


MAIRE TECNIMONT – Società per Azioni

Registered Office in Rome, Via Castello della Magliana, 75

Milan Offices, Via Gaetano De Castillia, 6A

Share Capital euro 16,125,000.00 fully paid-in

Tax Code/VAT and Rome Business Register No. 07673571001 - R.E.A. n. 1048169

EXTRAORDINARY SHAREHOLDERS' MEETING CALL NOTICE

Shareholders entitled to attend and to exercise their voting right are called to the extraordinary shareholders' meeting to be held on 6 June 2013, at h. 8.00 a.m., at the Company's operating offices in Milan, Via De Castillia, 6A, on first call, and, if necessary, on second call on 7 June 2013, at h. 10.30 a.m., in the same venue.

The shareholders' meeting shall resolve upon the following

Agenda:

1. Proposal of grouping of Maire Tecnimont S.p.A. shares, and consequent amendments to the company by-laws. Relevant and consequent resolutions.
 2. Proposal to resolve upon the following two capital increases:
 - Capital increase against payment of the total amount (including share premium) of Euro 15,277,500, i.e. up to 10% of the pre-existing share capital, reserved to Arab Development Establishment, consequently excluding the option right pursuant to article 2441, paragraph 4, second sub-paragraph, of the Italian Civil Code;
 - Capital increase against payment of the total maximum amount, including any share premium, of Euro 134,722,500, with option rights to all Company shareholders, pursuant to article 2441, paragraph 1, of the Italian Civil Code.
- Consequent amendment to art. 6 of the Company By-Laws, relevant and consequent resolutions.

Maire Tecnimont S.p.A. Share Capital

At the date hereof, the share capital subscribed and paid-in by Maire Tecnimont S.p.A. amounts to Euro 16,125,000.00, divided into n. 322,500,000 ordinary shares without par value, each giving right to one vote at the shareholders' meeting. The Company does not own treasury shares.

Shareholders' Meeting Attendance

Pursuant to art. 10 of the Company By-Laws and in accordance with the currently applicable regulatory provisions, only voting right holders are authorised to attend. Entitlement to attend and to exercise voting rights is certified by an evidence-based communication certifying the voting right holders' qualification, issued by the intermediary at the end of the seventh day of open market before the date fixed for the first call (i.e. 28 May 2013). Credit and debit entries in current accounts after 28 May 2013 will not be relevant for the purposes of the entitlement to shareholders' meeting attendance and exercise of voting right. The intermediary's communication above referred to shall be received by the Company by the end of the third day of open market preceding the date fixed for the shareholders' meeting on first call (i.e. by 3 June 2013). However, it is hereby agreed that entitlement to attendance and to voting shall be allowed should the relevant communication be received by the Company beyond the above-mentioned terms, provided that it is received before the commencement of the shareholders' meeting the call notice refers to.

Voting by proxy

The voting right holders may have themselves represented by another person by written proxy; to this end the proxy forms available at the registered office of Rome and at the offices of Milan may be used, that are also available on the Company website www.mairetecnimont.it.

The proxy may be notified to the Company by registered letter sent to: Maire Tecnimont S.p.A. Group Corporate Secretary, Via Gaetano De Castillia 6A, 20124 Milan, or to the following e-mail address: corporatesecretary@pec.mairetecnimont.it. Should the proxy deliver or send to the Company a copy of the proxy form, he has to certify under his own responsibility its conformity with the original proxy and the identity of the shareholder giving a proxy.

Designated representative

The proxy may be given at no cost for the shareholder giving a proxy other than the costs for sending or shipment of the proxy bearing the voting instructions on all or some of the proposals to be discussed on the agenda to Servizio Titoli S.p.A., designated on purpose by the Company pursuant to art. 135-undecies of Italian Legislative Decree 58/1998, provided that the original copy thereof is sent to the following address: Servizio Titoli S.p.A. [Ref. "Maire Tecnimont S.p.A. Shareholders' Meeting Proxy"], Via Monte Giberto 29, 00138 Roma, possibly anticipating the original true copy thereof by fax to 06 45417450 or by e-mail to ufficiroma@pec.serviziititoli.it, by the end of the second day of open market preceding the date fixed for the shareholders' meeting also on second call. The proxy form is available at the registered office in Rome and at the offices of Milan as well as on the Company website at www.mairetecnimont.it. The proxy applies only to the proposals for which voting instructions have been provided. Proxy and voting instructions may be always revoked within the term referred to above.

Agenda integration or submission of additional resolution proposals on items already on the agenda

Pursuant to art. 126-bis of Italian Legislative Decree 58/1998, the shareholders who, even jointly, represent at least one fortieth of the share capital, may request in writing, within ten days from the publication hereof, to integrate the items for discussion, indicating in their request the additional items they propose for discussion or to submit resolution proposals on items already on the agenda. The requests shall be sent by registered letter to: Maire Tecnimont S.p.A. Group Corporate Secretary, Via Gaetano De Castillia 6A, 20124 Milan or by notice to the following email address: corporatesecretary@pec.mairetecnimont.it. The request shall be supported by the certification issued by the intermediaries attesting the identity of the shareholders who submit the agenda integration or the additional resolution proposal, the overall shareholding as well as the ownership of said shareholding.

The agenda integration or the submission of resolution proposals on items already on the agenda shall be published as provided for this call notice, at least fifteen days before the date fixed for the shareholders' meeting (i.e. 22 May 2013).

The shareholders requesting the agenda integration or submitting resolution proposals on items on the agenda shall draft a memo on the items they propose for discussion, motivating the resolution proposals, or on the reason for the additional resolution proposals on items already on the agenda. Such memo shall be delivered to the board of directors within the latest term for the filing of the integration request. The memo shall be made available to the public, accompanied by the Board's comments, if any, concurrently with the publication of the agenda integration or the additional resolution proposals.

The integration of the agenda is not allowed for the items upon which the Shareholders' Meeting shall resolve, by law, on the proposal of the directors or based on a project or a report prepared by the same directors.

Questions on the items on the agenda

Pursuant to art. 127-ter of Italian Legislative Decree 58/1998, shareholders may ask questions on the items on the agenda even before the meeting, but in any case within the third day preceding the date fixed for the meeting on first call (i.e. 3 June 2013), by sending them by registered letter to Maire Tecnimont S.p.A. Group Corporate Secretary, Via Gaetano De Castillia 6A, 20124 Milan, or by notifying them to the following e-mail address: corporatesecretary@pec.mairetecnimont.it. The persons concerned shall provide information allowing their identification. The request shall be supported by information allowing to identify the shareholders asking questions on the items on the agenda, and by the communication issued pursuant to the currently applicable regulatory provisions by the intermediaries, certifying the shareholder qualification. The questions received before the meeting will be answered at the meeting at the latest.

Documentation

The Directors' Memo on capital increase and the Independent Auditors' Report as provided for by art. 2441, paragraph four, second sub-paragraph, of the Italian Civil Code, and by the art. 158, third paragraph of Italian Legislative Decree 58/1998, shall be made available to the public at least twenty-one days before the Shareholders' Meeting as provided for by the applicable law, at the registered office in Rome, at the offices of Milan, Via Gaetano De Castillia 6A, as well as on the Company website at www.mairetecnimont.it.

Shareholders may request copy thereof.

The registered office of Rome and the operating offices of Milan are open to the public for consultation and/or delivery of copies of the afore-mentioned documentation on business days from Monday to Friday, from h. 9.30 to h. 16.30. This notice is published in the "Milano Finanza" daily newspaper and on the Company website at www.mairetecnimont.it.
Rome, 6 May 2013

For the Board of Directors

The Chairman

(Fabrizio Di Amato)