

## **CLARIFICATIONS CONCERNING THE SOLICITATION STATEMENT PUBLISHED BY IGLI S.P.A.**

**Milan, 5 July 2012.** Following the request made yesterday by Consob, IGLI S.p.A. (hereinafter referred to as “**IGLI**”) underlines that the proxy solicitation Statement for the Shareholders' Meeting of Impregilo S.p.A. (hereinafter referred to as “**Impregilo**” or the “**Issuer**”) that will be held on 12 July 2012 - which was published by IGLI on 18 June 2012 - fully complies with the obligations to correctly represent any conflict of interests set out by the regulations on proxy solicitation.

Section II, paragraph 8 of the said Statement clearly states the following:

*"Pursuant to art. 135-decies of the Consolidated Law on Finance, the following is noted:*

*(i) IGLI is wholly owned by ASTM and holds an equity investment in the Issuer of approximately 29.96% of the ordinary share capital;*

*(ii) the Issuer's directors Beniamino Gavio, Marcello Gavio, Gian Maria Gros Pietro and Alberto Sacchi hold the office of directors also in other companies of the Gavio Group;*

*(iii) the majority of the Issuer's directors comes from the list that has been submitted by IGLI since 2007. It is noted that until March 2012 IGLI was owned in equal parts by the Fondiaria-SAI Group, the Autostrade Group and the Gavio Group and that the candidates for the office of director were proposed by the three shareholders, pursuant to the shareholders agreement in force at that time".*

This information was included pursuant to the provisions set out in art. 135 *decies* of Italian Legislative Decree no. 58/98 (hereinafter referred to as the "**Consolidated Law on Finance**"), according to which "*For the purposes of this article, there is in any case a conflict of interests if the representative or the substitute: a) [...]; b) is linked to the company or exercises significant influence over it; c) is a member of the board of directors or of the internal control body of the company or of the entities set out under points a) and b)*".

Taking into account that, pursuant to art. 2359, paragraph 3 of the Italian Civil Code, significant influence "*is presumed when during the ordinary shareholders' meeting at least one fifth of the votes can be exercised or one tenth if the company holds shares listed on regulated markets*" and that IGLI holds an equity investment in Impregilo equal to approximately 29.96% of the ordinary share capital of Impregilo, the said Section II, paragraph 8 of the Statement gave an adequate description of the fact that IGLI exercises significant influence over the Issuer and therefore complies with one of the situations (that must be indicated) set out by art. 135-*decies* of the Consolidated Law on Finance.

Finally, it is noted that IGLI *(i)* on 2 July 2012 lodged an appeal with the Regional Administrative Court of Lazio so that the judge could invite Consob to eliminate any difference in information between the proxy solicitation made by IGLI and that made by Salini S.p.A. (hereinafter referred to as “**Salini**”) and *(ii)* on 3 July 2012 lodged an appeal with the Court of Milan, pursuant to art. 700 of the Italian Code of Civil Procedure, so that Salini cannot make use of the proxies collected in violation of the applicable rules on solicitation and, in particular, of the legal obligations concerning the clear indication and representation to the market of any conflict of interests of Salini.

IGLI S.p.A.  
Sole Director