

ORDINARY SHAREHOLDERS' MEETING OF APRIL 28, 2016

DIRECTORS' REPORT

ON THE SECOND ITEM ON THE AGENDA

2. Decisions regarding the composition of the Board of Directors.

Dear Shareholders,

The Ordinary Shareholders' Meeting of April 30, 2015 appointed the Company's current Board of Directors with 15 (fifteen) members and a term of 3 (three years), therefore due to expire at the Shareholders' Meeting to approve the financial statements as at December 31, 2017.

Since that Meeting, two directors have resigned their post. Specifically:

- on July 14, 2015, Claudio Costamagna resigned as director (non-independent, non-executive) and Chairman of the Board of Directors, therefore also vacating his position as a member of the Executive Committee.
- On February 24, 2016, Laura Cioli resigned as director (independent, non-executive).

The foregoing was disclosed to the market in press releases dated July 14, 2015 and February 25, 2016, available on the website www.salini-impregilo.com, in the section "*Media – Press Releases*".

Following these resignations and pursuant to art. 20 of the Articles of Association and art. 2386 Civil Code, on March 16, 2016, the Company's Board of Directors appointed Grazia Volo to the Board of Directors, to replace Claudio Costamagna. Ms. Volo's term in office will come to an end at the next Shareholders' Meeting, scheduled for April 28, 2016. The decision was made upon consultation with the Compensation and Nominating Committee and approved by the Board of Statutory Auditors.

The Board of Directors made the replacement ensuring (i) the presence of the necessary number of directors with the independence requirements established by law and (ii) compliance with the applicable legislation on gender equality.

This information was disclosed to the market in a press release dated March 16, 2016, available on the website www.salini-impregilo.com, in the section "*Media – Press Releases*".

In light of the above, the Shareholders' Meeting is called to take the appropriate decisions regarding the composition of the Board of Directors, in order to either:

1. restore the number of members of the Board of Directors to 15, in accordance with the resolution of the Ordinary Shareholders Meeting of April 30, 2015, by appointing two new Directors,
or
2. resolve to reduce the number of Directors from 15 to 14, by appointing one new member of the Company's Board of Directors,
or
3. resolve to reduce the number of directors from 15 to 13.

In the cases described in points 1 and 2, above, the term in office of the appointed directors will expire with that of the current Board of Directors, and therefore on the date of the shareholders' meeting called to approve the financial statements for the year ended December 31, 2017. In

addition, these directors will receive fees of € 60,000 (gross) per year, as decided by the Ordinary Shareholders' Meeting of April 30, 2015.

It is noted that, in the cases described in points 1 and 2 above, the list voting procedure does not apply, since the entire Board of Directors is not being renewed. Accordingly, the Shareholders' Meeting may take resolutions by majority vote, without observing the aforesaid procedure.

In addition, the current composition of the Board of Directors already meets the requirements on the presence of the necessary number of directors with the independence requirements established by law and on compliance with the applicable legislation on gender equality. Accordingly, it is not necessary for the new directors to meet these requirements, since there is no need for the Board of Directors to be supplemented in this sense.

It is understood that, in the cases described in points 1 and 2, above, the new members of the Company's Board of Directors must comply with the Board of Directors' decision of December 12, 2007, in accordance with the recommendations of the Code of Conduct for Listed Companies, on the maximum number of directorships or statutory auditor positions that members of the Board of Directors of Salini Impregilo S.p.A. may hold at other companies listed in regulated markets (including outside Italy), in financial, banking and insurance companies, or companies of significant size, in order to ensure that they can effectively perform their duties as director of the Company.

Specifically: "*Whereas for the purposes of this rule, "companies of significant size" are*":

- a. Italian companies listed on Italian or other EU state regulated markets;*
- b. banks, financial brokers pursuant to art. 107 Legislative Decree 385 of September 1, 1993, stock brokerage companies pursuant to art. 1.1.e) of the Consolidated Finance Act (TUF), variable capital investments companies (OEICs) pursuant to article 1.1.i) TUF, fund management companies pursuant to article 1.1.o) TUF, insurance companies pursuant to article 1.1.s), t) and u) Legislative Decree 209 of September 7, 2005 set up as companies as per paragraphs V, VI and VII, section V, chapter V of the Italian Civil Code not listed on Italian or EU state regulated markets;*
- c. companies as per paragraphs V, VI and VII, section V, chapter V of the Italian Civil Code that individually or collectively at group level, if they prepare consolidated financial statements, show: i) revenue from goods and services of more than € 500 million; or ii) assets of more than € 800 million, not listed on Italian or other EU state regulated markets, the maximum number of positions that directors of the Company may hold is:*

Executive directors

The maximum number of positions as director or statutory auditor in other significant size companies cannot exceed four.

Non-executive directors who are members of the executive committee

The maximum number of positions as director or statutory auditor in other significant size companies cannot exceed six.

Non-executive directors who are not members of the executive committee

The maximum number of positions as director or statutory auditor in other significant size companies cannot exceed eight.

In order to calculate the number of positions:

- *positions in companies that are directly and/or indirectly controlled by Salini Impregilo S.p.A., are its parent companies or are subject to joint control are not considered;*
- *positions as alternate statutory auditor are not considered;*
- *positions held in significant size companies belonging to the same group which is not that of the Issuer are considered to have the following “weight”:*
 - *first position: one*
 - *second position: one and a half*
 - *from three up: two.*

If a director is offered new positions that would lead to their exceeding the above ceilings, they shall inform the board promptly of this so that the board can grant waivers (also temporary) to the maximum number of positions set in this rule, which must be adequately justified. The waiver and its justifications must be described in the company’s corporate governance report.”

In light of the foregoing, Shareholders are invited to take the appropriate decisions regarding the composition of the Board of Directors, as illustrated above, in order to either:

1. restore the number of members of the Board of Directors to 15, in accordance with the resolution of the Ordinary Shareholders Meeting of April 30, 2015,
or
2. resolve to reduce the number of Directors from 15 to 14, by appointing one new member of the Company’s Board of Directors,
or
3. resolve to reduce the number of directors from 15 to 13.

Shareholders are invited to submit any proposed candidates to become members of the Board of Directors, including during the meeting.

These proposals must be accompanied by their CV as well as declarations on their compliance with the requirements set out in the regulations and codes of conduct referred to above.

On behalf of the Board of Directors
The Chairman
Alberto Giovannini