

MAIRE TECNIMONT S.P.A.
ORDINARY SHAREHOLDERS' MEETING
HELD ON 8 APRIL 2022

Summary account of the votes on the items on the Agenda of the Shareholders' Meeting

1. Financial Statements at 31 December 2021 and proposal regarding the allocation of the year's result

- 1.1. Company Financial Statements at 31 December 2021, Consolidated Financial Statements at 31 December 2021, Directors' Report, Report by the Board of Statutory Auditors and Independent Auditors' Report; relevant and consequent resolutions
- 1.2. Proposal on the allocation of the year's result; relevant and consequent resolutions

1.1 Company Financial Statements at 31 December 2021, Consolidated Financial Statements at 31 December 2021, Directors' Report, Report by the Board of Statutory Auditors and Independent Auditors' Report; relevant and consequent resolutions

Shares present at the Shareholders' Meeting when the voting was opened no. 235,560,692 equal to 71.677332% of the no. 328,640,432 shares representing the share capital, corresponding to 403,225,826 voting rights, equal to 79.889017 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	403,011,794	99.946920
Votes Against	0	0.000000
Abstentions	214,032	0.053080
No votes	0	0.000000
Total voting rights	403,225,826	100.000000%

1.2 Proposal on the allocation of the year's result; relevant and consequent resolutions

Shares present at the Shareholders' Meeting when the voting was opened no. 235,560,692 equal to 71.677332% of the no. 328,640,432 shares representing the share capital, corresponding to 403,225,826 voting rights, equal to 79.889017 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	403,225,826	100.000000
Votes Against	0	0.000000
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	403,225,826	100.000000%

2. Appointment of the Board of Directors

- 2.1 Determination of the number of components
- 2.2 Determination of the term of office
- 2.3 Appointment of members
- 2.4 Appointment of the Chairman
- 2.5 Determination of remuneration

2.1 Determination of the number of components

Shares present at the Shareholders' Meeting when the voting was opened no. 235,560,692 equal to 71.677332% of the no. 328,640,432 shares representing the share capital, corresponding to 403,225,826 voting rights, equal to 79.889017 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	403,222,117	99.999080
Votes Against	3,709	0.000920
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	403,225,826	100.000000%

2.2 Determination of the term of office

Shares present at the Shareholders' Meeting when the voting was opened no. 235,560,692 equal to 71.677332% of the no. 328,640,432 shares representing the share capital, corresponding to 403,225,826 voting rights, equal to 79.889017 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	402,897,214	99.918504
Votes Against	328,612	0.081496
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	403,225,826	100.000000%

2.3 Appointment of members

Shares present at the Shareholders' Meeting when the voting was opened no. 235,560,692 equal to 71.677332% of the no. 328,640,432 shares representing the share capital, corresponding to 403,225,826 voting rights, equal to 79.889017 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
List 1	355,500,536	88.164129
List 2	47,701,899	11.830070

Votes Against	23,391	0.005801
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	403,225,826	100.000000%

2.4 Appointment of the Chairman

Shares present at the Shareholders' Meeting when the voting was opened no. 235,560,692 equal to 71.677332% of the no. 328,640,432 shares representing the share capital, corresponding to 403,225,826 voting rights, equal to 79.889017 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	397,826,174	98.660886
Votes Against	628,652	0.155906
Abstentions	600,000	0.148800
No votes	4,171,000	1.034408
Total voting rights	403,225,826	100.000000%

2.5 Determination of remuneration

Shares present at the Shareholders' Meeting when the voting was opened no. 235,560,692 equal to 71.677332% of the no. 328,640,432 shares representing the share capital, corresponding to 403,225,826 voting rights, equal to 79.889017 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	403,125,826	99.975200
Votes Against	0	0.000000
Abstentions	100,000	0.024800
No votes	0	0.000000
Total voting rights	403,225,826	100.000000%

3. **Appointment of the Board of Statutory Auditors**

3.1 Appointment of members and of the Chairman

3.2 Determination of remuneration

3.1 Appointment of members and of the Chairman

Shares present at the Shareholders' Meeting when the voting was opened no. 235,560,692 equal to 71.677332% of the no. 328,640,432 shares representing the share capital, corresponding to 403,225,826 voting rights, equal to 79.889017 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
List 1	355,500,536	88.164129
List 2	47,691,444	11.827478
Votes Against	33,846	0.008394

Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	403,225,826	100.000000%

3.2 Determination of remuneration

Shares present at the Shareholders' Meeting when the voting was opened no. 235,560,692 equal to 71.677332% of the no. 328,640,432 shares representing the share capital, corresponding to 403,225,826 voting rights, equal to 79.889017 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	403,125,826	99.975200
Votes Against	0	0.000000
Abstentions	100,000	0.024800
No votes	0	0.000000
Total voting rights	403,225,826	100.000000%

4. **Report on the Remuneration Policy 2022 and remuneration paid**

- 4.1 Approval of the 2022 Remuneration Policy pursuant to Article 123-ter, paragraph 3-ter, of Legislative Decree no. 58/1998
- 4.2 Resolutions on the "Second Section" of the Report, pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/1998

4.1 Approval of the 2022 Remuneration Policy pursuant to Article 123-ter, paragraph 3-ter, of Legislative Decree no. 58/1998

Shares present at the Shareholders' Meeting when the voting was opened no. 235,560,692 equal to 71.677332% of the no. 328,640,432 shares representing the share capital, corresponding to 403,225,826 voting rights, equal to 79.889017 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	372,628,250	92.411802
Votes Against	30,597,576	7.588198
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	403,225,826	100.000000%

4.2 Resolutions on the "Second Section" of the Report, pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/1998

Shares present at the Shareholders' Meeting when the voting was opened no. 235,560,692 equal to 71.677332% of the no. 328,640,432 shares representing the share capital, corresponding to 403,225,826 voting rights, equal to 79.889017 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	368,378,219	91.357794
Votes Against	34,847,607	8.642206
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	403,225,826	100.000000%

5. Adoption of the "2022-2024 Maire Tecnimont Group Long Term Incentive Plan" pursuant to art. 114-bis of Legislative Decree no. 58/1998; related and consequent resolutions

Shares present at the Shareholders' Meeting when the voting was opened no. 235,560,692 equal to 71.677332% of the no. 328,640,432 shares representing the share capital, corresponding to 403,225,826 voting rights, equal to 79.889017 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	375,760,264	93.188541
Votes Against	27,465,562	6.811459
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	403,225,826	100.000000%

6. Authorisation to purchase and dispose of treasury shares, after revocation of the authorization granted by the Shareholders Meeting of April 15, 2021 for the portion not executed; relevant and consequent resolutions

Shares present at the Shareholders' Meeting when the voting was opened no. 235,560,692 equal to 71.677332% of the no. 328,640,432 shares representing the share capital, corresponding to 403,225,826 voting rights, equal to 79.889017 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	403,222,623	99.999206
Votes Against	0	0.000000
Abstentions	3,203	0.000794
No votes	0	0.000000
Total voting rights	403,225,826	100.000000%