

## Separate financial statements of Salini Impregilo S.p.A. at December 31, 2014

### 13. Equity

Salini Impregilo S.p.A.'s equity amounted to €943,0 million at December 31, 2014, an increase on €1,193.8 million at the end of 2013. Changes of the

year in the different equity items are summarized in the schedule attached to the Separate financial statements.

| (Amounts in thousands of euros)                | <b>December 31, 2014</b> | <b>December 31, 2013</b> | <b>Change</b>    |
|--|--------------------------|--------------------------|------------------|
| Share capital                                  | 544,740                  | 718,364                  | (173,624)        |
| Share premium reserve                          | 120,798                  | 1,222                    | 119,576          |
| - Legal reserve                                | 100,000                  | 58,447                   | 41,553           |
| - Treasury shares reserve                      | (7,677)                  | -                        | (7,677)          |
| - Ancillary expenses capital increase reserve  | (3,970)                  | -                        | (3,970)          |
| - Extraordinary reserve and other reserves     | 146,813                  |                          | 146,813          |
| Total other reserves                           | 235,166                  | 58,447                   | 176,719          |
| - Actuarial gains and losses reserve           | (1,196)                  | (452)                    | (744)            |
| - Translation reserve                          | 10,148                   | (2,656)                  | 12,804           |
| - Cash flow hedge reserve                      | (18)                     | -                        | (18)             |
| Total other components of comprehensive income | 8,934                    | (3,108)                  | 12,042           |
| Retained earnings                              | 2,656                    | 302,413                  | (299,757)        |
| Net profit (loss) for the year                 | 30,693                   | 116,487                  | (85,794)         |
| <b>Total shareholders' equity</b>              | <b>942,987</b>           | <b>1,193,825</b>         | <b>(250,838)</b> |

In their meeting held on April 30, 2014, the shareholders of Salini Impregilo S.p.A. resolved to allocate the profit for the previous year as follows:

- €420,027.66 as dividend to the holders of savings shares, equal to €0.26 per share;
- €113,409,449.84 to be carried forward.

Disclosures about the individual items are set out below.

#### Share capital

On January 1, 2014, the effective date of the merger of Salini S.p.A. into Impregilo S.p.A., in implementation of the resolution of the Shareholders' Meeting of September 12, 2013, the share capital of Salini Impregilo S.p.A. was reduced to €500.0 million – i.e. by an amount of €218.4 million, of which €100.0 million to be allocated to the Legal reserve and €118.4 million for the establishment of a specific equity reserve called "Other reserves" – and 44,974,754 million new ordinary shares of Salini Impregilo S.p.A. were issued to Salini Costruttori S.p.A.

On June 20, 2014, as part of a transaction aimed at Italian and international institutional investors, the Board of Directors of the Parent company Salini Impregilo S.p.A. exercised the powers granted to it by the Extraordinary Shareholders' Meeting held on September 12, 2013, and approved the share capital increase limited to 10% of the existing capital, with the waiver of option rights, pursuant to art. 2441, paragraph 4, second clause, of the Italian Civil Code.

The transaction was successfully completed with the issuance of 44,740,000 new ordinary shares without par value and the increase in share capital by an amount of €44,740,000. The subscription price of the shares was set at €3.70 per share, while the consideration received, net of directly related additional expenses, was €161.6 million. As a result of this issue, the share capital is €544.7 million comprised of 493,788,182 shares without par value, of which 492,172,691 ordinary shares and 1,615,491 savings shares.

Savings shares issued pursuant to the law do not carry voting rights, have preference dividend and capital repayment rights and can be bearer shares, subject to

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the provisions of article 2354.2 of the Italian Civil Code. Upon the shareholder's request and at its own expense, they 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. The special savings shareholders' meeting is regulated by 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. When shares are grouped or split (as well as when capital transactions are carried out and as necessary in order to protect the savings shareholders' rights in the case the shares have nominal value), the above fixed amount shall be adjusted accordingly.

The profit for the year as per the Separate financial statements is allocated as follows:

- a) 5% to the legal reserve, up to the legally-required amount;
- b) to savings shares, to the extent of 5% of €5.2 per share (i.e., €0.26 per share). If a dividend lower than 5% of €5.2 per share (i.e., €0.26 per share) is paid one year, the difference is taken as an increase in the preferred dividend of the following two years;
- c) the residual amount, to all shareholders in such a way as to allocate to savings shares a total dividend which is 2% of €5.2 per share (i.e., €0.104 per share) greater than that distributed to ordinary shares, except when the shareholders decide to allocate an amount to the extraordinary reserves or for other uses.

Details on the possible use of shareholders' equity items and uses in prior years are summarized below:

| Nature / Description                          | Amount         | Possible use<br>(A, B, C) | Available<br>portion | Summary of use in the previous<br>three years |       |
|---|----------------|---------------------------|----------------------|---|-------|
|   |                |                           |                      | To cover<br>losses                            | Other |
| <b>Share capital</b>                          | <b>544,740</b> |                           |                      |   |       |
| <b>Equity-related reserves:</b>               |                |                           |                      |   |       |
| Share premium reserve                         | 120,798        | A, B                      | 120,798              | -   |       |
| <b>Other reserves:</b>                        |                |                           |                      |   |       |
| Legal reserve                                 | 100,000        | B                         | 100,000              | -   |       |
| Treasury shares reserve                       | (7,677)        |                           |                      | -   |       |
| Ancillary expenses for share capital increase | (3,970)        |                           |                      |   |       |
| Cash flow hedge unavailable reserve           | (18)           |                           |                      | -   |       |
| Actuarial gains (losses) unavailable reserve  | (1,196)        |                           |                      |   |       |
| Translation reserve                           | 10,148         |                           |                      |   |       |
| Merger reserve                                | 146,813        | A, B, C                   | 146,813              |   |       |
| <b>Total other reserves</b>                   | <b>244,100</b> |                           | <b>246,813</b>       | -   |       |
| <b>Retained earnings (losses)</b>             | <b>2,656</b>   | <b>A, B, C</b>            | <b>2,656</b>         |   | -     |
| <b>Total</b>                                  | <b>912,294</b> |                           | <b>370,267</b>       | -   | -     |
| <b>Non-distributable portion</b>              |                |                           | <b>283,020</b>       |   |       |
| <b>Residual distributable portion</b>         |                |                           | <b>87,247</b>        |   |       |

A: share capital increase B: to cover losses C: dividends

The share premium reserve cannot be distributed until the legal reserve reaches 20% of the share capital.

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### Share premium reserve

The share premium reserve amounted to €120,798,000 and increased as a result of the aforementioned capital increase.

### Other reserves

This item is broken down as follows:

| (Amounts in thousands of euros)             | <b>December 31, 2014</b> | <b>December 31, 2013</b> | <b>Change</b>  |
|---|--------------------------|--------------------------|----------------|
| Legal reserve                               | 100,000                  | 58,447                   | 41,553         |
| Merger reserve                              | 146,813                  | -                        | 146,813        |
| Treasury shares                             | (7,677)                  | -                        | (7,677)        |
| ancillary expenses capital increase reserve | (3,970)                  | -                        | (3,970)        |
| <b>Total other reserves</b>                 | <b>235,166</b>           | <b>58,447</b>            | <b>176,719</b> |

### Legal reserve

This reserve underwent the following changes:

| (Amounts in thousands of euros) |                |
|---------------------------------|----------------|
| December 31, 2013               | 58,447         |
| Merger effects                  | 41,553         |
| Allocation of profit            |                |
| <b>December 31, 2014</b>        | <b>100,000</b> |

Prior year changes are given below:

| (Amounts in thousands of euros) |               |
|---------------------------------|---------------|
| December 31, 2012               | 21,517        |
| Allocation of profit            | 36,930        |
| <b>December 31, 2013</b>        | <b>58,447</b> |

### Actuarial gains (losses) reserve

The actuarial gains (losses) reserve underwent the following changes:

| (Amounts in thousands of euros)                             |                |
|---|----------------|
| December 31, 2013   | (451)          |
| Merger effects  | (441)          |
| actuarial gains (losses) recognized in comprehensive income | (304)          |
| <b>December 31, 2014</b>                                    | <b>(1,196)</b> |

The reserve includes the effect of actuarial gains and losses, as required by IAS 19 revised.

Prior year changes are given below:

| (Amounts in thousands of euros)                             |              |
|---|--------------|
| December 31, 2012   | (401)        |
| actuarial gains (losses) recognized in comprehensive income | (50)         |
| <b>December 31, 2013</b>                                    | <b>(451)</b> |