

## Internal Dealing Procedure

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Approved by the Board of Directors  
on 16 March 2016, modified by the Board  
of Directors on 25 January 2018  
and last updated  
on 11 May 2022.

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## 1. FOREWORD

The Board of Directors of Maire Tecnimont S.p.A., in its meeting of 7 July 2007, approved the “Internal regulation for managing Inside information” (hereinafter the “**Regulation**”), subsequently amended on 15 December 2010, and recently, on 16 March 2016, which includes three sections: 1. the “Internal Dealing Procedure”; 2. the “Processing of Inside Information”; and 3. the “Regulation for the management of the Insider Register”.

The Board of Directors, in application of and pursuant to:

- Regulation no. 596/2014 of the European Parliament and of the Council on market abuse (hereinafter the “**MAR Regulation**”) and the related delegated and implementing regulations;
- of Legislative Decree 24 February 1998, no. 58 (hereinafter the “**CFA**”);
- the provisions of Consob Regulation no. 11971 of 14 May 1999 as amended (hereinafter the “**Issuers’ Regulation**”);

and taking into consideration the guidelines of the Supervisory Authorities as well as the provisions of article 1 of the Self-Regulatory Code for listed companies in force<sup>1</sup>, which, in order to ensure the correct management of corporate information, recommends the adoption of a procedure for internal management and external communication of documents and information concerning the issuer, with particular reference to Inside information, on 25 January 2018 adopted this “**Internal Dealing Procedure**” (hereinafter the “**Procedure**”), which annuls and replaces the section “Internal Dealing Procedure” of the Regulation in order to identify, in compliance with the applicable provisions in this regard, the Internal Dealing Parties (as defined below) and to regulate the information flows relating to transactions carried out - also through a third party - by the aforementioned parties. The Procedure was last modified on 11 May 2022, in order to clarify and/or specify some of its provisions.

## 2. SCOPE OF APPLICATION

This procedure applies to Maire Tecnimont S.p.A.

## 3. DEFINITIONS

**Shares**

The ordinary shares of Maire Tecnimont S.p.A.

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<sup>1</sup> Refer to Recommendation 1, letter f) of the Corporate Governance Code, in force from January 1, 2021, to which the Company adhered on February 11, 2021

**Closed Period**

The closing period of 30 calendar days before the announcement of the half-year or annual financial report or the preliminary accounting data. The day of the publication of the press release relating to the announcement of the half-year or annual financial report or the preliminary accounting data represents the 30th day of the Closed Period.

**Employees**

The employees of Maire Tecnimont S.p.A. and its subsidiaries not included among Relevant Parties.

**Group**

Maire Tecnimont S.p.A and its subsidiaries.

**Inside Information**

Pursuant to article 7 of the MAR Regulation, **Inside Information** refers to information of a precise nature which has not been made public, concerning, directly or indirectly, one or more issuers or one or more financial instruments and which, if made public, could have a significant effect on the prices of said financial instruments or on the prices of related derivative financial instruments.

**Issuers' Regulation**

Regulation implementing Legislative Decree no. 58 of 24 February 1998 on the regulation of issuers adopted by Consob with resolution no 11971 of 14 May 1999 and subsequent modifications and integrations.

**MAR Regulation**

Regulation no. 596/2014 of the European Parliament and of the Council relating to market abuse.

**Company**

Maire Tecnimont S.p.A.

**Internal Dealing Parties**

The Relevant Parties - Managers and Persons closely related to them and Relevant Parties - Shareholders and Persons closely related to them.

**Relevant Parties -  
Shareholders and Persons  
closely related to them  
(SR-AZ)**

**Relevant Party - Shareholders:** anyone who has a shareholding, calculated pursuant to article 118 of the Issuers' Regulation, of at least 10% of the share capital<sup>2</sup> of the Company, represented by shares with voting rights, as well as any other party that controls the listed issuer.

**Persons closely related to the Relevant Party - Shareholder:**

- a) spouses, unless legally separated, their dependent children (including step-children) and, if cohabiting for at least one year, parents, relatives and other kinsmen of the Relevant Parties - Shareholders;
- b) legal entities, partnerships and *trusts* in which a Relevant Party - Shareholder or one of the persons specified in point a) above is solely or jointly responsible for management;
- c) legal entities, controlled directly or indirectly by a Relevant Party - Shareholder or by one of the persons specified in point a) above;
- d) partnerships in which the economic interests are largely equivalent to those of a Relevant Party - Shareholder or one of the persons specified in point a) above;
- e) trusts set up for the benefit of a Relevant Party -

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<sup>2</sup>Pursuant to art. 120, paragraph 1 of Legislative Decree 24 February 1998, no. 58 and as provided by article 6 bis of the Articles of Association ("Voting right increases"), share capital of Maire Tecnimont S.p.A. refers to the total number of voting rights.

Shareholder or one of the persons specified in point a) above.

**Relevant Parties -  
Managers and Persons  
closely related to them  
(SR-M)**

**Relevant Party - Manager:** person who carries out administrative, management and control functions who is:

- a) member of the administration or control body of the Company;
- b) senior executives who, although not members of the boards of administration or control of the Company, have regular access to Inside Information related directly or indirectly to the Company and are authorized to take management decisions that can influence the future development and prospects of the Company.

**Persons closely related to the Relevant Party - Manager:**

- a) spouse or *partner* similar to spouse, dependent child, relatives who have shared the same household for at least one year at the transaction date;
- b) legal person, *trust* or *partnership*, whose managerial responsibilities are covered by a Relevant Party - Manager or by a person referred to in point a) above, or who is directly or indirectly controlled by such person, or is incorporated for its benefit, or the economic interests of which are substantially equivalent to the interests of said person.

**CFA**

Consolidated Finance Act: Italian Legislative Decree No. 58 of 24 February 1998 (Consolidation law on financial intermediation).



#### 4. TRANSACTIONS CARRIED OUT BY RELEVANT PARTIES - MANAGERS AND PERSONS CLOSELY RELATED TO THEM

4.1 Relevant Parties - Managers and Persons closely related to them (SR-M) are required to notify Maire Tecnimont S.p.A. and Consob of the transactions carried out on their behalf concerning the Shares, debt securities of the Company, derivative instruments or other related financial instruments<sup>3</sup>, once a total amount of **Euro 20,000.00** (Euro twenty thousand) has been reached within a calendar year.

No notification shall be due in the case of transactions that are less than the aforementioned amount of **Euro 20,000.00** (Euro twenty thousand), without prejudice to the obligation to communicate them when their total value reaches the threshold of **Euro 20,000.00** (Euro twenty thousand) within the same calendar year, **as well as any transaction (though of a lower amount) subsequent to reaching the aforementioned threshold in the same calendar year.**

4.2 The transactions subject to notification are indicated by way of example and not exhaustively in Annex A of this procedure.

4.3 Relevant Parties - Managers and Persons closely related to them (SR-M) shall send information related to the transaction carried out to the *Group Corporate Affairs, Governance & Compliance Function*, by *e-mail* ([corporatesecretary@pec.mairetecnimont.it](mailto:corporatesecretary@pec.mairetecnimont.it)) using the form in Annex B.

Relevant Parties - Managers and Persons closely related to them shall send the aforementioned communication to the *Group Corporate Affairs, Governance & Compliance Function* by **24:00 of the second business day** following the date of execution of the transaction or from the last transaction that reached the threshold of **Euro 20,000.00** (Euro twenty thousand).

4.4 The *Group Corporate Affairs, Governance & Compliance Function* by 24:00 of the third business day following the date of execution:

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<sup>3</sup>For the purposes of this paragraph, the following definitions are outlined:

- “**financial instrument**” as defined in article 4, paragraph 1, point 15 of Directive 2014/65/EU;
- “**derivative instrument**” financial instruments in annex I, section C, points 4 to 10, of Directive 2004/39/EC, regulated in terms of implementation by articles 38 and 39 of Regulation (EC) no. 1287/2006;
- “**related instrument**” instrument defined in article 3, paragraph 2, letter b) of the MAR Regulation.



- shall communicate to Consob the transaction Relevant Party - Manager or closely related Person, in accordance with Consob Communication no. 0061330 of 1 July 2016, via PEC to the address consob@pec.consob.it o via *e-mail* protocollo@consob.it, indicating as recipient the Markets Information Office and the subject “*MAR Internal Dealing*”;
- shall publish the transactions for which it has received notification in accordance with the procedures established by current legislation.

The communication shall be made using Annex B.

**4.5** The date of execution and the day on which the transaction was carried out.

**4.6** In the calculation of the amount:

- the threshold is calculated by adding all transactions without compensation;
- concerning transactions carried out in currencies other than the Euro or in which the value of the asset underlying of the financial instrument involved is expressed in a currency other than the Euro, in order to determine the equivalent in Euro to determine whether the threshold in point 4.1 above has been reached, the daily exchange rate of reference available on the website of the European Central Bank is considered.

## **5. DISCLOSURE OBLIGATIONS OF RELEVANT PARTIES - MANAGERS AND PERSONS CLOSELY RELATED TO THEM**

**5.1** The *Group Corporate Affairs, Governance & Compliance* Function shall send this Procedure and related Annexes to Relevant Parties - Managers. The *Group Corporate Affairs, Governance & Compliance* Function shall draw up a list of Relevant Parties - Managers and Persons closely related to them (SR-M) and notify in writing the Relevant Parties - Managers of their obligations in accordance with current legislation, communicating to them the criteria for identifying persons closely related to them.

**5.2** Relevant Parties - Managers shall notify in writing the Persons closely related to them of their obligations in accordance with the provisions of law and regulations relating to communications to Consob and the market referred to in paragraph 4 above and keep a copy of the notification.

5.3 On a half-yearly basis, or at 30 June and 31 December, the *Group Corporate Affairs, Governance & Compliance* Function shall ask the Relevant Parties - Managers to communicate any changes in the list of Persons closely related to them.

5.4 Each Relevant Party - Manager is required to:

- return completed and signed for receipt and acceptance the statement annexed to the transmission notice of this Procedure;
- return completed and signed the list of closely related Persons;
- contact the *Group Corporate Affairs, Governance & Compliance* Function of the Company in case of need of clarification concerning its application.

## **6. TRANSACTIONS CARRIED OUT BY RELEVANT PARTIES - SHAREHOLDERS AND PERSONS CLOSELY RELATED TO THEM**

6.1 Relevant Parties - Shareholders and Persons closely related to them (SR-AZ) shall notify Consob and publish all transactions on Shares and related financial instruments<sup>4</sup> performed by themselves and by those closely related to them, once a total amount of **Euro 20,000.00** (Euro twenty thousand) has been reached within a calendar year, **by the end of the fifteenth day of the month following** the one in which transactions have been carried out using Annex C and according to the procedures set forth in Annex 6 of the Issuers' Regulation.

6.2 The notifications referred to in paragraph 6.1 may be carried out by the Company on behalf of the Relevant Parties - Shareholders and Persons closely related to them (SR-AZ) upon agreement with them. To this end, Relevant Parties - Shareholders, within 15 days after the end of the month in which the transaction was completed, shall send to the *Group Corporate Affairs, Governance & Compliance* Function, using Annex C, information relating to the transaction carried out by them and/or by closely related persons together with the proxy referred to in Annex D.

6.3 The *Group Corporate Affairs, Governance & Compliance* Function shall notify Consob and publish the information relating to the transaction **by the end of the open market day**

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<sup>4</sup> For the purposes of this paragraph, the following definitions are outlined:

- “**financial instrument**” financial instrument defined in article 1, paragraph 2 of the CFA;
- “**related financial instrument**” financial instrument defined in article 152 - *sexies* paragraph 1, letter b) of the Issuers' Regulation.

following the one in which it received the information from the aforementioned Relevant Party - Shareholder.

**6.4** The *Group Corporate Affairs, Governance & Compliance* Function shall proceed with the communications using Annex C and in accordance with the procedures set out in Annex 6 of the Issuers' Regulation.

**6.5** Relevant Parties - Shareholders and Persons closely related to them (SR-AZ) are not required to communicate:

- transactions with a total amount not reaching Euro 20,000.00 (Euro twenty thousand) by the end of the year; after each communication, transactions with a total amount that shall not reach a value of an additional Euro 20,000.00 (Euro twenty thousand) by end of the year are not disclosed; for derivative-linked financial instruments, the amount is calculated with reference to the underlying shares;
- transactions between the Relevant Party - Shareholder and closely related Persons;
- transactions carried out by Maire Tecnimont and its subsidiaries.

## **7. DISCLOSURE OBLIGATIONS OF RELEVANT PARTIES - SHAREHOLDERS AND PERSONS CLOSELY RELATED TO THEM**

**7.1** The *Group Corporate Affairs, Governance & Compliance* Function shall send this Procedure and related Annexes to Relevant Parties - Shareholders.

**7.2** Relevant Parties - Shareholders shall notify in writing the Persons closely related to them of their obligations in accordance with provisions of law and regulations relating to communications to Consob and the market referred to in paragraph.

## **8. CLOSED PERIOD**

**8.1** During each Closed Period, it is prohibited for **Relevant Parties - Managers** to carry out, directly or indirectly, on their own behalf or on behalf of third parties, transactions relating to Shares or debt securities or derivative instruments or other related financial instruments concerning the Company.

**8.2** The prohibition referred to in paragraph 8.1 above shall not apply:

- a) in the case of exceptional situations of subjective necessity, to be assessed case by case by the Board of Directors, such as, for example, serious financial difficulties that require the immediate sale of shares; or
- b) because of the trading characteristics in the case of transactions carried out simultaneously or in relation to any employee stock ownership plans or an employee savings plan, a guarantee or rights to shares, or transactions in which the beneficiary's interest in the security in question is not subject to changes.

**8.3** In the cases referred to in paragraph 8.2, letter a) above, the Relevant Party - Manager interested in benefiting from the exemption must appropriately justify in writing to the *Group Corporate Affairs, Governance & Compliance* Function by *e-mail* (corporatesecretary@pec.mairetecnimont.it) the transaction, describing its nature and the exceptional nature of the circumstances and demonstrating that the specific transaction cannot be carried out at another time except during the Closed Period.

**8.4** In the cases referred to in paragraph 8.2, letter a) above, the circumstances are considered exceptional in the case of extremely urgent, unforeseen and compelling situations that are not attributable to the Relevant Party - Manager and are beyond the control thereof.

**8.5** In examining whether the circumstances reported in the written request are exceptional, the Board of Directors evaluates, in addition to other indicators, whether and to what extent the Relevant Party - Manager:

- a) at the time of submission of the request is required to fulfil a legally enforceable financial obligation or satisfy a claim;
- b) shall perform or is in a situation created before the commencement of the Closed Period that requires the payment of an amount to third parties, including tax obligations, and said person cannot reasonably fulfil a financial obligation or satisfy a claim without immediately selling the financial instruments of the Company.

If, for urgent reasons, the evaluation referred to in this point 8.5 cannot be carried out by the first Board of Directors, the same will be carried out by the Chief Executive Officer jointly with the Chairman of the Board of Directors or, if the latter is the Relevant Party - Manager interested in benefiting from the exemption, by the Chief Executive Officer and by the Board of Statutory Auditors or by the Chairman of the Board of Directors and the Board of Statutory Auditors if the Relevant Party - Manager concerned is the Chief Executive Officer.

**8.6** The Company has the right to authorize the Relevant Party - Manager to trade on its own account or on behalf of third parties during a Closed Period when:

- a) the Relevant Party - Manager had been granted or attributed financial instruments as part of an employee plan, provided that the following conditions are met:
- the plan for employees and conditions thereof have been previously approved by the Company and the terms of the plan specify the timing for the attribution or the grant and the amount of the Financial Instruments attributed or granted, or the basis for calculating this amount, provided that discretionary powers cannot be exercised;
  - the Relevant Party - Manager has no discretionary power with regard to acceptance of the Financial Instruments attributed or granted;
- b) the Relevant Party - Manager had been attributed or granted financial instruments as part of an employee plan that is implemented during the Closed Period, provided that a previously planned and organized method is applied as regards the conditions, the periodicity and the attribution terms, provided that the group of authorized persons to whom the Financial Instruments are granted and the amount of the Financial Instruments to be attributed is indicated and on condition that the attribution or granting of the Financial Instruments takes place within a defined framework in which such attribution or granting cannot be influenced by any Inside Information;
- c) the Relevant Party - Manager shall exercise options or *warrants* or the conversion right of convertible bonds that have been assigned as part of an employee plan, if the expiry date of such options, *warrants* or convertible bonds is included in a Closed Period, and shall sell the Financial Instruments purchased as a result of exercising these options, *warrants* or conversion rights, provided that all the following conditions are met:
- the Relevant Party - Manager shall notify the Company of its decision to exercise the options, *warrants* or conversion rights at least four months before the expiry date;
  - the decision of the Relevant Party - Manager is irrevocable and
  - the Relevant Party - Manager has been previously authorized by the Company;
- d) the Relevant Party - Manager shall purchase Financial Instruments of the Company as part of an employee savings plan, provided that all the following conditions are met:
- the Relevant Party - Manager has adhered to the plan before the Closed Period, except in cases where it is not possible to adhere at another time due to the start date of the employment;
  - the Relevant Party - Manager does not change the terms of participation in the plan nor revokes such participation during the Closed Period and

- the purchase transactions are clearly organized on the basis of the conditions of the plan and the Relevant Party - Manager does not have the right or the legal possibility to change them during the Closed Period, or these transactions are planned within the plan so that they take place on a pre-established date included in the Closed Period;
- e) the Relevant Party - Manager shall transfer or receive, directly or indirectly, Financial Instruments, provided that they are transferred from one account to another of that person and that the transfer does not involve changes in their price;
- f) the Relevant Party - Manager acquires a guarantee or rights relating to Financial Instruments and the final date of such acquisition is included in the Closed Period, in accordance with the Company's Articles of Association or law, provided that said party demonstrates to the Company the reasons for which the acquisition did not take place at another time and the Company accepts the explanation provided.

## 9. SANCTIONS

**9.1** The abuse of Inside Information and market manipulation constitute offences punishable with criminal sanctions (articles 184-187 of the CFA) and administrative sanctions (articles 187-*bis*-187-*quater* of the CFA) against those who committed the same and can give rise to situations involving the administrative liability of the Company (articles 187-*quinquies* of the CFA and 25-*sexies* of Legislative Decree 231/2001).

**9.2** In the event of failure to comply with the provisions of law and regulations relating to the communications to Consob and the market described in paragraphs 4 and 6 above, pursuant to article 193 of the CFA, with respect to companies, entities or associations, a pecuniary administrative sanction shall be applicable from Euro five thousand to ten million or, if higher, up to 5% of the total annual turnover.

If the communications are due from an individual, in case of violation, the pecuniary administrative sanction from Euro five thousand to two million shall be applicable with respect to the latter.

The foregoing is without prejudice to the applicability of articles 194-*quinquies* and 194-*sexies* of the CFA.

## 10. FINAL PROVISIONS

Pursuant to the Regulation (EU) 2016/679 referred to the protection of natural persons with regard to the processing of personal data and on the free movement of such data (“GDPR” or “Regulation”), only the data necessary to achieve the specific purposes for which they are destined are provided by the Internal Dealing Parties and are disclosed, to the extent strictly relevant to the obligations, tasks or purposes previously mentioned to the Italian Stock Exchange and disseminated to the public. Data is kept for the period necessary for the purposes for which it has been received. Interested parties may exercise their rights pursuant to article 7 of the aforementioned Regulation (Right of access to personal data and other rights) by contacting the *Group Corporate Affairs, Governance & Compliance* Function of the Company.

## TRANSACTIONS SUBJECT TO NOTIFICATION

Pursuant to article 19 of Regulation 596/2014 and article 10 of Delegated Regulation (EU) no. 522/2016

The transactions of Relevant Parties - Managers and Persons closely related to them subject to notification by way of example and not exhaustively include:

- the pledging or borrowing of Financial Instruments by or on behalf of a Relevant Party - Manager and a closely related person<sup>5</sup>;
- transactions carried out by those who prepare or carry out transaction on a professional basis or by anyone else on behalf of an SR-M, even when discretion is exercised;
- transactions carried out under a life insurance policy defined in accordance with Directive 2009/138/EC in which (i) the policyholder is a Relevant Person, (ii) the risk of the investment is borne by the contracting party and (iii) the contracting party has the power or discretion to make investment decisions in relation to specific instruments covered by the life insurance in question or to perform transactions relating to the specific instruments of such insurance;
- the acquisition, transfer, short sale, subscription or exchange;
- the acceptance or exercise of an option right, including an option right granted to persons exercising administrative, control or management functions or to employees as part of the remuneration due to them, and the sale of shares deriving from the exercise of an option right;
- entering into exchange contracts connected to equity indices or the exercise of such contracts;
- transactions in derivative instruments or connected to them, including transactions with cash settlement;
- entering into a contract for differences related to a financial instrument of the issuer concerned or to issue units or products auctioned on the basis thereof;
- the acquisition, transfer or exercise of rights, including put and call options, and warrants;
- the subscription of a capital increase or issue of credit securities;

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<sup>5</sup> There is no need to notify a pledging of financial instruments, or another similar guarantee, in connection with the deposit of financial instruments in a custody account, unless and until such pledging or other similar guarantee is intended to obtain a specific credit facilitation.



- transactions in derivative instruments and financial instruments linked to a credit instrument of the issuer concerned, including credit default swaps;
- conditional transactions subject to the occurrence of conditions and the effective execution of transactions;
- automatic or non-automatic conversion of a financial instrument into another financial instrument, including the exchange of bonds convertible into shares;
- gifts and donations made or received and inheritances received;
- transactions carried out in products, baskets and index-linked derivatives, if the conditions set forth in article 19 of the MAR Regulation are met;
- transactions in shares or units of investment funds, including alternative investment funds (AIFs) referred to in article 1 of Directive 2011/61/EU of the European Parliament and of the Council if the conditions set out in article 19 of the MAR Regulation are met;
- transactions carried out by the manager of an AIF in which the person who exercises administrative, control or management functions has invested or a closely associated person, if the conditions set forth in article 19 of the MAR Regulation are met;
- transactions carried out by third parties in the context of an asset management mandate or portfolio on an individual basis on behalf of or in favour of a person who exercises administrative, control or management functions or a closely associated person;
- the borrowing or lending of units or credit securities of the issuer or derivative instruments or other financial instruments connected to them.

**COMMUNICATION TO CONSOB AND THE PUBLIC OF TRANSACTIONS CARRIED OUT BY PERSONS WHO EXERCISE ADMINISTRATIVE, CONTROL OR  
MANAGEMENT FUNCTIONS AND PERSONS CLOSED RELATED TO THEM**

**Model of notification and communication to the public of transactions carried out by persons who exercise administrative, control or management functions and persons closely related to them**

1	<b>Data relating to the person who exercises administrative, control or management functions/to the closely related person</b>	
a)	<p>Name</p> <p><i>[For individuals: name and surname]</i></p> <p><i>[For legal entities: full name, including legal form as provided in the register in which it is registered, if applicable]</i></p>	
2	<b>Reason for notification</b>	
a)	<p>Position/title</p> <p><i>[For persons who exercise administrative, supervisory or management functions: indicate the position (for example, CEO, Financial Director) occupied at the issuer; For closely associated persons, indicate that the notification concerns a person closely associated with a person who exercises administrative, control or management functions; name and surname and position of the relevant person who exercises administrative, control or management functions.]</i></p>	
b)	<p>Initial notification/modification</p> <p><i>[Indicate whether it is an initial notification or a modification of a previous notification. In the event of a modification, please explain the error that is corrected with this notification.]</i></p>	
3	<b>Data relating to the issuer, the issue units market participant, the auction platform, the auction commissioner or supervisor</b>	

a)	Name <i>[Full name of the Company]</i>	
b)	LEI <i>[Identification code of the legal entity, compliant with the LEI code referred to in ISO 17442.]</i>	
4	<b>Data related to the transaction: section to be repeated for i) each type of instrument; ii) each type of transaction; iii) each date; and iv) each place where the transactions were carried out</b>	
a)	Description of the financial instrument, type of instrument <sup>6</sup> <i>[Indicate the nature of the instrument: -a share, a debt instrument, a derivative or a financial instrument related to a share or a debt instrument; -an issue unit, a product being auctioned on the basis of issue units or a derivative on issue units.]</i>	
a)	Identification code <i>[Identification code of the instrument as defined in the Delegated Regulation of the Commission supplementing Regulation (EU) no. 600/2014 of the European Parliament and of the Council with regard to the regulatory technical standards on reporting transactions to competent authorities adopted pursuant to article 26 of Regulation (EU) no. 600/2014.]</i>	

<sup>6</sup> Indicate the nature of the instrument: a share, a debt instrument, a derivative or a financial instrument related to a share or a debt instrument;

b)	<p>Nature of transaction</p> <p><i>[Description of the type of transaction using, if necessary, the types of transactions established by article 10 of Delegated Regulation (EU) 2016/522 (1) of the Commission adopted pursuant to article 19, paragraph 14 of Regulation (EU) no. 596/2014 or one of the specific examples referred to in article 19, paragraph 7 of Regulation (EU) no. 596/2014. Pursuant to article 19, paragraph 6, letter e) of Regulation (EU) no. 596/2014, indicate whether the transaction is linked to the use of stock option plans.]</i></p>																		
c)	<p>Price/s and volume/s</p> <p><i>[If several transactions of the same nature (purchase, sale, borrowing and lending etc.) on the same financial instrument or on the same issue unit are carried out on the same day and in the same place, indicate in this field the prices and volumes of said transactions, in two columns as shown above, inserting all the necessary rows.</i></p> <p><i>Use the standards relating to data for price and quantity, including, if necessary, the currency of the price and the currency of the quantity, as defined in the Delegated Regulation of the Commission supplementing Regulation (EU) no. 600/2014 of the European Parliament and of the Council with regard to the regulatory technical standards on reporting transactions to competent authorities adopted pursuant to article 26 of Regulation (EU) no. 600/2014.]</i></p>	<table border="1"> <thead> <tr> <th data-bbox="863 643 1140 688">Price/s</th> <th data-bbox="1140 643 1436 688">Volume/s</th> </tr> </thead> <tbody> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> </tbody> </table>		Price/s	Volume/s														
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d)	<p>Aggregate information</p> <ul style="list-style-type: none"> <li>— Aggregate volume</li> <li>— Price</li> </ul> <p><i>[The volumes of multiple transactions are aggregated when said transactions: i) refer to the same financial instrument; ii) are of the same nature; iii) are carried out on the same day and are carried out in the same place;</i></p> <p><i>Use the standards relating to data for quantity, including, if necessary, the currency of the quantity, as defined in the Delegated Regulation of the Commission supplementing Regulation (EU) no. 600/2014 of the European Parliament and of the Council with regard to the regulatory technical standards on reporting transactions to competent authorities adopted pursuant to article 26 of Regulation (EU) no. 600/2014.]</i></p> <p><i><b>Information on prices:</b> in the case of a single transaction, the price of the individual transaction; in the event that the volumes of multiple transactions are aggregated: the weighted average price of the aggregated transactions. Use the standards relating to data for the price, including, if necessary, the currency of the price, as defined in the Delegated Regulation of the Commission supplementing Regulation (EU) no. 600/2014 of the European Parliament and of the Council with regard to the regulatory technical standards on reporting transactions to competent authorities adopted pursuant to article 26 of Regulation (EU) no. 600/2014.]</i></p>	
e)	<p>Transaction date</p> <p><i>[Date of the day of execution of the notified transaction. Use the ISO 8601 format: YYYY-MM-DD; UTC time.]</i></p>	

f)	<p>Place of transaction</p> <p><i>[Name and identification code of the trading venue under MiFID, the systematic internalizer or the trading platform organized outside the Union where the transaction was carried out as defined in the Delegated Regulation of the Commission supplementing Regulation (EU) no. 600/2014 of the European Parliament and of the Council with regard to the regulatory technical standards on reporting transactions to competent authorities adopted pursuant to article 26 of Regulation (EU) no. 600/2014, or if the transaction was not carried out at one of the above venues, indicate “outside a trading venue”.]</i></p>	
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(1) Delegated Regulation (EU) 2016/522 of the Commission of 17 December 2015 supplementing Regulation (EU) no. 596/2014 of the European Parliament and of the Council as regards the exemption of certain public bodies and central banks in third countries, market manipulation indicators, disclosure thresholds, the competent authority for delay notifications, permission to negotiate during closing periods and types of transactions carried out by persons who exercise administrative, control and management functions subject to notification (ref. page 1 of this official Gazette).

INTERNAL DEALING PROCEDURE  
ANNEX C

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**COMMUNICATION TO CONSOB AND DISSEMINATION TO THE PUBLIC OF INFORMATION ON TRANSACTIONS CARRIED OUT BY ANYONE HOLDING SHARES AMOUNTING TO AT LEAST 10 PER CENT OF THE SHARE CAPITAL, AS WELL AS BY ANY OTHER PARTY CONTROLLING THE LISTED ISSUER**



**Model of notification and communication to the public of transactions carried out by anyone who holds shares at least equal to 10 percent of the share capital, and by any other party that controls the listed issuer**

<b>1</b>	<b>Data relating to the party holding at least 10 per cent of the shares or controlling the listed issuer or to the person closely associated with it</b>	
a)	Name <sup>1</sup>	<i>For individuals:</i> Name: Surname:  <i>For legal entities:</i> Company Name:
<b>2</b>	<b>Reason for notification</b>	
a)	Reason for notification	<i>Party that holds shares at least equal to 10 percent of the listed issuer:</i> <input type="checkbox"/>  <i>Party that controls the listed issuer:</i> <input type="checkbox"/>  ----- <i>Closely related party</i> <input type="checkbox"/>  Indicate that the notification concerns a person closely related to:  <i>For individuals:</i> Name: Surname:  <i>For legal entities:</i> Company Name:

<sup>1</sup> Data relating to the party that carries out the transaction  
 [For individuals: name and surname.]  
 [For legal entities: full name, including legal form as provided in the register in which it is registered, if applicable.]

b) <sup>1</sup>	Initial notification/modification	Initial notification: <input type="checkbox"/> Modification of the previous notification Reason for modification:
<b>3</b>	<b>Data relating to the issuer</b>	
a) <sup>2</sup>	Name	
b) <sup>3</sup>	LEI	
<b>4</b>	<b>Data related to the transaction: section to be repeated for i) each type of instrument; ii) each type of transaction; iii) each date; and iv) each place where the transactions were carried out</b>	
a)	Description of the financial instrument, type of instrument Identification code	
b) <sup>4</sup>	Nature of transaction	

<sup>1</sup> [Indicate whether it is an initial notification or a modification of a previous notification. In the event of a modification, please explain the error that is corrected with this notification.]

<sup>2</sup> [Full name of the entity.]

<sup>3</sup> [Identification code of the legal entity, compliant with the LEI code referred to in ISO 17442.]

<sup>4</sup> [Purchase, sale, subscription or exchange].

c) <sup>1</sup>	Price/s and volume/s	<table border="1"> <thead> <tr> <th data-bbox="831 156 1106 199">Price/s</th> <th data-bbox="1106 156 1406 199">Volume/s</th> </tr> </thead> <tbody> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> <tr><td> </td><td> </td></tr> </tbody> </table>	Price/s	Volume/s											
Price/s	Volume/s														
d) <sup>2</sup>	Transaction date														
e)	Transaction venue	Name of the trading venue: Identification code: «Outside a trading venue»: <input type="checkbox"/>													

<sup>1</sup> [If several transactions of the same nature are carried out on the same day and in the same place, indicate in aggregate form the total volume and weighted average price of said transactions].

<sup>2</sup> [Date of the day of execution of the notified transaction. Use the ISO 8601 format: YYYY-MM-DD; UTC time.]

### PROXY FORM

In application of article 152 *octies* paragraph 2 of the Issuers' Regulation<sup>14</sup> and the provisions of the "Internal Dealing Procedure" (hereinafter also "**the Procedure**") adopted by the Board of Directors of Maire Tecnimont S.p.A. (hereinafter also "**MET**" or "**the Company**"), the undersigned \_\_\_\_\_ as Relevant Party - Shareholder of the Company, as defined by the Procedure,

### DELEGATES

Maire Tecnimont S.p.A. to communicate to Consob and to publish, on the basis of as established by current legislation, on its own account, the transactions on the Shares and on the related financial instruments reported in Annex C of the Procedure and performed

by the undersigned

by a person closely related to the undersigned.

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\_\_\_\_\_

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<sup>14</sup> Issuers' Regulation adopted by resolution no. 11971 of 14 May 1999 and updated with the modifications made by resolution no. 19974 of 27 April 2017.