IGLI S.p.A. a single-member company
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Press Release

Igli is considering a liability action against the directors of Impregilo currently in office for the damages the strategic Impregilo-Salini agreement and the selling off of 3.7% of Ecorodovias are causing

The 3.7% share of Ecorodovias' capital held by Impregilo will be sold off (8.8% less than Monday's listing), causing serious damage to all the shareholders

The sale of the 19% equity investment in Ecorodovias had been started by the previous Board of Directors, but the transaction approved yesterday is damaging on both the economic and strategic level, and light years away from what Salini had promised (EUR 765 million versus the EUR 1,500-1,600 million promised)

There is no trace of any of the accusations levelled at the former Board of Directors. On the other hand, there remains an incurable conflict of interest which the supervisory bodies are focussing their attention on

Milan, 17 October 2012 – IGLI, which holds 29.96% of Impregilo, announced today that

"**Igli**, as shareholder of 29.96% of Impregilo, is considering taking **liability action against the present directors of Impregilo in its own interest and in that of all shareholders other than Salini**, which add up to more than 70% of the capital.

The grounds are first of all **the selling off of a significant stake of Ecorodovias at a substantially lower price than that quoted on the Stock Exchange,** and secondly **the strategic agreement between Impregilo and Salini which conflicts with the interests of the company and shareholders, to the sole benefit of Salini and in defiance of the conflict of interest regulations.**

The Board of Directors of Impregilo announced yesterday that it wants to sell an additional 3.7% stake of Ecorodovias to a Brazilian bank. The price announced, Reais 16.50 per share - compared to the Stock Exchange listing of Reais 18.1 of last Monday - **means the discount is Reais 1.6 per share.**
Since the applied discount is 8.8%, Impregilo will sustain a disvalue totalling approximately EUR 13 million. This is an unacceptable damage to the company and its shareholders.

Moreover, the sale of the 19% equity investment in Ecorodovias decided by the current Board of Directors of Impregilo **is the same transaction started by the previous board, but with seriously damaging elements.** This means that once again **the accusations levelled against the previous Board of Directors and management of damaging the company were specious and misleading for the market** and **represented a mere pretext to oust a Board of Directors that was excellently doing its job, bringing about a change in management and strategy that we deem extremely**

harmful for the medium to long-term future of Impregilo. The investment in Ecorodovias is one fine example, whose value has risen over the years to reach the market values of today.

It is therefore obvious that the true objective was to install a top management that causes an enormous conflict of interest in favour of Salini and to the detriment of all other shareholders, shareholders whom Igli on the other hand continues to defend in every possible way. Beyond this unique and important change that is without a doubt damaging for the shareholders other than Salini, **nothing has changed in the management of the company**. **In particular, no trace of that improvement in governance announced, and then immediately disappeared** from the radar, **was seen. What emerged in its place is that unprecedented conflict of interest that has caught the attention of Consob and of the public prosecutor's office.**

As for the differences between the two transactions to dispose of the 19% equity investment (the one proposed on 9 July and yesterday's), they are **very evident and serious** on both the economic and strategic level:

1. The offer received from Primav is **basically the same in countervalue** (765 milioni di euro – 19 Reais per share) **compared to the offer received by the previous Board of Directors** (EUR 763 million – Reais 17.9 per share) **on 9 July.** Nevertheless, the failure to finalise the transaction on 9 July also led to a **loss due to interest shortfall** (August-September-October) on the consideration offered that can be estimated in **EUR 9-10 million**.
2. The offer received from Primav on 9 July implied **a premium of 12.30%** on the stock exchange value as at 6 July, **while the offer accepted yesterday entails a premium of 4.97%** on the stock exchange value of Monday (Reais 18.10 per share).
3. **The remaining 10% stake**, which can however be transferred after 18 months elapse according to the offer of 9 July, **was an important protective measure for keeping the industrial partnership solid** and for guaranteeing the important prospects of new works in Brazil and South America for Impregilo.

All the shareholders would therefore have benefitted to a greater extent had the transaction proposed on 9 July been finalised at the time. Moreover, the income from the agreement announced yesterday is **much lower than what Salini S.p.A. announced to the market** on 25 June in a press release, which it again reiterated on 9 July, stating that "Primav's offer implied a potential loss of up to EUR 800 million" for Impregilo, and that **the sale of the equity investment in Ecorodovias through a competitive auction under the future management of Salini would have earned double the amount, equal to EUR 1,500-1,600 million. This led to the creation of false and deceptive expectations that in light of the facts were not fulfilled.**

In the interest of Impregilo and of all Impregilo's shareholders other than Salini, Igli reasserts that the industrial relations between Impregilo and Ecorodovias that have been consolidated over the past ten years must continue with the **sole assignment of the works to Impregilo, in so far as unjust interference or meddling of Salini and its subsidiaries must be ruled out**.

Igli will continue to oppose Salini's plan to continue governance of Impregilo that does not take the interests of the other shareholders into due account and to demand **answers from Impregilo's directors and corporate bodies, which should work in the sole interest of the company and of all of its shareholders."**

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