

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 27 April 2016, at 10:00 a.m., at the Company's operative office in Milan, Via Gaetano De Castillia, 6A, on **first call**, and, if necessary, on second call on 28 April 2016, at the same time and place. The Shareholders' Meeting shall be called to resolve on the following

Agenda:

1. Company Financial Statements at 31 December 2015, Consolidated Financial Statements at 31 December 2015, 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. Adoption of a Performance Share Plan dedicated to top Managers of Group companies; relevant and consequent resolutions.
5. Adoption of an Employee Stock Ownership Plan dedicated to employees of Group companies; relevant and consequent resolutions.
6. 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 this 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, issued 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 18 April 2016). All crediting and debiting of the accounts subsequent to the date of 18 April 2016 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 22 April 2016). 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 at 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 Castillia 6A, 20124 Milan, Italy or by notice to the following 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.

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 ("Consolidated Finance Act" or "CFA"), 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. 0039 06 45417450 or attached to an e-mail to ufficiomail@pecserviziottoliti.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 2016 and 26 April 2016). 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. 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, 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 Castillia 6A, 20124 Milan, Italy or by notice to the following 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 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 12 April 2016). 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 article 127-ter of the CFA, 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. 23 April 2016) by sending them by registered letter to: Maire Tecnimont S.p.A. Group Corporate Secretary, Via Gaetano De Castillia 6A, 20124 Milan, Italy or by notice to the following 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. The questions received before the 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 composed 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-members 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 2.5% of the capital represented by shares with voting rights at the Ordinary Shareholders' Meeting, a threshold fixed by Consob's resolution dated 28 January 2016. Each Shareholder may submit, or participate in the submission of, 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, paragraph 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 Legislative Decree no. 58/1998. Each candidate may run only in one list, on penalty of ineligibility. Each list must contain the candidacy of the minimum number of individuals that meet the 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 gender balance. Shareholders are requested to file the lists (signed by those who submit them) at the registered office in Rome or send them to the following e-mail address: corporatesecretary@pec.mairetecnimont.it at least 25 days before the date set for the Meeting on first call (i.e. by 02 April 2016), 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 of 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 6 April 2016). A list that fails to fulfil the foregoing requirements is considered as though it had never been submitted. 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 Legislative Decree 58/1998 and art. 144-quinquies of Consob Issuers' 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 Legislative Decree 58/1998 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 minority 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 by list to allow candidates to run for the appointment of director. 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 website of the Company www.mairetecnimont.com and in the explanatory report of the Board of Directors, also available on the website. The lists will be made available to the public at the registered office, Borsa Italiana S.p.A. and on the website www.mairetecnimont.com.

Appointment of the Board of Statutory Auditors

Pursuant to art. 20 of the by-laws, the Board of Statutory Auditors is composed 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 2.5% of the capital represented by shares with voting rights at the ordinary Shareholders' Meeting, a threshold fixed by Consob's resolution dated 28 January 2016. The lists consist of two sections: one for the appointment of Standing Statutory Auditors, the other for the appointment of Alternate Statutory Auditors. The first candidate in each section must be selected from Statutory 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, paragraph 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 Legislative Decree no. 58/1998. Each candidate may be present in only 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 send them to the following e-mail address: corporatesecretary@pec.mairetecnimont.it at least 25 days before the date set for the Meeting on first call (i.e. by 2 April 2016), together with: a) information on the identity of the Shareholders who submitted them, indicating the total shareholding percentage 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 Issuers' 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 the 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 6 April 2016). A list that fails to fulfil the foregoing requirements is considered as though it had never been submitted. Lists with an overall number of candidates equal to or over three must be composed 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 terminated 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 Legislative Decree 58/1998 or of the publication of Shareholders' agreements pursuant to art. 122 of the same Decree and the reasons for which said relationships were not considered relevant for the existence of any relationships pursuant to art. 148, paragraph 2, of Legislative Decree 58/1998 and art. 144-quinquies of Consob Issuers' Regulation 11971/1999, or the absence of the mentioned reports 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 Issuers' Regulation, lists may be submitted until the third day following said date (by 5 April 2016). In that case, lists may be submitted by Shareholders who possess, individually or jointly, at least 1.25% of the capital represented by shares with voting rights in the ordinary Shareholders' Meeting. The first two candidates on the list that obtains the highest number of votes ("Majority List") and the first candidate of the list with the second highest number of votes ("Minority List") and which has been submitted by Shareholders who are not even indirectly connected with the Shareholders who submitted or voted the Majority List shall be elected Standing Statutory Auditors, the latter candidate being 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 submitted, the Shareholders' Meeting shall vote 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 Chairman of the Board of Statutory Auditors is assigned to the person listed in first place in the aforementioned 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 website of the Company www.mairetecnimont.com and in the explanatory report of the Board of Directors, also available on the website. The lists will be made available to the public at the registered office, Borsa Italiana S.p.A. and on the website www.mairetecnimont.com.

Documentation

The documentation relating to the agenda items, including the Explanatory Reports of the Board of Directors and the related deliberative proposals, will be made available to the public in accordance with the provisions of law at the registered office in Rome, Viale Castello della Magliana 75, the operative office of Milan, Via Gaetano De Castillia 6A, 20124 Milan, on the website of the Company www.mairetecnimont.com and on the authorized storage device Info (www.info.it). More precisely, the Explanatory Reports of the Directors and Information Documents on the Performance Share Plan and on the Employee Stock Ownership Plan, drafted pursuant to art. 84-bis of the Consob Issuers' Regulation are published concurrently with this notice, while the Annual Financial Report with the other documents referred to in art. 154-ter of the CFA, the Remuneration Report and the Report on Corporate Governance and Corporate Structure, will be made available to the public at least 21 days before the Meeting (i.e. 6 April 2016). Shareholders may request copy thereof.

The registered office of Rome and the operative office 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 a.m. to 4:30 p.m. This notice is published in the "Milano Finanza" daily newspaper and on the Company website www.mairetecnimont.com.

Rome, 18 March 2016

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