing shareholder, in compliance with the third paragraph of this Article, subject to the last paragraph of Article 2437 bis of the Italian Civil Code.

SHAREHOLDERS' MEETING

(11) The duly constituted shareholders' meeting represents all shareholders and its resolutions, adopted according

to law and the Bylaws, are binding for all shareholders, even if dissenting or absent.

(12) Shareholders' meetings may be called in Italy in a place other than the registered office. Ordinary meetings shall be called every year within one hundred and twenty days of the reporting date and, at the very latest, within one hundred and eighty days if the legal conditions for doing so are met. Ordinary and extraordinary meetings shall be called whenever the Board of Directors deems it suitable and when required by law. The Shareholders' Meeting shall also pass the authorising resolutions required by the procedures for related-party transactions adopted by the Company, including resolutions passed with the simplified methods permitted by current laws and regulations in urgent cases.

(13) Each ordinary share gives the right to one vote.

(14) Each holder of a right to vote who is eligible to attend a Shareholders' Meeting can be represented at the Shareholders' Meeting by means of a written proxy given to another party, pursuant to law.

The Chairman of the Shareholders' Meeting shall be responsible for verifying the validity of the proxies and the rights of those present to attend the Meeting.

The Company, in exercise of the option provided for by law, does not appoint the representative pursuant to Article 135-undecies of Legislative Decree no. 58 of 24 February, 1998, unless the Board of Directors, for a specific shareholders' meeting, has resolved to make such appointment, notifying this in the notice calling the related shareholders' meeting.

(15) Ordinary and extraordinary shareholders' meetings shall be constituted and pass resolutions according to law. Appointments of the members of the Board of Directors and the Board of Auditors shall be made according to the provisions of Article 20 and Article 29 respectively.

(16) Shareholders' meetings shall be called through publication of a notice containing the information required by applicable regulations, within the times set by law:

- on the Company's Internet site;
- in the Official Gazette of the Italian Republic or the Corriere della Sera newspaper, when required by a compulsory order or so decided by the Board of Directors;
- in any other manner required by the laws and regulations in effect at any given time.

The notice may indicate the day of a second call or of any subsequent calls.

The admittance document issued for the first call is also valid for the subsequent calls.

The Board of Directors may nonetheless decide, if it deems it appropriate and by giving express indication of this in the notice of call, that the ordinary and extraordinary shareholders' meeting are to be held in a single call.

Shareholders may notify the company of their proxies by sending the document to the e-mail address indicated in the notice.

(17) The Shareholders' Meeting shall be chaired by the Chairman of the Board of Directors or, in his absence, by one of the Deputy Chairmen.

If this is not possible, the meeting shall appoint a chairman from among the directors or shareholders present.

(18) The Chairman of the Shareholders' Meeting shall have full powers to verify the eligibility of holders of voting rights to attend the meeting and, more specifically, the validity of proxies, so as to ascertain whether the meeting is duly convened and with the required quorum, as well as the power to manage and govern the proceedings and establish the voting procedures.

The Shareholders' Meeting shall appoint a Secretary, who need not be a Shareholder, and, if it deems it necessary, appoint two vote-counters among Shareholders and Statutory Auditors.

(19) The resolutions of the Shareholders' Meeting shall be recorded in minutes entered in a special register signed by the Chairman, the Secretary and the vote-counters, if appointed.

The minutes of the Shareholders' Meeting, if drawn up by a notary public, shall be subsequently recorded in the aforementioned register.

MANAGEMENT=REPRESENTATION

(20) The Company is managed by a Board of Directors consisting of fifteen members.

The candidates that meet the requirements set by the legislation and regulations in force at the time of their appointment may accept such appointment.

Directors are elected using lists submitted by the shareholders that comply with the applicable legislation on gender equality, according to the procedures detailed below, in which the candidates are listed in numeric sequence.

In order to be valid, each list includes at least two candidates that meet the independence requirements established by law. They are shown separately and one of the two heads the list.

The lists shall be deposited at the Issuer's registered office at least twenty-five days before the date of first call of the shareholders' meeting, as detailed in the notice calling the meeting.

Each individual shareholder, shareholders who are parties to significant shareholder agreements pursuant to Article 122 of Legislative Decree no. 58/1998 of February, the parent, subsidiaries and jointly controlled entities pursuant to Article 93 of Legislative Decree No. of 58/1998 February cannot submit or participate in the submission of more than one list, either directly or through a third party or a nominee, nor can they vote for more than one list, either directly or through a third party or a nominee. Moreover, each candidate may only be present in one list in order to be eligible. Acceptances or votes breaching such prohibition shall not be assigned to any list.

Lists may be filed only by shareholders who, alone or together with other shareholders, hold shares representing in the aggregate at least 2% of the share capital with the right to vote at Ordinary Shareholders' Meetings, or a lower percentage that may be required pursuant to mandatory provisions of laws or regulations.

Together with each list and within the respective time limits stated above, the shareholders must file: (i) statements whereby each candidate accepts their candidature and states, under their own responsibility, that there are no reasons for their ineligibility or incompatibility and that they meet the requirements for the respective offices; (ii) a

professional and personal profile of each candidate and mention of whether they qualify as independent and any offices held as director or statutory auditor in other companies; and (iii) any other information that is requested in the notice calling the shareholders' meeting and required under the applicable law or regulations.

A certificate issued by a legally-authorized intermediary must also be filed, within the time limit established in the rules governing the publication of lists by the Company, showing ownership of the number of shares necessary to submit lists at the date of filing of the list with the Company.

Lists that contain three or more candidates must be comprised of candidates of both genders, so that the gender with fewer representatives has at least one fifth (on the first term of office starting after August 12, 2012) and then one-third (rounded up) of the candidates.

Lists submitted that do not meet the above requirements will be treated as not having been submitted.

The following procedure is carried out to elect the directors:

a) If at least one list obtains a number of votes representing at least 29% of the Company's share capital entitled to vote at Ordinary Shareholders' Meetings, 14 elected Directors shall be drawn from the list that received the highest number of votes, in the numerical sequence in which they are listed on the list, while 1 Director shall be drawn from the minority list that received the highest number of votes and is not connected in any way, directly or indirectly, with the shareholders who filed or voted for the list that received the highest number of votes. If the first two lists receive the same number of votes, 7 Directors shall be drawn from each of the said lists, in the numerical sequence in which they are listed on the lists, while 1 Director shall be drawn from the list that obtained the third-highest number of votes and is not connected in any way, directly or indirectly, with the shareholders who filed or voted for the lists that received the highest number of votes. If only two lists are submitted, the oldest candidate among those not already drawn from the first two lists shall be elected as the 15th Director;

b) If none of the lists receives votes equal to at least 29% of the share capital with voting rights at ordinary shareholders' meetings, the 15 directors are taken from all the lists submitted as follows: the votes received by the lists will be divided successively by progressive whole numbers from one to fifteen. The resulting scores shall be assigned to the candidates of each list in consecutive order using the order in which they are included in the lists. The candidates are then included in a single decreasing order list, based on the scores given to each one. Those with the highest score are elected. If more than one candidate has the same score, the one from the list that has not had any director elected from it or has had the smallest number of directors elected is taken.

Lists that do not obtain a vote percentage equal to at least half that set by the Bylaws for the submission of lists shall not be considered.

Should the election of candidates using the above methods not ensure composition of the Board of Directors in accordance with the applicable legislation on gender equality, the candidate of the gender most represented elected last in consecutive order from the list that received most votes shall be replaced by the first candidate of the less represented gender not elected from the same list in sequential order. This replacement procedure shall be continued until the Board of Directors composition complies with the applicable legislation on gender equality. If this procedure does not produce this result, substitution shall take place on the basis of a resolution adopted by a relative majority of the Shareholders' Meeting, after candidates of the gender with lower representation are placed in nomination.

Should no list be filed or accepted, the Shareholders' Meeting shall adopt resolutions with the majorities required by law, without complying with the above-mentioned procedure, in order in any case to ensure the presence of the necessary number of Directors who meet the independence requirements prescribed by law and compliance with the applicable legislation on gender equality.

The list voting procedure is only used when an entire board is being appointed.

Should one or more directors leave their position during the year, in order to ensure that the majority of the board is always made up of directors appointed by the shareholders, the Board of Directors shall replace them pursuant to Article 2386 of the Italian Civil Code, appointing candidates from the list to which the former director belonged, in consecutive order, and who are still eligible and willing to accept the position. Directors who have left office are always replaced: (i) ensuring the presence of the necessary number of directors with the independence requirements established by law and (ii) in compliance with the applicable legislation on gender equality.

If the majority of Directors appointed by the Shareholders' Meeting cease to be in office, the remaining Directors shall be deemed to be no longer in office, effective as of the date when the Board of Directors is reconstituted through election by the Shareholders' Meeting.

Unless otherwise resolved by the Shareholders' Meeting, Directors are not subject to the veto referred to in Article 2390 of the Civil Code.

Board members are entitled to reimbursement of the expenses incurred for their office. The Shareholders' Meeting shall determine the remuneration due to the Board of Directors and may determine the manner of distribution among the Directors, if the remuneration is set as an aggregate amount.

The remuneration of Directors performing special functions shall be determined by the Board of Directors, after consulting the Board of Statutory Auditors.

(21) The Board of Directors elects a Chairman from among its members and, if necessary, one or two Deputy Chairmen who will replace the Chairman in the event of his absence or impediment.

The Board of Directors shall also elect a Secretary, who need not be a Board member.

In the absence of the Chairman, Deputy Chairmen and Secretary, for each meeting the Board shall appoint a Chairman and a Secretary from among its members.

(22) The Board shall meet at the Company's registered office or in any other place listed in the notice of call, on request of the Chairman or, in his absence, a Deputy Chairman, if appointed, or the Chief Executive Officer.

The meeting shall be called by written communication containing the agenda, which may be sent only by fax or e-mail to all Directors in office and to the Statutory Auditors, at least six days before the date set for the meeting, or at least one day in advance in urgent cases.

Meetings of the Board of Directors shall be called on written request of at least two Directors, to be sent, depending on the circumstances, to one of the parties mentioned in the first paragraph, with the list of the matters to be discussed.

Meetings of the Board of Directors may be also called by at least one member of the Board of Statutory Auditors, provided that the Chairman of the Board of Directors has been informed accordingly.

The meeting of the Board of Directors must be held within 10 days from receipt of the request.

Participation in and attendance at meetings of the Board of Directors may also take place from different locations, nearby or distant, by audio- and/or video-conference, as long as the board method and the principles of good faith and equality of treatment are observed. Specifically, it is necessary that:

(i) the Chairman be able to ascertain the identity and right to participate of those present, to moderate the proceedings, and to establish and announce the results of votes;

(ii) the person keeping the minutes be able to follow clearly the events being recorded;

(iii) the participants be able to be fully informed, to take part in the proceedings, and to simultaneously vote on the items on the agenda;

The Board meeting shall be deemed as held in the place where the Chairman and Secretary of the meeting are located to allow the minutes to be kept and to be signed by both of them.

At least every three months, Directors who have been assigned special powers shall report to the Board of Directors and to the Board of Statutory Auditors on their activity, and on the most significant transactions undertaken by the Company or its subsidiaries, pursuant to law.

These reports shall be made verbally at the meetings of the Board of Directors and the Executive Committee, or in written and/or verbal form and/or by telephone to the Chairman of the Board of Statutory Auditors when preferable in cases of particular urgency.

Directors must inform the other Directors and the Board of Statutory Auditors of any interest held directly or on behalf of a third party in a specific transaction, pursuant to law.

(23) To be valid, the resolutions of the Board of Directors require the presence of a majority of the Directors in office.

Resolutions are passed by an absolute majority of votes of those present.

(24) The Board of Directors is granted the widest powers, without exception, for the ordinary and extraordinary management of the Company and may perform all acts deemed appropriate for all the activities constituting the corporate purpose or instrumental to its achievement, with the sole exclusion of those reserved by law to the shareholders' meeting.

The Board of Directors may thus resolve to establish or close branches in Italy or abroad, reduce the share capital in the event of a shareholder withdrawal, amend the Bylaws to comply with changes in legislation, transfer the registered office within Italy, and carry out a merger by absorption of a wholly owned subsidiary or a company in which at least a 90% ownership stake is held, all of the above in compliance with the provisions of Articles 2505 and 2505 bis of the Italian Civil Code.

In compliance with the procedures for related-party transactions adopted by the Company, in urgent cases or in connection with business crisis situations, related-party transactions may be carried out using the simplified methods permitted by applicable regulations.

(25) The Board of Directors may delegate all or part of its powers (not reserved to it by law) to an executive committee consisting of a number of members of less than half the number of members of the Board of Directors, including the Chief Executive Officer, who shall act as Chairman of the Executive Committee.

The members of the Board of Auditors shall attend Executive Committee meetings, which may be called by the Committee's Chairman when deemed appropriate, or on request of another member of the Executive Committee or at least one Statutory Auditor.

The Board of Directors may also delegate part of its powers to one or more directors. It may also appoint managers and agents, who need not be members of the Board of Directors, and define their powers.

(26) The Board shall appoint, and remove from office, after consulting the Board of Statutory Auditors, a manager in charge of financial reporting, setting his term of office and fee. The candidates shall have at least three years' experience in: (a) administration and finance or administration and control or management duties with responsibility for financial, accounting and control matters, with companies that have a share capital of at least €2 million or consortia of companies with a total share capital of not less than €2 million; or (b) legal, economic or financial aspects closely related to the company's activities; or (c) management at a state body or public administration office active in the credit, financial or insurance sectors or in sectors closely related to that of the company.

Aspects and sectors closely related to the company's activities are those set out in the last paragraph of Article 29.

(27) The resolutions of the Board and the Committee shall be entered in special ledgers and the related minutes shall be signed by the Chairman and Secretary.

(28) The Chairman and the Chief Executive Officer separately or, in the absence or impediment of the Chairman, each of the Deputy Chairmen, if appointed, are the legal representatives of the Company and have the power to sign on its behalf in relations with third parties and in legal proceedings.

Subject to the above provision, the Board of Directors may grant legal representation and signing powers to other Board members.

BOARD OF STATUTORY AUDITORS

(29) The Shareholders' Meeting shall elect a Board of Auditors comprised of three Statutory Auditors and two Alternates.

The Statutory Auditors shall meet the requirements prescribed by law, these Bylaws and other applicable statutes.

Appointment of the Board of Statutory Auditors shall take place using lists submitted by the shareholders using the methods and within the timeframe set out below in accordance with the applicable legislation on gender equality. The candidates shall be listed in numerical sequence in each list. The lists have two sections: one for the candidate for the office of statutory auditor and one for the candidate for the office of alternate statutory auditor. They shall include at least one candidate for each position and may comprise up to a maximum of three candidates for the office of statutory auditor and up to two for the office of alternate auditor.

Lists submitted by the shareholders shall be filed at the company's registered office to be available for public consultation as indicated in the notice calling the shareholders' meeting. They shall be filed at least twenty-five days before the date of first call of the meeting, unless other mandatory terms are established by legislative and regulatory provisions.

Lists that have a total number of candidates of three or more must contain candidates of both genders, so that the gender with fewer representatives has at least one fifth (on the first term of office starting after 12 August 2012) and then one-third (rounded up) of the candidates to the office of Statutory Auditor, and at least one fifth (on the first term of office starting after 12 August 2012) and then one-third (rounded up) of the candidates to the office of Alternate Auditor.

Each individual shareholder, shareholders who are parties to significant shareholder agreements pursuant to Article 122 of Legislative Decree no. 58 of 24 February 1998, the parent, subsidiaries and jointly controlled entities pursuant to Article 93 of Legislative Decree No. 58 of 24 February 1998 cannot submit or participate in the submission of more than one list, either directly or through a third party or a nominee, nor can they vote for more than one list, either directly or through a third party or a nominee. Moreover, each candidate may only be present in one list in order to be eligible. Acceptances or votes breaching such prohibition shall not be assigned to any list.

List can only be submitted by shareholders that, either individually or together with other shareholders, own shares making up the percentage of share capital required for the submission of lists for candidate directors.

Together with each list the following documents shall be filed within the time limits specified above: (i) information about the identity of the shareholders submitting the list; (ii) statements whereby each candidate accepts their candidature and states, under their own responsibility, that there are no reasons for their ineligibility or incompatibility and that they meet requirements for the respective offices, including compliance with the maximum number of offices that can be held under the current law and regulations; (iii) a professional and personal profile of each candidate; and (iv) any other information required under the applicable law or regulations, which shall be listed in the notice calling the shareholders' meeting.

A certificate issued by a legally-authorized intermediary must also be filed, within the time limits established in the rules governing the publication of lists by the Company, showing ownership of the number of shares necessary to submit lists at the date of filing of the list with the Company.

Lists submitted that do not meet the above requirements will be treated as not having been submitted.

Candidates who are ineligible or incompatible or who do not meet the requirements established by the applicable laws and regulations or hold more offices than the maximum limits established in the applicable laws and regulations cannot be included in the lists.

The Statutory Auditors are elected as follows:

1. two Statutory Auditors and one Alternate Auditor are taken from the list that obtains the highest number of votes in the shareholders' meeting, according to the numerical sequence in which they are listed in the sections of the list;
2. the remaining Statutory Auditor and the remaining Alternate Auditor are taken from the list that receives the second highest number of votes and is submitted and voted by parties who are not connected, directly or indirectly, with the reference shareholders, pursuant to Article 148.2 of Legislative Decree no. 58 of 24 February 1998, according to the numerical sequence in which the candidates are listed in the sections of this list ("Minority list"). If two lists receive the same amount of votes, the elected candidates shall be taken from the list submitted by the shareholders holding the largest ownership stake or, subordinately, from the list submitted by the largest number of shareholders.

If the above method does not ensure the composition of the Board of Statutory Auditors in accordance with the

applicable legislation on gender equality, the elected candidates shall be substituted accordingly using the list that obtained the most votes, according to the numerical sequence in which the candidates are listed.

When the list system is not used, shareholders elect statutory auditors by majority vote, subject to the applicable legislation on gender equality.

The candidate listed first on the Minority List shall serve as Chairman of the Board of Statutory Auditors.

Statutory Auditors shall cease to hold office in the cases contemplated in the applicable laws and regulations and whenever they no longer meet the requirements for election prescribed by these Bylaws.

When one of the Statutory Auditors needs to be replaced, the Alternate Auditor from the same list is co-opted.

If both the Statutory and Alternate Auditors from the Minority List are no longer in office, the vacancy shall be filled by the candidate listed next on that list or, if not available, by the first candidate on the Minority List that obtained the second largest number of votes.

In all cases, the replacement procedure detailed above must ensure that the composition of the Board of Statutory Auditors complies with the applicable legislation on gender equality.

The Shareholders' Meeting held pursuant to Article 2401, Section 1, of the Italian Civil Code, shall elect or replace Statutory Auditors in compliance with the principle of necessary representation of minorities, and in compliance with the applicable legislation on gender equality.

Outgoing Statutory Auditors may be re-elected.

As required by Article 1.2.b) and c) and paragraph 3 of Ministerial Decree no. 162 of 30 March 2000, fields and sectors of activity closely connected with those of the businesses operated by the Company shall be understood to mean the fields (legal, economic, financial and technical-scientific) and the sectors of activity connected with or relating to the activity carried out by the Company as set forth in the corporate purpose.

(30) Meetings of the Board of Statutory Auditors may be held by video-conferencing on condition that all eligible attendees can participate and follow the proceedings, can be identified, and are able to take part in the discussion of the agenda in real time and be fully informed.

INDEPENDENT STATUTORY AUDIT

(31) The independent statutory audit shall be performed as required by law.

FINANCIAL STATEMENTS AND DISTRIBUTION OF PROFITS

(32) The company financial year closes on 31 December of each year.

(33) The net profits for the year shown in the annual financial statements shall be allocated as follows:

(a) 5% to the legal reserve, up to the legally-required amount;

(b) to savings shares, up to 5% of €5.2 per share (corresponding to €0.26 per share). If a dividend lower than 5% of €5.2 per share (corresponding to €0.26 per share) is allocated to the savings shares in a particular year, the difference shall be allocated as an increase on the preferred dividend of the following two years;

(c) the remaining amount shall be allocated to all the shareholders in such a manner that the savings shares receive an aggregate dividend higher than that of the ordinary shares by an amount equivalent to 2% of €5.2 per share (corresponding to €0.104 per share), unless shareholders resolve to allocate an amount to the extraordinary reserves or for other uses.

In the event of stock splits or reverse stock splits (as in the case of share capital transactions, when it is necessary to keep the rights of savings shareholders unchanged with respect to a situation where shares have a par value), the fixed amounts per share mentioned in letters b) and c) above, with reference to the savings shares, shall be modified accordingly.

The Board of Directors, acting in accordance with the same criteria as those outlined above, may distribute interim dividends, in accordance with resolutions adopted when the requirements of the relevant laws and regulations can be satisfied.

DISSOLUTION

(34) If the Company goes into liquidation, the Shareholders' Meeting, voting with the majorities required pursuant to law, shall determine:

(a) the number of Liquidators and the operating rules of the Board of Liquidators when there is more than one Liquidator;

(b) the appointment of the Liquidators, indicating those who are to act as representatives of the Company;

(c) the criteria by which the liquidation is to be carried out;

(d) the powers of the Liquidators, specifically with reference to the sale of the Company, its business operations or individual assets or rights, severally or in groups.

Signed Claudio Costamagna

Signed Carlo Marchetti, notary public

Copy on electronic media conforming to the original hard copy document pursuant to Article 22.2 of Legislative Decree no. 82 of 7 March 2005, in due time for registration in the Milan Company Register.

Signed Carlo Marchetti

Milan, 20 June 2014

Performed pursuant to Decree dated 22 February 2007 via the Centralised IT Form