



SALINI IMPREGILO S.P.A
Registered office in Milan – Via dei Missaglia 97
Share capital € 544,740,000.00 fully paid up
Tax code and Milan Company Registration No 00830660155

ORDINARY SHAREHOLDERS' MEETING OF APRIL 27, 2017
Voting Summary
pursuant to Art. 125-quater, comma 2 of Italian Legislative Decree no. 58/1998

Item 1 on the Agenda

1. Financial statements as at December 31, 2017 Director's, Board of Statutory Auditors' and Independent Auditors' Reports

1.1. Approval of the Financial Statements as at December 31, 2017.

Resolution: The Shareholders' Meeting approved the financial statements as at December 31, 2017 of Salini Impregilo S.p.A. which closes with a loss of € 91,188,206.95.

Shares represented at the Shareholders' Meeting when the voting session opened No. 371,032,132 equal to 75.386574% of no. 492,172,691 ordinary shares forming the share capital.

The voting results are as follows:

Voting results

	No. shares	% of the shares	% ordinary share capital
In favour	367,177,432	98.961087%	74.603374%
Against	5	0.000001%	0.000001%
Abstained	28,443	0.007666%	0.005779%
Not voting	3,826,252	1.031246%	0.777420%
Total	371,032,132	100.000000%	75.386574%

1.2. Distribution of a dividend.

Resolution: The Shareholder's Meeting approved the proposal of the Board of Directors to cover the loss for the year of € 91,188,206.95 by using all the retained earnings of €60,074,558.27 and part of the negative goodwill of €31,113,648.68, and to distribute €0.053, including the legal withholding, to the holders of each existing share with dividend rights at the ex-dividend date, excluding Treasury shares at that date, using the negative goodwill, and to set May 21, 2018 as the ex-dividend date and May 23, 2018 as the payment date (record date: May 22, 2018).

Shares represented at the Shareholders' Meeting when the voting session opened No. 371,032,132 equal to 75.386574% of no. 492,172,691 ordinary shares forming the share capital.

The voting results are as follows:

Voting results

	No. shares	% of the shares	% ordinary share capital
In favour	367,205,875	98.968753%	74.609153%
Against	5	0.000001%	0.000001%
Abstained	0	0.000000%	0.000000%
Not voting	3,826,252	1.031246%	0.777420%
Total	371,032,132	100.000000%	75.386574%

Item 2 on the Agenda

2. Appointment of the Board of Directors.

2.1. Determination of the number of Directors.

Resolution: The Shareholders' Meeting approved the proposal presented by shareholder Salini Costruttori S.p.A. and determined the number of Directors to be 15.

Shares represented at the Shareholders' Meeting when the voting session opened No. 371,032,132 equal to 75.386574% of no. 492,172,691 ordinary shares forming the share capital.

The voting results are as follows:

Voting results

	No. shares	% of the shares	% ordinary share capital
In favour	368,579,829	99.339059%	74.888314%
Against	0	0.000000%	0.000000%
Abstained	12	0.000003%	0.000002%
Not voting	2,452,291	0.660938%	0.498258%
Total	371,032,132	100.000000%	75.386574%

2.2. Determination of the time in office of the Directors.

Resolution: The Shareholders' Meeting approved the proposal presented by shareholder Salini Costruttori S.p.A. to determine the time of office of the Directors to be 3 years (2018-2019-2020), therefore until the financial statements as at December 31, 2020 have been approved.

Shares represented at the Shareholders' Meeting when the voting session opened No. 371,032,132 equal to 75.386574% of no. 492,172,691 ordinary shares forming the share capital.

The voting results are as follows:

Voting results

	No. shares	% of the shares	% ordinary share capital
In favour	368,539,733	99.328252%	74.880167%
Against	40,096	0.010807%	0.008147%
Abstained	12	0.000003%	0.000002%
Not voting	2,452,291	0.660938%	0.498258%
Total	371,032,132	100%	75.386574%

2.3. Appointment of the Directors.

Resolution: The Shareholders' Meeting appointed the following people to be part of the Board of Directors of Salini Impregilo S.p.A.

from List 1, presented by the majority shareholder Salini Costruttori S.p.A.: Pietro Salini, Marina Brogi*, Giuseppina Capaldo*, Mario Giuseppe Cattaneo*, Roberto Cera, Alberto Giovannini, Nicola Greco*, Raffaella Leone*, Geert Linnebank*, Giacomo Marazzi*, Franco Passacantando*, Laudomia Pucci*, Alessandro Salini e Grazia Volo

from List n. 2, presented by a group of institutional investors: Ferdinando Parente*.

* director possessing the independence requirements set by the Italian Consolidated Law of Finance and by the provisions of the Corporate Governance Code for listed companies

Shares represented at the Shareholders' Meeting when the voting session opened No. 371,032,132 equal to 75.386574% of no. 492,172,691 ordinary shares forming the share capital.

The voting results are as follows:

Voting results

	No. shares	% of the shares	% ordinary share capital
In favour LIST No. 1 of Salini Costruttori S.p.A.	342,561,082	92.326527%	69.601806%
In favour LIST No. 2 Institutional Investors	21,920,846	5.908072%	4.453893%
In favour LIST No. 3 of Inarcassa	6,369,200	1.716617%	1.294099%
Against	40,096	0.010807%	0.008147%
Abstained	140,908	0.037977%	0.028630%
Not voting	0	0.000000%	0.000000%
Total Shares	371,032,132	100.000000%	75.386574%

2.4. Determination of the Directors' remuneration.

Resolution: The Shareholders' Meeting approved the proposal presented by shareholder Salini Costruttori S.p.A. to determine the annual gross remuneration as follows:

- €400,000.00 (four hundred thousand/00) gross/year for the Chairman of the Board of Directors;
- €60,000.00 (sixty thousand/00) gross/year for each Director.

Shares represented at the Shareholders' Meeting when the voting session opened No. 371,032,132 equal to 75.386574% of no. 492,172,691 ordinary shares forming the share capital.

The voting results are as follows:

Voting results

	No. shares	% of the shares	% ordinary share capital
In favour	348,995,838	94.060813%	70.909224%
Against	16,206,261	4.367886%	3.292800%
Abstained	836,138	0.225354%	0.169887%
Not voting	4,993,895	1.345947%	1.014663%
Total	371,032,132	100.000000%	75.386574%

Item 3 on the Agenda

3. Report on the remuneration pursuant to article 123-ter of Legislative Decree no. 58 of February 24, 1998. Related and consequent resolutions.

Resolution: The Shareholders' Meeting resolved favourably as regards the first section of the remuneration report, pursuant to Art. 123-ter, paragraph 3, of Italian Legislative Decree no. 58/98.

Shares represented at the Shareholders' Meeting when the voting session opened No. 371,032,132 equal to 75.386574% of no. 492,172,691 ordinary shares forming the share capital.

The voting results are as follows:

Voting results

	No. shares	% of the shares	% ordinary share capital
In favour	350,460,034	94.455440%	71.206721%
Against	15,578,198	4.198612%	3.165189%
Abstained	5	0.000001%	0.000001%
Not voting	4,993,895	1.345947%	1.014663%
Total	371,032,132	100.000000%	75.386574%

Item 4 on the Agenda

4. Resolutions concerning the adjustment of the Board of Statutory Auditors' remuneration.

Resolution: The Shareholders' Meeting approved the proposal of the Board of Directors concerning the adjustment of the remuneration of the Board of Statutory Auditors, beginning from 2018, determining a total of €120,000.00 gross/year as remuneration of the Chairperson of the Board of Statutory Auditors, and a total of €80,000.00 gross/year as remuneration for each Statutory Auditor, and eliminating the use of attendance fees for the Board of Statutory Auditors, including its Chairperson, when its members attend Board of Director meetings and the meetings of the committees that are part of it.

Shares represented at the Shareholders' Meeting when the voting session opened No. 371,032,132 equal to 75.386574% of no. 492,172,691 ordinary shares forming the share capital.

The voting results are as follows:

Voting results

	No. shares	% of the shares	% ordinary share capital
In favour	365,897,329	98.616076%	74.343281%
Against	5	0.000001%	0.000001%
Abstained	140,903	0.037976%	0.028629%
Not voting	4,993,895	1.345947%	1.014663%
Total	371,032,132	100.000000%	75.386574%

Item 5 on the Agenda

5. Resolutions concerning the adjustment of the Independent Auditors' remuneration.

Resolution: The Shareholders' Meeting approved the increase in the annual fee paid to the Independent Auditors KPMG S.p.A. for its legally required audit services from €1,050,000.00 to €1,230,000.00 (excluding the ISTAT cost of living increase, out-of-pocket expenses, external consultancies, VAT and the supervisory contribution to Consob, when due). This fee applies to each year of KPMG's engagement for the legally required audit of the Company's separate and consolidated financial statements and the review of the condensed interim consolidated financial statements beginning from December 31, 2017 and June 30, 2018, respectively.

Shares represented at the Shareholders' Meeting when the voting session opened No. 371,032,132 equal to 75.386574% of no. 492,172,691 ordinary shares forming the share capital.

The voting results are as follows:

Voting results

	No. shares	% of the shares	% ordinary share capital
In favour	365,897,329	98.616076%	74.343281%
Against	0	0.000000%	0.000000%
Abstained	140,908	0.037977%	0.028630%
Not voting	4,993,895	1.345947%	1.014663%
Total	371,032,132	100.000000%	75.386574%