

MAIRE TECNIMONT S.P.A.
Registered offices: Viale Castello della Magliana 75, Rome
Operative office at Via Gaetano De Castillia 6A, Milan
Share capital Euro 19,689,550.00 fully paid-in
Tax Code/VAT no. and Rome Companies House registration no. 07673571001
Econ. & Admin. Index (REA) no. 1048169

**MEMO BY THE BOARD OF DIRECTORS OF MAIRE TECNIMONT S.P.A. ON THE PROPOSALS
CONCERNING ITEM 1 ON THE AGENDA, ORDINARY PART, OF THE SHAREHOLDERS' MEETING
OF MAIRE TECNIMONT S.P.A.
CONVENED FOR 30 APRIL 2014, AT FIRST CALL, AND FOR
02 MAY 2014 AT SECOND CALL.**

Item 1 on the agenda - Company Financial Statements at 31 December 2013, Consolidated Financial Statements at 31 December 2013, Directors' Report, Report by the Board of Statutory Auditors and Independent Auditors' Report.

Reference is made to the Report on Operations which will be published in accordance with the law.

Rome, 13 March 2014

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