

## NOTICE CALLING THE ORDINARY SHAREHOLDERS' MEETING

Shareholders entitled to attend and to exercise their voting right are called to the ordinary shareholders' meeting to be held on 28 April 2015, at 10:00 a.m., at the Company's operating offices in Milan, Via Gaetano De Castilia 6A, on **first call**, and, if necessary, on second call on 29 April 2015, at the same time and in the same venue.  
The shareholders' meeting shall be called to resolve upon the following

### Agenda:

1. Company Financial Statements at 31 December 2014, Consolidated Financial Statements at 31 December 2014, Directors' Report, Report by the Board of Statutory Auditors and Independent Auditors' Report.
2. Adoption of an incentive plan based on Phantom Stock for the Company CEO and certain Senior Managers of the Group; relevant and consequent resolutions.
3. Remuneration Report; relevant and consequent resolutions.

### Information on the share capital of Maire Tecnimont S.p.A.

At the date hereof, Maire Tecnimont's subscribed and paid-in share capital amounts to Euro 19,689,550.00, divided into 305,527,500 ordinary shares without par value, each giving right to one vote at the shareholders meeting. The Company does not own treasury shares.

### Attendance of the shareholders' meeting

Pursuant to art. 10 of the By-laws and in accordance with the current regulations, those who have the right to vote may participate in the meeting. The legal power to participate in the meeting and exercise the right to vote shall be attested to by a communication confirming such a right in favour of the person entitled to vote, by the intermediary on the basis of the accounting registration at the end of the seventh trading day which is open prior to the date fixed for the Meeting on first call (that is 17 April 2015). All crediting and debiting of the accounts subsequent to the date of 17 April 2015 have no relevance for the right to participate in and exercise the right to vote at the Shareholders' Meeting. The above communication of the intermediary shall be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting on first call (that is by 23 April 2015). However, all of the above without prejudice to the entitlement to speak and vote if communications have reached the Company after the above deadlines, as long as by the beginning of the meeting of each individual call.

### 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 operative office of Milan may be used, that are also available on the Company website [www.mairetecnimont.com](http://www.mairetecnimont.com).

The proxy may be notified to the Company by registered letter sent to: Maire Tecnimont S.p.A. Group Corporate Secretary, Via Gaetano De Castilia 6A, 20124 Milan, Italy or by notice to the following e-mail address: [corporatesecretary@pec.mairetecnimont.it](mailto: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 granted, at no cost to the delegating party except for transmission or delivery costs, with voting instructions on all or some of the proposals on the agenda, to Computershare S.p.A., appointed by the Company pursuant to art. 135-*undecies* of Legislative Decree 58/1998, provided that the original copy is received at the following address: Computershare S.p.A. (Ref. "Proxy Shareholders' Meeting Maire Tecnimont S.p.A."). Via Monte Giberto 33, 00138 Rome, possibly anticipating copy with a declaration of conformity with the original by fax to No. 0039 06 45417450 or attached to an e-mail to [ufficiomail@pecserviziottolli.it](mailto:ufficiomail@pecserviziottolli.it), by the end of the second trading day prior to the date fixed for the shareholders' meeting (that is by 24 April 2015), even on call following the first. The proxy form is available at the registered office of Rome and at the operative office of Milan and on the Company website at [www.mairetecnimont.com](http://www.mairetecnimont.com). The proxy shall be valid only for the proposals in relation to which voting instructions are conferred. The proxy and voting instructions may be cancelled within the term mentioned above.

### Right to integrate the agenda or submit additional resolution proposals on items already on the agenda

Pursuant to art. 126-*bis* of Legislative Decree No. 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 to the Company by registered letter to: Maire Tecnimont S.p.A. Group Corporate Secretary, Via Gaetano De Castilia 6A, 20124 Milan, Italy or by notice to the following e-mail address: [corporatesecretary@pec.mairetecnimont.it](mailto:corporatesecretary@pec.mairetecnimont.it). The request shall be supported by the certification issued by the intermediaries attesting the identity of the shareholders submitting the request, the overall shareholding held as well as the ownership of said shareholding.

The supplementing of the agenda or submission of proposed resolutions on items already on the agenda is declared in the same way as envisaged for the publication of this notice, at least fifteen days prior to the date scheduled for the shareholders' meeting (namely 13 April 2015).

Shareholders requesting integrations to the agenda or proposing resolutions on items already on the agenda, shall prepare a report on the items they propose to discuss justifying the proposed resolutions or on the reasons for the additional proposed resolutions on items already on the agenda. Said report shall be submitted to the Board of Directors before the deadline for submission of the integration request. The report will be made available to the public, accompanied by any assessments of the Board of Directors, together with the publication of the news of the agenda integration or the presentation of additional proposed resolutions. 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.

### Right to ask questions

Pursuant to art. 127-*ter* of Legislative Decree No. 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. 25 April 2015) by sending them by registered letter to: Maire Tecnimont S.p.A. Group Corporate Secretary, Via Gaetano De Castilia 6A, 20124 Milan, Italy or by notice to the following e-mail address: [corporatesecretary@pec.mairetecnimont.it](mailto: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 making the request 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 documentation relating to the items on the agenda, including the Directors' Reports and related proposed resolutions, will be made available to the public as provided for by the applicable law at the registered office in Rome, Viale Castello della Magliana 75, the offices of Milan, Via Gaetano De Castilia 6A, 20124 Milan, on the Company's website [www.mairetecnimont.com](http://www.mairetecnimont.com), and at the central storage device [1info \(www.1info.it\)](http://www.1info.it). More precisely, the Directors' Reports and the Information Document on the Phantom Stock Plan 2015-2017, prepared pursuant to article 84-*bis* of Consob Issuers' Regulation, are published simultaneously with this notice, while the Annual Financial Report with the other documents as per art.154-*ter* of the Consolidated Finance Act, the Remuneration Report and the Report on Corporate Governance and Ownership Structure shall be published at least 21 days before the Shareholders' Meeting (i.e. 7 April 2015).

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 9:30 a.m. to 4:30 p.m.. This notice is published in the "Milano Finanza" daily newspaper and on the Company website at [www.mairetecnimont.com](http://www.mairetecnimont.com).

Rome, 25 March 2015

For the Board of Directors  
The Chairman  
(Fabrizio Di Amato)