

DISTRIBUTION OF 2019 DIVIDENDS AND PURCHASE AND DISPOSAL OF TREASURY SHARES SUSPENDED - SHAREHOLDERS' MEETING POSTPONED

Milan, 14 April 2020 – The Board of Directors of **Maire Tecnimont S.p.A.** (the "**Company**") held today, taking into account the continuous evolution of the global scenario resulting from the COVID-19 epidemiological emergency and the regulatory measures issued as a result of it, including the Decree-Law 8 April 2020 No. 23, effective from 9 April 2020, resolved – taking a prudent approach – to suspend the distribution of the 2019 dividends, proposing to the Shareholders' Meeting to carry forward the profit for the 2019 financial year, and to withdraw the proposal authorizing the purchase and disposal of treasury shares, reserving to put in place new evaluations regarding the future distribution of reserves and the purchase and disposal of treasury shares by the end of the 2020 financial year.

Consequently, the Board of Directors resolved to postpone the ordinary Shareholders' Meeting, convened for 16/17 April 2020, until 30 April 2020, on first call, and on 4 May 2020, on second call, amending its agenda.

The proposal of the Board of Directors contained on page 289 of the 2019 Annual Financial Report approved on 11 March 2020 and updated on 1 April 2020, along with the proposal of the Board of Directors updated today as a result of the above, are displayed with parallel text translation here under.

Proposal of the Board of Directors on page 289 of the 2019 Annual Financial report approved on 11 March 2020 and updated on 1 April 2020	Proposal of the Board of Directors updated on 14 April 2020
<p><i>Dear Shareholders,</i> <i>We believe we have fully outlined the Financial Statements of the Company and we trust you will give your consent regarding the approach and criteria adopted in drawing up said Financial Statements for 2019, which we ask you to approve along with the proposal of allocating the entire profit of the period of Euro 30,727,467.52 and using the retained earnings in the amount of Euro 7,394,822.59, for a total of Euro 38,122,290.11, to be distributed to the Shareholders in dividends of Euro 0.116, before tax withholdings, for each of the 328,640,432 ordinary shares with no par</i></p>	<p><i>Dear Shareholders,</i> <i>We believe we have fully outlined the Financial Statements of the Company and we trust you will give your consent regarding the approach and criteria adopted in drawing up said Financial Statements for 2019, and invite you:</i></p> <ul style="list-style-type: none"> - <i>to approve the Financial Statements of Maire Tecnimont S.p.A. at 31 December 2019, ended with a net profit of Euro 30.727.467,52, as well as the relevant Report by the Board of Directors on the Operations in all their parts and results, and</i> - <i>to carry forward the year's profit</i>

Maire Tecnimont SpA

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<p>value, outstanding to date, and with the right to dividends upon coupon detachment on 20 April 2020 (ex date) and payments to be issued starting from 22 April 2020 (payment date).</p> <p>Pursuant to art. 83 terdecies of Italian Legislative Decree no. 58 of 24 February 1998, the entitlement to payment of the dividends is determined, with reference to the accounting evidence of the intermediary under art. 83 quater, paragraph 3, of the afore-mentioned Italian Legislative Decree no. 58/98, at the end of the record date of 21 April 2020, with the following payment dates:</p> <ul style="list-style-type: none"> - as for Euro 0.0116 for each of the ordinary shares existing to date and entitled to the dividends and thus, in total, for Euro 3,812,229.01, in partial ready-made payment, from 22 April 2020; - as for Euro 0.0348 for each of the ordinary shares existing to date and entitled to the dividends and thus, in total, for Euro 11,436,687.00 in payment, as a second tranche of deferred payment, from 30 September 2020, and - as for Euro 0.0696 for each of the ordinary shares existing to date and entitled to the dividends and thus, in total, for Euro 22,873,374.10 in payment, as a third tranche of deferred payment, from 30 November 2020. <p>[omissis]</p>	<p>amounting to Euro 30.727.467,52. [omissis]</p>
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Besides, the last sentence on page 21 of the Report by the Board of the Statutory Auditors ex art. 153 of D. Lgs. 58/98 ("**CFA**") for the Shareholders' Meeting and made available to the public on 26 March 2020, along with the last sentence of the separate Note to the said Report, approved today by the Board of the Statutory Auditors as a result of the above, are also displayed with parallel text translation here under.

<p>Last sentence on page 21 from the Report of the Board of Statutory Auditors ex art. 153 of L.D. n. 58/98 dated 26 March 2020</p>	<p>Last sentence of the separate note to the Report of the Board of Statutory Auditors ex art. 153 of L.D. n. 58/98 dated 26 March 2020, approved today</p>
<p>[omissis]</p> <p><i>The Board of Statutory Auditors agrees on the approval of the Financial Statements</i></p>	<p>[omissis]</p> <p><i>The Board of Statutory Auditors agrees on the proposal of the Board of Directors,</i></p>

<p><i>at 31 December 2019 and agrees with the proposal for the resolution submitted by the Board of Directors to allocate the full profit for the year amounting to Euro 30,727,467.52 and the use of profits carried over equal to Euro 7,394,822.59, in total amounting to Euro 38,122,290.11 to the Shareholders through the payment of a dividend of Euro 0.116, before withholding taxes, for each of the 328,640,432 ordinary shares without nominal value existing to date and entitled to the dividend.</i></p> <p><i>[omissis]</i></p>	<p><i>lastly modified on 14 April 2020, to carry forward the year's profit amounting to Euro 30.727.467,52.</i></p> <p><i>[omissis]</i></p>
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The amendment and integration of the call notice for the ordinary Shareholders' Meeting, the Explanatory Report by the Board of Directors concerning the issues on item 1 on the agenda, amended today and, as well as, the separate Note of the Board of the Statutory Auditors are made available to the public at the Company's website www.mairetecnimont.com (section "Governance" - "Shareholders' Meeting Documents" - "2020"), and on the authorized storage device 1info (www.1info.it).

Maire Tecnimont S.p.A.

Maire Tecnimont S.p.A., a company listed on the Milan Stock Exchange, is at the head of an international industrial group leader in the transformation of natural resources (plant engineering in downstream oil & gas, with technological and execution competences). Through its subsidiary NextChem it operates in the field of green chemistry and the technologies to support the energy transition. Maire Tecnimont Group operates in about 45 countries, numbering around 50 operative companies and a workforce of approximately 6,500 employees, along with approximately 3,000 professionals in the electro-instrumental division. For more information: www.mairetecnimont.com.

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