

**EXPLANATORY REPORT BY THE BOARD OF DIRECTORS OF MAIRE TECNIMONT S.P.A. ON THE PROPOSALS CONCERNING ITEM 4 ON THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING OF MAIRE TECNIMONT S.P.A. CONVENED FOR 8 APRIL 2022, ON FIRST CALL, AND 11 APRIL 2022, ON SECOND CALL.**

**Maire Tecnimont - Joint Stock Company**

Registered office: Rome, Viale Castello della Magliana, 27

Operative office: Milan, Via Gaetano De Castillia, 6A

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

TAX ID VAT and registration Rome Companies Register 07673571001

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

## **Item 4 of the Agenda**

### **4. Report on the 2022 Remuneration Policy and remuneration paid**

- 4.1 Approval of the 2022 Remuneration Policy pursuant to Article 123-ter, paragraph 3-ter, of Legislative Decree No. 58/1998**
- 4.2 Resolutions on the "Second Section" of the Report, pursuant to Article 123-ter, paragraph 6, of Legislative Decree No. 58/1998**

Dear Shareholders,

for complete information on this item, please refer to the "*Report on the 2022 Remuneration Policy and remuneration paid*" (the "**Remuneration Report**" or the "**Report**") prepared in accordance with art. 123-ter of Italian Legislative Decree No. 58/1998 and art. 84-quater of Consob Issuers Regulation 11971/1999 and subsequent amendments and additions, which will be available to the public, within the terms of the law, at Maire Tecnimont S.p.A.'s registered office, at the operative office in Milan, on the website [www.mairetecnimont.com](http://www.mairetecnimont.com) (Section "Governance" - "Shareholders' Meeting Documents" - "2022") as well as on the authorized storage mechanism "1info" ([www.1info.it](http://www.1info.it)).

The Company's Remuneration Report was approved by the Board of Directors on 25 February 2022, on the proposal of the Remunerations Committee.

Pursuant to 123-ter, paragraph 3-bis, of Italian Legislative Decree No. 58/1998, you are called to resolve in favour of or against the First Section of the Remuneration Report, which presents the Company's Remuneration Policy applicable to the members of the Board of Directors, Board of Statutory Auditors, the Chief Operating Officer and other top managers, as well as the procedures used to adopt and implement said Policy. The above-mentioned Remuneration Policy shall be in force for one year.

In this respect, we would remind you that, in accordance with paragraph 3-ter of art. 123-ter of Italian Legislative Decree no. 58/1998, the resolution you are called to adopt is binding.

Pursuant to art. 123-ter, paragraph 6 of Italian Legislative Decree no. 58/1998, you are also called upon to resolve on the Second Section of the Remuneration Report, with a non-binding resolution.

The results of the votes will be published in accordance with Art. 123-ter, paragraph 6, and 125-quater, paragraph 2, of Italian Legislative Decree no. 58/1998.

Dear Shareholders,

in consideration of the above, we therefore submit for your approval the following proposals for resolutions relating to the fourth item on the Shareholders Meeting's agenda.

**Proposed resolution on item 4.1 on the agenda:**

*"The ordinary Shareholders' Meeting of Maire Tecnimont S.p.A., having examined the 2022 Remuneration Policy prepared by the Board of Directors in accordance with art. 123-ter of Italian Legislative Decree No. 58/1998 and art. 84-quater of Consob's Issuers' Regulation No. 11971/1999,*

***resolves***

*to approve - pursuant to art. 123-ter, paragraph 3-ter, of Legislative Decree No. 58/1998 and for all other legal and regulatory purposes, and therefore with binding resolution - the 2022 Remuneration Policy".*

**Proposed resolution on item 4.2 on the agenda:**

*"The ordinary Shareholders' Meeting of Maire Tecnimont S.p.A., having examined the "Second Section" of the Report prepared by the Board of Directors in accordance with art. 123-ter of Italian Legislative Decree No. 58/1998 and art. 84-quater of Consob's Issuers' Regulation no. 11971/1999,*

***resolves***

*to approve - pursuant to art. 123-ter, paragraph 6, of Legislative Decree no. 58/1998 and for all other legal and regulatory purposes, and therefore with a non-binding resolution - the "Second Section" of the Report".*

Rome, 25 February 2022

For the Board of Directors

The Chairman

(Fabrizio Di Amato)