

## NOTICE OF CALL

### ORDINARY SHAREHOLDERS' MEETING OF SALINI IMPREGILO S.P.A. pursuant to Art. 16 of the Bylaws and to Article 125-bis of the U.F.L.

The Ordinary Shareholders' Meeting of Salini Impregilo S.p.A. ("Salini Impregilo" or "Company") is called to meet on **Wednesday April 24, 2019, at 10:00 a.m.** in one single call at the Company's Milan headquarters, in Via dei Missaglia no. 97 (A3 Building), to discuss and make resolutions on the following

#### Agenda

1. Financial statements as at December 31, 2018. Director's, Statutory Auditors' and Independent Auditors' Reports. Presentation of the Consolidated Financial Statements as at December 31, 2018.
  - 1.1. Approval of the Financial Statements as at December 31, 2018.
  - 1.2. Resolutions concerning the destination of the profit for 2018.
2. Remuneration report prepared pursuant to art. 123-ter Legislative Decree no. 58 of February 24, 1998. Related and consequent resolutions.

#### Share capital

Pursuant to Article 6 of the Bylaws, the issued and fully paid share capital of the Company amounts to €544,740,000 and is divided into 493,788,182 shares, without par value, of which 492,172,691 ordinary shares (with right to vote in the shareholders' meetings of the company) and 1,615,491 savings shares (with the right to vote in meetings for that share class). As at today's date the Company holds 1.330.845 own shares.

#### Entitlement to intervene and to vote at the Meeting

Pursuant to the Law, holders of the right to vote may intervene in the Meeting. Their entitlement to intervene in the meeting and to exercise the right to vote is certified by a notice to the Company sent by the intermediary on behalf of the subject entitled with the right of vote, based on the relevant evidences at the end of the accounting day of the seventh open market day preceding the date set for the Meeting in single call (*record date*), i.e. **April 11, 2019**. Registrations in credit and debt performed on the accounts after this term will therefore not allow the entitled subject to attend and vote at the Meeting. Those who become shareholders only after the *record date* mentioned above, will therefore not be entitled to attend and vote at the meeting. The intermediaries' notices to the Company are to be made pursuant to the regulations in force.

#### Exercising the vote by proxy.

Pursuant to Article 14 of the Bylaws, the Shareholders entitled to the right of vote may be represented in force of a written proxy, as per the Law, with the option to sign the Proxy Form available on the Company site [www.salini-impregilo.com](http://www.salini-impregilo.com), in the "Governance - Shareholders' Meeting" section. The proxy can be notified to the Company to the following addresses:

- a) by registered letter sent to: Salini Impregilo S.p.A. – Direzione Corporate Affairs - Via dei Missaglia 97 – 20142 Milano;
- b) by e-mail sent to the certified e-mail address (PEC) [pec@pec.salini-impregilo.com](mailto:pec@pec.salini-impregilo.com);

A preventive notification does not void the delegate's obligation, at the time of his/her accreditation, to access the Meeting's works, to certify the compliance of the notified copy to the original and the identity of the delegating shareholder.

#### Shareholders delegate appointed by the Company.

Pursuant to the Bylaws and making use of the option provided by the law, the Company does not appoint the delegate as per art. 135-undecies of Legislative Decree no. 58 of February 24, 1998 ("U.F.L." [Unified Finance Law- *Testo Unico Finanza*]).

#### Right to ask questions before the Meeting

Those holding the right to vote may ask questions on the topics in Agenda before the Meeting, but no later, however, than the end of the third day preceding the date set for the said Meeting in single call (i.e. no later than **Sunday April 21, 2019**), by sending them to the Company to the following email addresses:

- certified e-mail address (PEC): [pec@pec.salini-impregilo.com](mailto:pec@pec.salini-impregilo.com);
  - ordinary e-mail: [corporateaffairs@salini-impregilo.com](mailto:corporateaffairs@salini-impregilo.com).
- with enclosed the relevant notice of the intermediary proving his/her capacity as Shareholder.

Shareholders must provide information which make it possible to identify them.

Questions received before the Meeting will be answered at the Meeting, at the latest. The Company might provide a single answer to questions with the same topic.

It is to be remembered that the answers are deemed provided during the Meeting in paper form possibly made available to each shareholder with the right to vote, before the Meeting starts.

#### Integration of the Agenda and submission of proposals on topics already in the Agenda

Pursuant to the law, the Shareholders who, even jointly, represent at least one fortieth of the share capital may ask, no later than ten days before the publishing date of this notice (and therefore no later than **April 4, 2019**), to make additions to the list of topics to be discussed, indicating in their request the further topics they propose, or submit proposals of resolutions on topics already in the Agenda. The integration requests and the further resolution proposals must be submitted by, alternatively:

- registered letter to: Salini Impregilo S.p.A. – Ufficio di Presidenza - Via dei Missaglia 97 – 20142 Milano;
- e-mail to the certified e-mail address (PEC) [pec@pec.salini-impregilo.com](mailto:pec@pec.salini-impregilo.com).

together with the documents certifying the relevant entitlement of the proposing Shareholders.

No later than the aforesaid term, and with the same methods, the proposing Shareholders must send to the Board of Directors of the Company a report on the topics on which the discussion is proposed. The integration is not admitted for topics on which the Meeting makes resolutions, upon proposal of the Directors or based on a project or a report they have drawn up.

In case of Agenda integration or of submission of further resolution proposals, on topics already in the Agenda, the integrated topic list to be discussed in the Meeting, or the aforesaid proposals, will be published with the same methods as this notice, i.e. fifteen days, at least, before the date set for the Meeting.

#### Information documents.

The documents relevant to the topics in the Agenda, provided for by law, the resolution proposals, together with the illustrative reports, will be made available to the public within the terms provided for by law, at the registered office, through the 1info storage mechanism ([www.1info.it](http://www.1info.it)) and on the Company website, [www.salini-impregilo.com](http://www.salini-impregilo.com), in the "Governance - Shareholders' Meeting" section. Shareholders may request a copy.

This notice is published on the Company's website [www.salini-impregilo.com](http://www.salini-impregilo.com) in the "Governance – Mandatory Notices" and "Governance – Shareholders' Meetings" sections, and, in excerpt form, in the March 25, 2019, issue of the "*Corriere della Sera*" daily newspaper.

Those entitled to participate in the Shareholders' Meeting are invited to present themselves before the beginning hour of the meeting, to facilitate registration operations, which will begin at 9:30 a.m.

Milano, March 25, 2019 For the Board of Directors

The Chairman