

EXPLANATORY REPORT BY THE BOARD OF DIRECTORS OF MAIRE TECNIMONT S.P.A. ON THE PROPOSALS CONCERNING ITEM 3 ON THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING OF MAIRE TECNIMONT S.P.A. CONVENED FOR 19 APRIL 2023, ON FIRST CALL, AND 20 APRIL 2023, ON SECOND CALL.

Maire Tecnimont - Joint Stock Company

Registered office: Viale Castello della Magliana, 27, Rome

Operating office: Via Gaetano De Castilia, 6A, Milan

Share capital Euro 19,920,679.32 fully subscribed and paid in

Tax Code, VAT Number and registration number in the Rome Companies Register 07673571001

Econ. & Admin. Index (REA) no. 1048169

Ordinary Session - Item 3 of the Agenda

3. Measures pursuant to Article 2386 of the Italian Civil Code; related and consequent resolutions.

Dear Shareholders,

the Board of Directors of your Company has convened you in the ordinary Shareholders' Meeting for 19 April 2023, on first call, and for 20 April 2023, on second call, to resolve, inter alia, on the proposal to confirm Mr. Alessandro Bernini as Board Director, pursuant to Article 2386, first paragraph, of the Italian Civil Code, as well as Article 14 of the Articles of Association.

As known, on 21 April 2022, a Board Director appointed by the Shareholders' Meeting on 8 April 2022 resigned from the offices he held - including those of Chief Executive Officer and Chief Operating Officer- effective as of 15 May 2022.

On 21 April 2022, as communicated to the market on the same date, the Board of Directors, having acknowledged the unavailability to accept the office by Mrs. Alessandra Conte - the first non-elected candidate belonging to the list from which the Board Director who had resigned at that time had been taken -, has co-opted, pursuant to art. 2386 of the Italian Civil Code, Mr. Alessandro Bernini, former *Group Chief Financial Officer* of the Company since 2013, as new non-independent Director of the Company, also appointing him as new Chief Executive Officer and Chief Operating Officer of Maire Tecnimont. The Board has also granted Mr. Alessandro Bernini - as *Chief Executive Officer (CEO)*, i.e. the person primarily responsible for the management of the Company and, as such, also in charge of setting up and maintaining the internal control and risk management system - executive powers to direct and coordinate the Group's activities.

Mr. Alessandro Bernini ceases to be a Director with the Shareholders' Meeting to which this Report refers. The Board of Directors therefore proposes to confirm his appointment as Director of Maire Tecnimont until the expiry of the other current Directors' term of office and, therefore, until the date of the Shareholders' Meeting called to approve the financial statements as at 31 December 2024. Since this is a mere integration of the Board of Directors, the Shareholders' Meeting will proceed with the legal majorities without list voting in accordance with Article 14 of the Articles of Association.

Mr. Alessandro Bernini's *curriculum vitae* is available to the public on the Company's [website www.mairetecnimont.it](http://www.mairetecnimont.it) ("Governance" - "Governance Model" - "Board of Directors").

It should be noted that the remuneration for the office of Director shall be deemed confirmed at Euro 45,000.00 (forty-five thousand point zero) gross per year, as already determined by the aforementioned Ordinary Shareholders' Meeting of 8 April 2022 with reference to each Director.

Dear Shareholders,

In consideration of the above, we hereby submit the following proposed resolution:

“The Ordinary Shareholders’ Meeting of Maire Tecnimont S.p.A.,

- *having examined the Explanatory Report prepared by the Board of Directors;*
- *taking note of the proposed resolution and the submitted application;*

resolves

1. to appoint Mr. Alessandro Bernini as Director of Maire Tecnimont, who will remain in office until the expiry date of the other current Directors' term of office and, therefore, until the date of the Shareholders' Meeting called to approve the financial statements as at 31 December 2024;

2. to confirm that the remuneration to be paid to Mr. Alessandro Bernini for the office of Director will be Euro 45,000.00 (forty-five thousand point zero zero) gross per year, as already determined by the Ordinary Shareholders' Meeting of 8 April 2022 with reference to each Director”.

Rome, 1 March 2023

On behalf of the Board of Directors

The Chairman

(Fabrizio Di Amato)