

ORDINARY SHAREHOLDERS' MEETING CALL NOTICE

The Shareholders of Maire Tecnimont S.p.A. ("**Maire Tecnimont**" or the "**Company**") entitled to attend and exercise their voting rights are called to the Ordinary Shareholders' Meeting to be held on 8 April 2022, at 10:00 a.m., **exclusively through telecommunication means in first call** and, if necessary, in second call on 11 April 2022, at 10:00 a.m.

The Shareholders' Meeting shall be called to resolve on the following

Agenda:

- 1. Financial Statements at 31 December 2021 and proposal regarding the allocation of the year's result**
 - 1.1. Company Financial Statements at 31 December 2021, Consolidated Financial Statements at 31 December 2021, Directors' Report, Report by the Board of Statutory Auditors and Independent Auditors' Report; relevant and consequent resolutions
 - 1.2. Proposal on the allocation of the year's result; relevant and consequent resolutions
- 2. Appointment of the Board of Directors**
 - 2.1 Determination of the number of components
 - 2.2 Determination of the term of office
 - 2.3 Appointment of members
 - 2.4 Appointment of the Chairman
 - 2.5 Determination of remuneration
- 3. Appointment of the Board of Statutory Auditors**
 - 3.1 Appointment of members and of the Chairman
 - 3.2 Determination of remuneration
- 4. Report on the Remuneration Policy 2022 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
- 5. Adoption of the "2022-2024 Maire Tecnimont Group Long Term Incentive Plan" pursuant to art. 114-bis of Legislative Decree no. 58/1998; related and consequent resolutions**
- 6. Authorisation to purchase and dispose of treasury shares, after revocation of the authorization granted by the Shareholders Meeting of April 15, 2021 for the portion not executed; relevant and consequent resolutions**

Information on the share capital of Maire Tecnimont S.p.A.

At the date hereof, the share capital subscribed and paid-in by Maire Tecnimont S.p.A. amounts to Euro 19,920,679.32, divided into 328,640,432 ordinary shares without par value, corresponding, in accordance with Article 120, paragraph 1 of Italian Legislative Decree no. 58/1998 (the "**Consolidated Finance Act**" or "**CFA**") and art. 6-*bis* of the By-Laws, to 504,732,490 voting rights. As at the date of this notice, the Company hold No. 197,346 treasury shares.

On the website www.mairetecnimont.com (section "Governance" – "Shareholders' Meeting Documents" - "2022"), information on the share capital amount and its relevant composition are indicated in detail.

Increased voting right

The By-Laws of Maire Tecnimont (Articles 6- *bis*, 6- *ter* and 6- *quater*), regulations governing increased voting rights, which, in compliance in accordance with art. 120, paragraph 1 of the CFA, share capital shall refer to the total number of voting rights.

As a result of the increases in voting rights achieved as of the date of publication of this notice, the total number of voting rights is 504,732,490. For further information, also as regards the special list pursuant to art. 6-*quater* of the By-Laws ("**Special List**") please refer to the website www.mairetecnimont.com (section "Governance" - "Increased Voting Right").

Maire Tecnimont, in accordance with art. 6- *quater*, paragraph 3 of the By-Laws, will update the Special List (where necessary) by the fifth market day open from the end of each calendar month, and, in any event, no later than the seventh trading day prior to the date set for the Meeting (the so-called *record date*, i.e. by 30 March 2022).

Attendance of the Shareholders' Meeting

Pursuant to Article 106, paragraph 4, of Decree-Law No. 18 of 17 March 2020 on "*Measures to strengthen the National Health Service and economic support for families, workers and businesses related to the epidemiological emergency from COVID-19*" converted, with amendments, into Law No. 27 of 24 April 2020 and as last extended (the "**D.L. Cura Italia**"), in order to contain the risks associated with the ongoing Covid-19 health emergency, **attendance at the Shareholders' Meeting by those with voting rights will take place exclusively through Computershare S.p.A., Representative Appointed by the Company pursuant to article 135-undecies of the CFA**, to whom proxy must be conferred, in accordance with the terms and conditions set out below.

The Shareholders' Meeting, in compliance with the provisions of art. 106, paragraph 2 of the D.L. Cura Italia, will be held exclusively by telecommunication devices that guarantee the identification of the attendees, their participation and the exercise of the right to vote, without the need for the chairman and the secretary to be in the same venue.

Entitlement to attend and vote at the meeting

In accordance with the provisions of Article 10 of the By-Laws and current legislation, those who have the right to vote may participate in the Shareholders' Meeting. The legal power to participate in the Shareholders' Meeting and exercise the right to vote shall be attested by a communication, confirming such a right in favour of the person entitled to vote, 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 Shareholders' Meeting on first call (**record date, that is 30 March 2022**). All crediting and debiting of the securities accounts subsequent to the date of 30 March 2022 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 5 April 2022). 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 Shareholders' Meeting of each individual call.

Procedures for voting by correspondence or by electronic means are not provided.

Granting of delegations and/or sub-delegations to the Appointed Representative

Pursuant to art. 106, paragraph 4 of the D.L. Cura Italia, those who have the right to vote, should they decide to attend the Shareholders' Meeting, **will have to choose between:**

- i) be represented, pursuant to art. 135-*novies* of the CFA, through proxy and/or sub-delegation by Computershare S.p.A., Appointed Representative of the Company pursuant to art. 135-*undecies* of the CFA. The proxy and/or sub-delegation granted pursuant to art. 135-*novies* of the CFA must necessarily contain voting instructions on the proposals on the agenda to be voted. For this purpose, it can be used the proxy/sub-delegation form available on the Company's website www.mairetecnimont.com (section "Governance" - "Documents for Shareholders' Meetings" - "2022") to be sent together with an identity document of the delegator - and, if the delegator is a legal person, a document proving the powers to issue the proxy - by 6:00 pm on the day prior to the date of the Shareholders' Meeting exclusively to Computershare S.p.A. (that may accept them even after the aforementioned deadline and until the opening of the meeting), together with the voting instructions, at the certified email address ufficioroma@pecserviziolitoli.it. In the event of sub-delegation to the Appointed Representative, the sub-delegating party must also send to the latter, following the instructions on the form, a copy of the proxy received and the declaration certifying the conformity of the copy to the original and the identity of the delegator. The proxy and/or sub-delegation with voting instructions may be conferred with electronic document signed electronically in accordance with art. 20, paragraph 1-*bis*, of Legislative Decree no. 82/2005;
- ii) grant, pursuant to art. 135-*undecies* of the CFA, without expenses for the delegator except those of sending, proxy with voting instructions on all or some of the proposals on the agenda to Computershare S.p.A., Appointed Representative of the Company. The proxy to the Appointed Representative, with the voting instructions, together with an identity document of the delegating party - and, if the delegator is a legal person, a document proving the powers to issue the proxy - must be received exclusively by Computershare S.p.A. at the certified email address ufficioroma@pecserviziolitoli.it, by the end of the second trading day prior the date set for the Shareholders' Meeting, including on the second call (i.e., by 6 April 2022 and 7 April 2022, respectively);

The original of the proxy, the instructions and a copy of the related documentation shall be forwarded to Computershare S.p.A. (Ref. "Proxy Shareholders' Meeting Maire Tecnimont S.p.A."), Via Monte Giberto 33, 00138 Rome.

The proxy form is available on the Company's website www.mairetecnimont.com (section "Governance" - "Documents for Shareholders' Meetings" - "2022"). The proxy take effect only for the proposals in relation to which voting instructions are given. The proxy and voting instructions may be revoked within the deadline mentioned above.

For any clarification and/or information, please refer to the Appointed Representative Computershare S.p.A. which can be contacted at the number 06/45417401 or at the e-mail address ufficiorm@computershare.it.

The Company reserves the right to integrate and/or modify the above instructions in consideration of occurring needs, subsequent to the current emergency situation and its currently unforeseeable developments.

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 of the present Shareholders' Meeting call notice (i.e. within 8 March 2022), to integrate the list of 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 must be sent to the Company by notice to the following certified 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 integrations of the agenda or submission of resolutions proposals 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 within 24 March 2022.

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 sent to the Board of Directors before the deadline for submission of the integration request. The report will be made available to the public, together with possible assessments of the Board of Directors, together with the publication of the news of the agenda integration or the presentation of additional resolutions proposals.

The integration of the agenda is not allowed for items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a plan or report prepared by them that is different to those set out in art. 125-*ter*, paragraph 1, of the CFA.

Faculty of submitting individual proposals for resolutions before the Shareholders' Meeting

In addition to the above, taking into account that participation in the Shareholders' Meeting is provided exclusively through the Appointed Representative, persons entitled to participate in the Shareholders' Meeting who intend to formulate resolution proposals on the items on the agenda are invited to submit them in advance, within 24 March 2022, in the same manner as indicated in the paragraph above. Such proposals will be published on the Company's *website* within 26 March 2022, in order to allow those entitled to vote to express themselves in an informed manner, also taking into account such new proposals, and to allow the Designated Representative to collect voting instructions, if any, on such proposals. The applicant shall provide appropriate documentation proving the right to participate in the Shareholders' Meeting and the issue of a proxy to the Designated Representative for participation in the Shareholders' Meeting.

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 Shareholders' Meeting, but in any case within the end of the seventh trading day prior to the date set for the Shareholders' Meeting on first call (i.e. within 30 March 2022) by notifying the following certified email 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.

Said communication is not, however, required if the Company receives the communication of the intermediary necessary to attend the Meeting. Ownership of the voting rights may also be proved after the submission of applications, provided that it is no later than 2 April 2022 (i.e. within the third day following the above application deadline).

Questions so received will be answered within three days prior to the meeting (i.e. within 5 April 2022) by publication on the Company's website www.mairetecnimont.com (section "Governance" - "Documents for the Shareholders' Meeting" - "2022").

Appointment of the Board of Directors

Under art. 13 of the By-laws, the Board of Directors may be composed up to 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-shareholders 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 gender balance, on the basis of lists (where candidates are listed with a sequential number) submitted by the Shareholders who own, individually or jointly, 1% (one per cent) of the capital represented by shares with voting rights in the ordinary Shareholders' Meeting, a threshold fixed by Consob with Managerial Resolution of the Head of the *Corporate Governance* Division No. 60 of 28 January 2022. It is recalled that, pursuant to art. 147-ter, paragraph 1-ter, of the CFA, introduced by Law n. 120 of 12 July 2011 and subsequent amendments, with reference to the mandate of the new Board of Directors, the less represented gender must obtain at least two fifths of the Elected Directors, rounded up to the next higher unit (art. 144-undecies.1, paragraph 3, Consob Regulation no. 11971/1999 "IR"). Each Shareholder can present, or compete to submit, even through a third party or through or a nominee company, only one list. They can also present or contribute to presenting, also through a third party or a nominee company, and vote for just 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, n. 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 the CFA. Every candidate may run only in one list, on penalty of ineligibility. Each list shall include the candidacy of the minimum number of persons that fulfil the legal and regulatory independence requirements applicable to Independent Directors. The lists (signed by those who submit them) must be filed at the registered office in Rome, or at the operating headquarters in Milan, or be sent to the following certified e-mail address: corporatesecretary@pec.mairetecnimont.it at least 25 days before the date set for the Meeting on first call (i.e. within **14 March 2022**), 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. within 6.00 pm of 18 March 2022). The list that fails to fulfil the foregoing requirements is considered as though it had never been submitted. Moreover, when preparing the lists, shareholders are invited to take into account the guidelines on the optimal quantitative and qualitative composition of the Board of Directors defined by it and included in the illustrative report drawn

up pursuant to art. 125-ter of the CFA concerning the appointment of the Board of Directors, which is available at the registered office in Rome and the operating office in Milan, on the Company's website www.mairetecnimont.com (section "Governance" - "Documents for the Shareholders' Meetings" - "2022") and on the authorised storage mechanism 1info (www.1info.it). Every person entitled to vote may vote only one list. We would also remind you that Shareholders submitting a "minority list" are subject to the recommendations given by Consob in Communication no. DEM/9017893 dated 26 February 2009. 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 Company's website www.mairetecnimont.com (section "Governance" - Corporate Documentation") and in the explanatory report of the Board of Directors also available on the website (section "Governance" - Shareholders' Meeting Documents" - "2022"). The lists presented will be made available to the public on 18 March 2022 at the registered office in Rome, the operating office in Milan, on the authorised storage mechanism 1info (www.1info.it), as well as on the Company's website www.mairetecnimont.com (section "Governance" - "Shareholders' Meeting Documents" - "2022").

Appointment of the Board of Statutory Auditors

Pursuant to art. 20 of the By-laws, the Board of Statutory Auditors is composed by 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 gender balance, on the basis of lists submitted by shareholders who own, individually or jointly, at least 1% (one per cent) of the capital represented by shares with voting rights in the ordinary Shareholders' meeting, a threshold set by Consob with Managerial Resolution of the Head of the *Corporate Governance* Division no. 60 of 28 January 2022. The lists are composed of two sections: one for the appointment of the 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, No. 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 the CFA. Each candidate shall only be included in one list, on penalty of ineligibility. The lists (signed by those who submit them) must be filed at the registered office in Rome, or at the operating headquarters in Milan, or be sent to the following certified e-mail address: corporatesecretary@pec.mairetecnimont.it at least 25 days before the date set for the Meeting on first call (i.e. within **14 March 2022**), together with: a) information on the identity of the shareholders who submitted them, indicating the total percentage shares 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 the IR with the latter. Certification attesting ownership, at the time of the 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 any other term set forth by the legislative provisions for the publication of said lists, namely at least 21 days before the date set for the Shareholders' meeting on first call (i.e. within 6.00 pm on 18 March 2022). Any list for which the above provisions have not been observed shall be deemed not to have been submitted. Additionally, in preparing lists, shareholders are asked to consider

guidance as to the members of the auditing body, also in respect of diversity criteria such as age, gender balance and training and professional experience, defined by the Board of Directors, after consulting with the Board of Statutory Auditors and included in the explanatory report prepared in accordance with Art. 125- *ter* of the CFA in respect of the appointment of the Board of Statutory Auditors, available from the registered office in Rome and the operative headquarters in Milan, from the Company's website www.mairetecnimont.com (section "Governance" – "Shareholders' Meeting Documents" – "2022") and on the authorised storage mechanism 1info (www.1info.it). Taking into account Article 21 of the By-Laws and the provisions of Article 148, paragraph 1-*bis*, of the CFA, and Article 144-*undecies*.1, paragraph 3, of the IR, shareholders who intend to submit a list consisting of a number of candidates equal to or greater than three are required to include in said list at least one candidate for the position of Standing Statutory Auditor and one candidate for the position of Standing Alternate Auditor belonging to the less represented gender. We would also remind you that Shareholders submitting a "minority list" are subject to the recommendations given by Consob in Communication no. DEM/9017893 dated 26 February 2009. 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 IR, pursuant to article 144- *sexies*, paragraph 5, of the IR lists may be submitted until the third day following said date (i.e., in the case in point within 17 March 2022). In that case, lists may be submitted by shareholders who possess, individually or jointly, at least 0.50% of the capital represented by shares with voting rights in the ordinary Shareholders' Meeting. 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 Company's website www.mairetecnimont.com (section "Governance" - Corporate Documentation") and in the explanatory report of the Board of Directors also available on the same website (section "Governance" - Shareholders' Meeting Documents" - "2022"). The lists presented will be made available to the public at the registered office in Rome, the operating office in Milan, on the authorised storage mechanism 1info (www.1info.it), as well as on the Company's website www.mairetecnimont.com (section "Governance" - "Shareholders' Meeting Documents" - "2022").

Documentation

The documentation relating to the items on the agenda - including the Explanatory Reports of the Board of Directors, the resolution proposal and the Information Document relating to the "2022-2024 Maire Tecnimont Group Long-Term Incentive Plan" - will be made available to the public in accordance with the provisions of law on the website of the Company www.mairetecnimont.com (section "Governance" - "Documents for the Shareholders' Meeting" - "2022"), as well as on the authorized storage device 1info (www.1info.it), giving simultaneous disclosure to the public. In particular, the Directors' Explanatory Reports on the items on the agenda and the Information Document relating to the "Maire Tecnimont Group Long Term Incentive Plan 2022-2024" are published currently with the present call notice, while the Annual Financial Report at 31 December 2021 with the other documents as per art. 154-*ter* of the CFA, the "2021 Sustainability Report" containing the Consolidated Non-Financial Statement as at 31 December 2021, the "2022 Remuneration Policy and Compensation Report" and the "2021 Corporate Governance and Share Ownership Report" will be made available to the public at least 21 days before the Shareholders' Meeting on first call (i.e. within 18 March 2022). At least 15 days before the date of the Shareholders' Meeting at first call, i.e., in this case, within 24 March 2022 - the documentation pursuant to art. 77, paragraph 2-*bis*, of Consob Regulation No. 11971/1999 and art. 15, paragraph 1, letter a) of the Markets Resolution adopted by Consob Resolution No. 20249/2017, will also be deposited at the registered office in Rome, Viale Castello della Magliana 27 and at the operative offices of Milan, at Via Gaetano De Castillia 6A and may be accessed by appointment to be fixed by sending a special request to the following certified e-mail address: corporatesecretary@pec.mairetecnimont.it and in any case in compliance with

the rules in force from time to time issued by the competent national and local authorities aiming to manage the risks associated with the ongoing Covid-19 health emergency.

Shareholders may request copy thereof.

This notice is published on the Company's *website* www.mairetecnimont.com (section "Governance" - "Shareholders' Meeting Documents" - "2022"), on the authorised storage device 1info (www.1info.it) and in extract form in the newspaper "Milano Finanza".

Rome, 26 February 2022

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