

NEW APPOINTMENTS FOR MAIRE TECNIMONT

- Pierroberto Folgiero appointed as CEO
- Fabrizio Di Amato confirmed as Chairman
- Board Committees set up

Milan, 2 May 2013 – The Board of Directors of Maire Tecnimont S.p.A., held on today's date, after acknowledging the confirmation of **Fabrizio Di Amato** as **Board Chairman** as resolved by the Shareholders' Meeting held last 30 April, vested him – in addition to the powers pertaining to him pursuant to law and the Company by-laws – with powers, among others, relating to institutional relations and external relations, supervision of definition of the Company and Group strategy guidelines (subject to the Board of Directors' competence) and implementation of the Strategic Plans approved by the Board of Directors.

The Board of Directors also appointed **Pierroberto Folgiero** as **CEO**, responsible for the company management, assigning him the ordinary and extraordinary management powers not reserved to the Chairman and to the Board of Directors. Pierroberto Folgiero has been also appointed as director in charge of the internal control and risk management system.

The Board of Directors also assessed – based on available information and on the declarations made by those concerned – and confirmed the fulfilment by Directors Gabriella Chersicla, Nicolò Dubini, Vittoria Giustiniani, Patrizia Riva and Paolo Tanoni of the independence prerequisites provided for by law and by the Corporate Governance Code of listed companies. Moreover, the Board of Directors decided to create the position of **Lead Independent Director**, with the functions envisaged by the Corporate Governance Code of listed companies, and the role has been assigned to the independent Director **Gabriella Chersicla**.

Consequently, the Board of Directors of Maire Tecnimont S.p.A., that shall hold office until approval of the Financial Statements as at 31 December 2015, is composed as follows:

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| • Fabrizio Di Amato | <i>Chairman of the Board of Directors</i> |
| • Pierroberto Folgiero | <i>CEO</i> |
| • Luigi Alfieri | <i>Director</i> |
| • Gabriella Chersicla | <i>Independent Director</i> |
| • Nicolò Dubini | <i>Independent Director</i> |
| • Stefano Fiorini | <i>Director</i> |
| • Vittoria Giustiniani | <i>Independent Director</i> |
| • Patrizia Riva | <i>Independent Director</i> |

- **Paolo Tanoni** *Independent Director*

The Board of Directors also set up the Committees envisaged by the Corporate Governance Code of listed companies, and namely:

- (i) The **Control and Risk Committee**, composed of the independent Directors **Paolo Tanoni** (acting as Chairman) and **Gabriella Chersicla** and the non-executive Director **Stefano Fiorini**, all having adequate experience and expertise in financial accounting or risk management;
- (ii) The **Remuneration Committee**, composed of the independent Directors **Paolo Tanoni** (acting as Chairman) and **Vittoria Giustiniani** and the non-executive Director **Luigi Alfieri**, all having adequate experience and expertise in financial matters or remuneration policies.

The Board of Directors has not deemed appropriate for the time being to set up a Committee for appointment proposals, considering the existence of the list voting mechanism which ensures a transparent procedure for the appointment of directors, and the appointment of at least one director by the minority list. The Committees have the functions envisaged by the Corporate Governance Code of listed companies.

The Board of Directors also set up – in compliance with the applicable legislative and regulatory provisions and with the Procedure adopted by the Company, and with the competences provided for therein – a **Committee for the transactions with related parties**, composed of the independent Directors **Gabriella Chersicla** (Chairman), **Patrizia Riva** and **Paolo Tanoni**.

The Board of Directors, after obtaining the favourable opinion of the Board of Statutory Auditors, confirmed the Company Chief Financial Officer, **Marco Andreasi**, as **Executive in charge of drafting the corporate accounting documents**, vesting him with the powers envisaged by the currently applicable law provisions and by the Company By-Laws.

Finally, the Board of Directors (having acknowledged the occurred expiration of the Supervisory Board term) set up the **Supervisory Board** – pursuant to Legislative Decree 231/2001, with the functions envisaged by the currently applicable law provisions – in its collegial form with three members: **Umberto Tracanella** (Chairman), **Luciana Sara Rovelli** and **Mario Ruzza**, the first two being external members. The Supervisory Board shall hold office until the expiry of the term of the Board of Directors.

Maire Tecnimont SpA

Maire Tecnimont is an international leading Group in the sectors of **Engineering & Construction (E&C), Technology & Licensing** and **Energy & Ventures** with specific skills in plant engineering in particular in the hydrocarbon industry (Oil & Gas, Petrochemicals, Fertilizers) and also in Power Generation and Infrastructures. The Group is listed on the Milan Stock Exchange and is present in over 30 countries, controls over 50 operating companies and has about 4,500 employees, half of whom are located abroad. At 31 December 2012 the Group reported revenues for €2.2 billion and a backlog of about €5 billion. For further information: www.mairetecnimont.com.

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