

ORDINARY SHAREHOLDERS' MEETING CALL NOTICE

Shareholders entitled to attend and to exercise their voting right are called to the ordinary Shareholders' Meeting to be held on 29 April 2019, at 10:30 a.m., at the operative office of Maire Tecnimont S.p.A. ("**Maire Tecnimont**" or the "**Company**") in Milan, Via Gaetano De Castilia 6A, on **first call**, and, if necessary, on second call on 30 April 2019, at 10:30 a.m., same place. The Shareholders' Meeting shall be called to resolve on the following

Agenda:

1. Company Financial Statements at 31 December 2018, Consolidated Financial Statements at 31 December 2018, Directors' Report, Report by the Board of Statutory Auditors and Independent Auditors' Report. Resolutions regarding the allocation of the year's profit.
2. Appointment of Directors, after determining their number, office term and remuneration; appointment of the Chairman of the Board of Directors.
3. Appointment of Statutory Auditors and of the Chairman of the Board of Statutory Auditors and determination of the remuneration due to Standing Statutory Auditors and the Chairman of the Board of Statutory Auditors.
4. Remuneration Report; relevant and consequent resolutions.
5. Authorisation to purchase and dispose of treasury shares; relevant and consequent resolutions.
6. Amendment of the financial terms of the appointment for the independent audit of the accounts, conferred, in accordance with Italian Legislative Decree no. 39/2010, to the company PricewaterhouseCoopers S.p.A. for the period 2016-2024, with reference to the financial years closed from 31 December 2018 to 31 December 2024, included; related 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 19,920,679.32, divided into 328,640,432 ordinary shares without par value, which, pursuant to article 120, paragraph 1 of Italian Legislative Decree no. 58/1998 (the "**Consolidated Finance Act**" or "**CFA**") and art. 6-bis of the Company By-laws, correspond to 496,305,566 voting rights.

As the date of the present notice, the Company does not own any treasury shares.

On the Company website www.mairetecnimont.com (section "Governance" - "Shareholders' Meeting Documents" - "2019"), information on the share capital amount and its relevant composition are indicated in detail.

Increased vote

The extraordinary Shareholders' Meeting of 18 February 2015 approved the introduction to the By-laws of Maire Tecnimont (articles 6-bis, 6-ter and 6-quater) of the increased vote discipline, with the result that, in accordance with article 120, paragraph 1, of the CFA, share capital shall refer to the total number of voting rights. Following the voting rights' increases achieved to the date of the present notice, the total number of voting rights is 496,305,566. For more information, also as regards the special list pursuant to art. 6-quater of the By-laws, (the "**Special List**"), reference is made to the Company website www.mairetecnimont.com (section "Governance" - "Increased Voting Rights"). Maire Tecnimont, in accordance with art. 6-quater, paragraph 3 of the By-laws, will update the Special List (where needed) by the 5th market day open from the end of each calendar month, and in any event no later than the seventh trading day prior to the date set for the Shareholders' Meeting (the so-called record date, i.e. by 16 April 2019).

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 Shareholders' Meeting. The legal power to participate in the Shareholders' Meeting and exercise the right to vote shall be attested 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 Shareholders' Meeting on first call (record date, that is 16 April 2019). All crediting and debiting of the securities accounts subsequent to the date of 16 April 2019 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 24 April 2019). 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 Shareholders' Meeting works of each individual call.

Procedures for voting by correspondence or by electronic means are not provided.

Voting by proxy

The voting right holders may have themselves represented by another person by written proxy. To this end the proxy form is available at the registered office of Rome and at the operative offices of Milan and on the Company website at www.mairetecnimont.com (section "Governance" - "Shareholders' Meeting Documents" - "2019"). The proxy may be notified to the Company by registered letter sent to: Maire Tecnimont S.p.A., Group Corporate Affairs, Governance & Compliance, Via Gaetano De Castilia 6A, 20124 Milan, Italy, or by notice to the following certified 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. The proxy may be conferred with electronic document signed electronically in accordance with art. 20, paragraph 1-bis, of Legislative Decree no. 82/2005.

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 within the meaning of art. 135-undecies of the Consolidated Finance Act, 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 n. 06 45417450 or attached to a certified e-mail to ufficiroma@pecserviziointitoli.it, by the end of the second trading day prior to the date fixed for the Shareholders' Meeting, even on call following the first and thus also on second call (i.e. respectively by 25 April 2019 and 26 April 2019). The proxy form is available at the registered office in Rome and at the operative offices of Milan on the Company website www.mairetecnimont.com (section "Governance" - "Shareholders' Meeting Documents" - "2019"). 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 article 126-bis of the CFA, 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 (i.e. by 30 March 2019), 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 Affairs, Governance & Compliance, Via Gaetano De Castilia 6A, 20124 Milan, Italy, or by notice to the following certified e-mail address: 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 resolution proposals 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, in the case in point, by 15 April 2019, before the markets open). Shareholders requesting integrations to the agenda or submitting resolution proposals 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 resolution proposals on items already on the agenda. Said report shall be sent 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 resolution proposals. The integration of the agenda is not allowed for items on which the Shareholders' Meeting shall resolve, in accordance with the law, on the proposal of the Directors or on the basis of a project or a report prepared by the same Directors that is different to those set out in art. 125-ter, paragraph 1, of the CFA.

Right to ask questions

Pursuant to article 127-ter of the CFA, Shareholders may ask questions on the items on the agenda even before the Shareholders' Meeting, but in any case within the third day preceding the date fixed for the Shareholders' Meeting on first call (i.e. by 26 April 2019) sending them by registered letter to: Maire Tecnimont S.p.A. Group Corporate Affairs, Governance & Compliance, Via Gaetano De Castilia 6A, 20124 Milan, Italy or by notice to the following certified 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 making the request and by the communication issued pursuant to the currently applicable regulatory provisions by the intermediaries, certifying the Shareholder qualification. However, the communication to intervene in the Shareholders' Meeting is not due in the event that the same, reaches the Company from the intermediary himself.

The questions received before the Shareholders' Meeting will be answered at the Meeting at the latest.

Appointment of the Board of Directors

Under art. 13 of the By-laws, the Board of Directors may be made up of five to eleven members, provided an odd number of members is elected by the Ordinary Shareholders' Meeting, after determining the number of the Directors. It is also stated that the members of the Board of Directors may also be non-shareholders and serve for one to three financial years, until approval of the financial statements for the last year of the mandate, as established by the Shareholders' Meeting upon appointment and may be re-elected. Pursuant to art. 14 of the By-laws, the Directors are appointed, in compliance with the currently applicable regulation on balanced proportion of genders, on the basis of lists (where candidates are listed with a sequential number) submitted by shareholders who own, individually or jointly, at least 1.0% of the capital represented by shares with voting rights at the ordinary Shareholders' Meeting, a threshold fixed by Consob's resolution dated 24 January 2019. Each shareholder may submit, or participate in the submission, including through third parties or a nominee company, only one list. Moreover, the following may submit, or participate in the submission, including through third parties or a nominee company, and vote only one list: (i) shareholders belonging to the same Group (meaning subsidiaries, parents and companies subject to the same control, in compliance with art. 2359, first paragraph, no. 1 and 2 of the Italian Civil Code); (ii) shareholders who are party to the same shareholders' agreement relating to the shares of the Company, in compliance with art. 122 of the CFA. Each candidate may run only in one list, on penalty of ineligibility. Each list shall include the candidacy of the minimum number of persons that fulfil the legal and regulatory independence requirements, established in accordance with the laws and regulations, applicable to Independent Directors. Lists with an overall number of candidates equal to or over three must be made up of candidates belonging to both genders, so that at least one third (rounded up) of the candidates belong to the least represented gender in compliance with current regulations on gen-

der balance. Shareholders are requested to file the lists (signed by those who submit them) at the registered office in Rome or operative offices in Milan, or send them to the following certified e-mail address: corporatesecretary@pec.mairetecnimont.it at least 25 days before the date set for the Shareholders' Meeting on first call (i.e. by 04 April 2019), together with the statements in which the individual candidates accept their candidacy and certify, under their own responsibility, the absence of causes of ineligibility and incompatibility, and the existence of the requirements prescribed by applicable legislation and, where appropriate, of independence, and the curriculum vitae of each candidate regarding personal and professional characteristics with indication of management and control positions held at other companies. It is recommended that at least one of the candidates indicated in the lists shall have an adequate knowledge and expertise in financial matters or remuneration policies and at least another candidate shall have an adequate accounting and financial or risk management expertise. Certification attesting ownership, at the time of filing the list with the Company, of the minimum shareholding envisaged for the submission of the lists shall be provided concurrently with the filing of the lists or in any case within the other term set forth by the legislative provisions for the publication of said lists, i.e. at least 21 days before the date set for the Shareholders' Meeting on first call (i.e. by 08 April 2019). A list that fails to fulfil the foregoing requirements is considered as though it had never been submitted. Additionally, in preparing lists, shareholders are asked to consider guidance as to the managerial and professional figures whose presence is considered appropriate within the Board, as well as regarding the criteria of diversity in the composition of the Board itself, defined by the Board of Directors on 14 March 2019 and included in the explanatory report prepared in accordance with art. 125-ter of the CFA in respect of the appointment of the Board of Directors, available at the registered office in Rome and the operative offices in Milan, on the Company's website www.mairetecnimont.com (section "Governance" - "Shareholders' Meeting Documents" - "2019") and on the authorised storage device [linfo \(www.linfo.it\)](http://www.linfo.it). Every person entitled to vote may vote only one list. It is also recalled that Consob, in Communication no. DEM/9017893 of 26 February 2009 recommended that shareholders submitting a "minority list" file together with the list a statement certifying the absence of any relationships, even indirect, pursuant to art. 147-ter, paragraph 3, of the CFA and art. 144-quinquies of Consob Regulation 11971/1999, with shareholders who hold, even jointly, a controlling shareholding or relative majority, if identifiable on the basis of notifications of significant shareholdings pursuant to art. 120 of the CFA or of the publication of shareholders' agreements pursuant to art. 122 of the same Decree. In compliance with the regulation inherent to the balanced proportion of genders, all the directors to be elected, minus one, shall be taken from the list that has obtained the majority of the votes according to the progressive order with which they are listed in the list; the remaining director shall be selected from the second most voted list and that is not related in any way, not even indirectly, with such shareholders that submitted or voted the majority list. The By-laws do not require a minimum percentage of votes for a list to participate in the allocation of the candidates to be appointed as. If only one list is submitted, all directors shall be taken, in progressive order, solely from the submitted list. Further information regarding submission, filing and publication of the lists and procedures for the appointment of directors are contained in articles 13 and 14 of the By-laws available on the Company's website www.mairetecnimont.com (section "Governance" - Corporate Documents") and in the explanatory report of the Board of Directors (section "Governance" - Shareholders' Meeting Documents" - "2019"), also available on the website. The lists presented will be made available to the public at the registered office in Rome, the operative offices in Milan, on the authorised storage device [linfo \(www.linfo.it\)](http://www.linfo.it), and on the Company's website www.mairetecnimont.com (section "Governance" - "Shareholders' Meeting Documents" - "2019").

Appointment of the Board of Statutory Auditors

Pursuant to art. 20 of the By-laws, the Board of Statutory Auditors is made up of three Standing Statutory Auditors and three Alternate Statutory Auditors. Pursuant to art. 21 of the By-laws, the Statutory Auditors are appointed, in compliance with the currently applicable regulation on balanced proportion of genders, on the basis of lists submitted by shareholders who own, individually or jointly, at least 1.0% of the capital represented by shares with voting rights at the ordinary Shareholders' Meeting, a threshold fixed by Consob's resolution dated 24 January 2019. The lists have two sections: one for the appointment of standing statutory auditors, and another for the appointment of alternate statutory auditors. The first candidate in each section must be selected from Chartered Auditors registered in the specific register and in possession of the requirements of applicable legislation. Each shareholder may submit, or participate in the submission of, including through third parties or a nominee company, and vote only one list. Moreover, the following may submit, or participate in the submission, including through third parties or a nominee company, and vote only one list: (i) shareholders belonging to the same Group (meaning subsidiaries, parents and companies subject to the same control, in compliance with art. 2359, first paragraph, no. 1 and 2 of the Italian Civil Code); (ii) shareholders who are party to the same shareholders' agreement relating to the shares of the Company, in compliance with art. 122 of the CFA. Each candidate shall only be included in one list, on penalty of ineligibility. Shareholders are requested to file the lists (signed by those who submit them) at the registered office in Rome or operative offices in Milan, or send them to the following certified e-mail address: corporatesecretary@pec.mairetecnimont.it at least 25 days before the date scheduled for the Shareholders' Meeting at first call (i.e. by 04 April 2019), together with: a) information on the identity of the shareholders who submitted them, indicating the total percentage shareholding held; b) statements in which individual candidates accept their candidacy and attest, under their own responsibility, the absence of reasons of incompatibility and the existence of requirements prescribed by law for such offices; c) a curriculum vitae regarding the personal and professional qualifications of designated persons, with an indication of management and control positions held at other companies; d) statement of shareholders other than those who hold, also jointly, a controlling shareholding or relative majority, certifying the absence of relationships pursuant to article 144-quinquies of Consob Regulation 11971/1999 with the latter. Certification attesting ownership, upon filing of the list at the Company, of the minimum shareholding required for the submission of the lists shall be provided concurrently with the filing of the lists or in any case within any other term set forth by the legislative provisions for the publication of said lists, i.e. at least 21 days before the date set for the Shareholders' Meeting on first call (i.e. by 08 April 2019). A list that fails to fulfil the foregoing requirements is considered as though it had never been submitted. Additionally, in preparing lists, shareholders are asked to consider guidance as to the members of the auditing body, also in respect of diversity criteria such as age, gender balance and training and professional experience, defined by the Board of Directors, after consulting with the Board of Statutory Auditors, on 14 March 2019 and included in the explanatory report prepared in accordance with art. 125-ter of the CFA in respect of the appointment of the Board of Statutory Auditors, available at the registered office in Rome and the operative offices in Milan, at the Company's website www.mairetecnimont.com (section "Governance" - "Shareholders' Meeting Documents" - "2019") and on the authorised storage device [linfo \(www.linfo.it\)](http://www.linfo.it). Lists with an overall number of candidates equal to or over three must be made up of candidates belonging to both genders, so that at least one third (rounded up) of the candidates for the office of Standing Statutory Auditor and at least one third (rounded up) of the candidates for the office of Alternate Statutory Auditor belong to the least represented gender, in compliance with applicable regulations on gender balance. It is also recalled that Consob, in Communication no. DEM/9017893 of 26 February 2009, recommended that shareholders submitting a "minority list" provide in said statement information regarding any existing relationships (some of which are indicated by way of example in the same Communication), if significant, with shareholders who hold, even jointly, a controlling shareholding or relative majority, where they can be identified on the basis of notifications of significant shareholdings pursuant to art. 120 of the CFA or of the publication of shareholders' agreements pursuant to art. 122 of the CFA and the reasons for which said relationships were not considered relevant for the existence of any relationships pursuant to art. 148, paragraph 2, of the CFA and art. 144-quinquies of Consob Regulation 11971/1999, or the absence of the mentioned relationship must be indicated. In the event that - at the end of the term of 25 days for filing the lists and documents at the registered office - only one list has been submitted or lists are only submitted by shareholders who are linked with each other, in accordance with article 144-quinquies of the Issuers' Regulation 11971/1999, pursuant to article 144-sexies 5th paragraph of Consob Issuer Regulation, lists may be submitted until the third day following said date (i.e., in the case in point, by 08 April 2019, before the markets open). In that case, lists may be submitted by shareholders who possess, individually or jointly, at least 0.50% of the capital represented by shares with voting rights in the ordinary Shareholders' Meeting. The standing statutory auditors will be the first two candidates from the list with the highest number of votes (the "Majority list"), and the first candidate from the list obtaining the second highest number of votes (the "**Minority list**") submitted by shareholders who are not related, even indirectly, to the shareholders who submitted or voted for the **Majority list**, and this candidate will also be appointed Chairman of the Board of Statutory Auditors. The first two alternate candidates of the Majority List and the first alternate candidate of the Minority List shall be elected Alternate Statutory Auditors. Art. 21 of the By-laws shall be referred to in the event of a tie between lists. If only one list is presented, the Shareholders' Meeting votes on this; if the list obtains the relative majority, the candidates listed in the corresponding section of the list are elected as standing and alternate statutory auditors; the chair of the Board of Statutory Auditors is assigned to the person listed in first place in the above-mentioned list. Further information regarding submission, filing and publication of the lists and procedures for the appointment of statutory auditors are contained in articles 20 and 21 of the By-laws available on the Company's website www.mairetecnimont.com (section "Governance" - Corporate Documents") and in the explanatory report of the Board of Directors (section "Governance" - Shareholders' Meeting Documents" - "2019"), also available on the same website. The lists presented will be made available to the public at the registered office in Rome, the operative offices in Milan, on the authorised storage device [linfo \(www.linfo.it\)](http://www.linfo.it), and on the Company's website www.mairetecnimont.com (section "Governance" - "Shareholders' Meeting Documents" - "2019").

Documentation

The documentation relating to the agenda items, including the Explanatory Reports of the Board of Directors and the related resolution proposal, will be made available to the public in accordance with the provisions of law at the registered office in Rome, Viale Castello della Magliana 27, the operative offices of Milan, Via Gaetano De Castilia 6A, Milan, on the website of the Company www.mairetecnimont.com (section "Governance" - Shareholders' Meeting Documents" - "2019") and on the authorized storage device [linfo \(www.linfo.it\)](http://www.linfo.it), giving simultaneous disclosure to the public. In particular, the Directors' Explanatory Reports on the items on the agenda are published currently with the present call notice, while the Annual Financial Report with the other documents as per art. 154-ter of the CFA, the "2018 Sustainability Report" containing the Consolidated Non-Financial Declaration as at 31 December 2018, the Remuneration Report, the Report on Corporate Governance and Ownership Structure, shall be made available to the public at least 21 days before the Shareholders' Meeting at first call (i.e. by 08 April 2019). At least 15 days before the date of the Shareholders' Meeting at first call, i.e., in the case in point, by 15 April 2019, before the markets open, the documentation pursuant to art. 77, paragraph 2-bis of Consob Regulation no. 11971/1999 and art. 15, paragraph 1, letter a) of the Markets Resolution adopted by Consob Resolution no. 20249/2017, will also be deposited at the registered office in Rome, Viale Castello della Magliana 27 and at the operative offices of Milan, at Via Gaetano De Castilia 6A. 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 09:30 to 16:30. This notice is published on the Company's website www.mairetecnimont.com (section "Governance" - "Shareholders' Meeting Documents" - "2019"), on the authorised storage device [linfo \(www.linfo.it\)](http://www.linfo.it) and in extract form in the newspaper "Milano Finanza".

Rome, 20 March 2019

On behalf of the Board of Directors
The Chairman
(Fabrizio Di Amato)