

MAIRE TECNIMONT S.P.A.

Registered office: Rome, Viale Castello della Magliana, 75

Operating offices in Milan, 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. 1048169

**MEMO ON THE PROPOSALS REGARDING THE FIRST ITEM ON THE AGENDA OF THE
ORDINARY SHAREHOLDERS' MEETING OF MAIRE TECNIMONT S.P.A. CALLED FOR 30 APRIL
2013, ON FIRST CALL, AND 14 MAY 2013, ON SECOND CALL.**

Item 1 on the agenda – *Financial Statements at 31 December 2012, consolidated financial statements at 31 December 2012, Directors' Report, Board of Statutory Auditors' Report and Independent Auditors' Report.*

Reference should be made to the Directors' Report which shall be advertised pursuant to law.

Rome, 21 March 2013

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