

**PROXY FORM FOR REPRESENTATION AT THE EXTRAORDINARY SHAREHOLDERS' MEETING<sup>1</sup>**

With reference to the **Extraordinary Shareholders' Meeting of Salini Impregilo S.p.A** called for **Friday October 4, 2019, at 10 a.m.**, in one single call, at the Company's Milan headquarters, in Via dei Missaglia no. 97 (A3 Building), as announced in the notice of call published on **September 4, 2019**, on the Company's website at the address [www.salini-impregilo.com](http://www.salini-impregilo.com), in the "Governance/Shareholders' Meeting", and in extract form on the same date in the daily newspaper "Il Sole24Ore";

- having acknowledged the contents of the documents made available by the Company,

**with this form**

**the undersigned** (proxy giver)<sup>2</sup>

Surname\* .....  
 Name\* .....  
 Born in\* .....  
 on\* .....  
 Resident in .....  
 Road/Street .....  
 Tax Code\* .....

Valid ID (a copy of which must be attached)..... no\* .....

**in the capacity of**  
*(please tick the appropriate box)*

- party entitled to exercise the right to vote relating to no\* ..... ordinary shares of Salini Impregilo S.p.A. in his/her capacity of (please tick the appropriate box)\*
- shareholder**     secured creditor     taker-in  
 beneficial owner     receiver  
 manager     other (please specify).....

- legal representative or subject holding adequate proxies of (name of the legal person entitled with the right to vote<sup>3</sup>)\*  
 ..... with registered office in\*  
 .....Road/street\*.....  
 Tax No ..... (the documentation proving the proxy must be attached in copy) entitled to exercise the right to vote relating to.\*  
 ..... ordinary shares of Salini Impregilo S.p.A. in his/her capacity of (please tick the appropriate box)\*

- shareholder**     secured creditor     taker-in

(\*) Mandatory field

<sup>1</sup> Every subject who has the right to intervene in the Shareholders' Meeting can choose a person as proxy to represent him/her, through a written proxy pursuant to current law, by undersigning this proxy form.

<sup>2</sup> Please state the name and surname of the proxy giver (as it appears on the copy of the communication to intervene in the Shareholders' Meeting as in art. 83-sexies, Legislative Decree 58/1998) or the legal representative of the legal entity that is the proxy giver.

<sup>3</sup> Legal entity that gives the proxy as is shown on the copy of the communication for the intervention in the Shareholders' Meeting as in art. 83-sexies, UFL (TUF).

- beneficial owner
- receiver
- manager
- other (please specify).....

as in the communication (art. 83-sexies of the TUF) no. .... made by the intermediary ..... ABI (Italian Banking Association) ..... CAB (5 digit bank branch number).....

**assigns a proxy to**

Mr/Ms (proxy)

Surname\* .....  
 Name\* .....  
 Born in\* .....  
 on\* .....  
 Resident in .....  
 Road/Street .....  
 Tax Code\* .....

**to attend and represent him/her at the Extraordinary Shareholders' Meeting**

with the faculty of being replaced by<sup>4</sup>:

Mr/Ms (subject stated by the delegator)

Surname\* .....  
 Name\* .....  
 Born in\* .....  
 on\* .....  
 Resident in .....  
 Road/Street .....  
 Tax Code\* .....

Valid ID (a copy of which must be attached)..... no\*.....

\_\_\_\_\_  
*(Place and date)*

\_\_\_\_\_  
*(Signature of the proxy giver)*

<sup>4</sup> The proxy giver can indicate one or more people who can replace the person representing him/her. The replacement of the representative with a new substitute who has a conflict of interest is only allowed if the substitute has been chosen by the shareholder.

**The undersigned also declares that the voting right is exercised by the proxy holder (please tick the appropriate box) <sup>56</sup>:**

- at his/her discretion, if there are no specific instructions of the undersigned proxy giver
- in conformity with specific voting instructions given by the undersigned proxy giver

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(Place and date)

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(Signature of the proxy giver)

It should be recalled, pursuant to art. No. 58/1998, 135-novies.5 of Legislative 58/1998 that *“the representative may, in lieu of the original, hand over or send a copy, even in an electronic format, of the proxy, attesting, under his/her responsibility, the conformity of the proxy to the original and the identity of the proxy giver. The representative shall store the original proxy and keep records of any voting instructions received for a year starting from the conclusion of the Shareholders' Meetings.”*.

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<sup>5</sup> Please note that, pursuant to art. 118, paragraph 1, lett. c), of the approved Consob regulation with resolution no. 11971/1999, as subsequently amended and integrated, are to be considered stakes, for the mandatory communications pursuant to art. 120 of Legislative Decree 58/1998, . shares for which “the right to vote is allowed with a proxy, if said right can be exercised with discretion if there are no specific instructions of the proxy giver”.

<sup>6</sup> The awarding of a proxy to a representative with a conflict of interest is only allowed if the representative communicates in writing the circumstances that caused this conflict of interest to the shareholder and there are specific voting instructions for each resolution where the representative must vote for the shareholder (please refer to art 135-decies of Legislative Decree 58/1998, . 58/1998).

## PRIVACY INFORMATION

### **Pursuant to Art. 13 of the General Data Protection Regulation (GDPR)**

Salini Impregilo S.p.A (Company), data controller, headquartered in Via dei Missaglia 97, 20142 Milan - Tel: 0244422111; fax 0244422293; email: [privacy@salini-impregilo.com](mailto:privacy@salini-impregilo.com), would like to inform you that all data included in the proxy will be treated in compliance with GDPR provisions and Legislative Decree 196/2003 (an subsequent amendments and integrations), including safety profiles and legal obligations and regulations. The collection o personal data is, in fact, necessary to manage shareholder meeting operations. All data will be processed both electronically and in paper form, for purposes related to fulfilling the required legal obligations, as well as any other applicable legal disposition, pursuant to the GDPR and to Legislative Decree 196/2003 and subsequent amendments.

Your data will be processed by Company personnel who has been specifically authorized to process data, and by technical and/or organizational service suppliers, for the same reasons mentioned previously. These subjects will only receive the data necessary for executing their tasks, and while doing so act as Data Processors or Persons in Charge of Processing according to the guidelines received by the Company. Your data can also be communicated to consultants and professionals, even in associated form, and to the Authorities legally entitled to do so, or that have asked for this data.

Your data will be stored for the time needed to pursue the activities for which they were initially collected and, in any case, according to the methods and timings set by current statutes and regulations.

Please note that you can always contact the Data Owner through the contact details listed above, for the updated list of the Data Processors or Persons in Charge of Processing, and that you can also, in any moment, and informally, exercise your rights pursuant to Articles 15 and subsequent ones of the GDPR, like, for example, the right to access, update, edit and/or integrate, cancel or anonymize your data, opposing said data for lawful reasons, while also requiring that your data is transferred elsewhere, revoking your previously given consensus, and to make a complaint to the control authorities.