MAIRE TECNIMONT S.p.A.

Minutes of the Ordinary Shareholders' Meeting of 15 December 2015

On 15 December 2015, at 10.20 a.m. the works of the ordinary shareholders' meeting of **MAIRE TECNIMONT S.p.A**. began in Milan at 6A Via Gaetano De Castillia.

As Chairman of the Board of Directors, in accordance with article 12 of the company's by-laws, Fabrizio Di Amato took the chair, calling, with the unanimous consent of those in attendance, the notary Andrea De Costa to act as secretary.

The Chairman then recalled, declared and noted the following:

- the shareholders' meeting had been called to resolve upon the following

<u>AGENDA</u>

- 1. Authorisation to purchase and dispose of treasury shares; relevant and consequent resolutions.
- 2. Appointment of the Independent Auditors of accounts for the period 2016-2024 and determination of fees pursuant to Legislative Decree 39/2010.
- the following were in attendance:
- on behalf of the Board of Directors, in addition to the Chairman, Directors Pierroberto Folgiero, CEO, Luigi Alfieri, Gabriella Chersicla, Nicolò Dubini, Vittoria Giustiniani, Andrea Pellegrini and patrizia Riva;
- on behalf of the Board of Auditors, Pier Paolo Piccinelli (Chairman), Giorgio Loli and Roberta Provasi;
 - on 13 November 2015, the notice convening the Meeting had been published on the Company's website, in accordance with the law and the by-laws, and in the newspaper "Milano Finanza" and in the other ways envisaged by the law;
 - on 13 November 2015, in compliance with the terms and conditions laid down by the law, the
 Explanatory Reports by the Board of Directors on the items of the agenda and the forms for
 shareholders to organise proxy voting, had been made available to the public;
 - on 13 November 2105, the following documents were made available to the public at the Company's registered and operative offices, on the Company's website and on the central storage device 1info: (i) the Report by the Board of Directors pursuant to article 125-ter of the CFA and article 73 of the Issuers' Regulation on the proposal to authorize the purchase and disposal of treasury shares referred to in the first item on the agenda; (ii) the Report by the Board of Directors pursuant to article 125-ter of the CFA (Consolidated Financial Act) in relation to the proposal of appointment of the Independent Auditors of accounts for the period

- 2016 2024, accompanied by the reasoned Proposal by the Board of Statutory Auditors, referred to in the second item on the agenda;
- in compliance with the provisions of current legislation and regulations, the Company had designated Computershare S.p.A. as the representative for today's meeting, to which shareholders could award a power of attorney with voting instructions on all or on any of the items on the agenda; Computershare S.p.A. had not received any such powers of attorney;
- the Company had not received any request to supplement the agenda, in accordance with art. 126-bis of Legislative Decree no. 58/1998;
- as at today's date, the subscribed and paid-up share capital is Euro 19,689,550.00, divided into 305,527,500 ordinary shares with no par value;
- the Company does not presently own treasury shares;
- the subsidiaries do not presently own any shares in the Company;
- the Company's shares are admitted for trading on the *Mercato telematico Azionario* (Telematic Stock Market) organised and managed by Borsa Italiana S.p.A.;
- the Company has not issued any savings shares;
- following approval by the Board of Directors on 11 February 2014, on 13 February 2014 the Company had issued and fully placed - with qualified investors on the Italian and international market, with the exception of the United States of America, Canada, Japan and Australia - an equity linked debenture loan with a term of 5 years, for a total nominal amount of Euro 80 million;
- the identity and rightful presence of those in attendance had been verified, communications of the authorised intermediaries examined and the legitimacy of the powers of attorney in compliance with current legislation verified;
- no situations of a lack of the right to vote had been seen.
- on 18 February 2015, the Shareholders' Meeting of the Company, which met also in extraordinary session, introduced in articles 6-bis, 6-ter and 6-quater of the By-Laws the mechanism of the voting right increase under article 127-quinquies of the CFA.
 - Following the registration of the shareholders' meeting resolution of 18 February 2015 in the Company Register, the Company established the special list of shareholders who intend to benefit for the voting increase pursuant to article 6-quater of the By-Laws and published on its website the operational procedures for registration in the same. On 31 March 2015, following a request made in the manner described, the Company proceeded with registration in the special list of GLV Capital S.p.A. and of Arab Development Establishment (ARDECO), with a shareholding respectively of 54.877% and 10.001% of the share capital. The voting increase is

achieved following twenty-four months of uninterrupted ownership from registration in the Special List.

The <u>Chairman</u>, therefore, declared that 101 shareholders were represented, all lawfully entitled to vote for a total of 234,211,478 ordinary shares, accounting for approximately 76.66% of the share capital, and continued as follows:

- he declared the meeting validly constituted at first calling in an ordinary session and able to discuss and resolve on the items on the agenda;
- he recalled that the list giving the names of the attendees in person or by proxy, specifying their shares, as well as the names of the persons voting as pledgees and usufructuaries was available to those in attendance and would be attached to the minutes, completed with the names of all those who arrived late or left before each vote;
- he declared that the documents relating to all the items on the agenda had been duly published as required by applicable regulations, as well as being published on the Company's website and contained in the file distributed to those in attendance; he therefore proposed not reading out the Explanatory Reports and documentation supplied to the meeting, but merely reading the proposed resolution. The shareholders' meeting unanimously agreed;
- he declared that, according to the records of the Register of Shareholders supplemented by the communications received in accordance with art. 120 of Legislative Decree no. 58/1998 and other information available, as at 15 December 2015, the following directly or indirectly held shares with voting rights that exceeded 2% of the ordinary capital:

Declarant	Direct shareholder	Number of Ordinary Shares	% Share of ordinary share capital
Fabrizio Di Amato	GLV Capital S.p.A.	167,665,134	54.877%
Al Nowais Yousif Mohamed Ali Nasser	Arab Development Establishment (ARDECO)	30,555,000	10.001%
Schroders PLC	Schroders Investment Management Ltd.	7,089,231	2.320%
	Schroders Investment Management North America	7,546,415	2.470%

	Schroders Italy SIM S.p.A.	591,852	0.194%
	Total	15,227,498	4.984%
Vanguard	Vanguard		
International	International	7,400,000	2.422%
Explorer Fund	Explorer Fund		
JPMorgan Asset	JPMorgan Asset		
Management	Management (UK)	6,142,786	2.011%
Holdings Inc.	Limited		
	JPMorgan Investment	104 200	0.034%
	Management Inc.	104,288	0.034%
	JPMorgan Chase		
	Bank, National	48,092	0.016%
	Association		
	Total	6,295,166	2.060%

- he recalled that the Company accepted no liability for the declarations made by shareholders in accordance with article 120 of Legislative Decree no. 58/1998;
- he recalled that, in accordance with art. 120 of Legislative Decree no. 58/1998, any shareholders directly or indirectly holding an interest of more than 2% in the Company's capital that had not notified the Company and CONSOB, could not exercise voting rights in connection with the shares for which communication had not been made; he also specified that, as far as the Company was aware of, there were no shareholder agreements in place pursuant to art. 122 of Legislative Decree no. 58/1998, nor had any such agreements been published in accordance with the law;
- as far as the Company was aware of, there were no shareholder agreements in place pursuant to art. 122 of Legislative Decree no. 58/1998, nor had any such agreements been published in accordance with the law;
- he asked any shareholders not lawfully entitled to vote, also in accordance with art. 120 of Legislative Decree no. 58/1998 and art. 2359-bis of the Italian Civil Code, to declare it, and this applied to all resolutions;
- he reported that, as recommended by CONSOB, financial analysts and journalists had been informed of the Shareholders' Meeting and invited to listen and that the names of these persons would be attached to the minutes of the meeting; he also specified that some Company employees and supporting technical staff were also present in the meeting room;

- he recalled that, in accordance with the Shareholders' Meeting Regulation, no recording devices of any kind could be used, apart from those used by the Notary, and that the use of recording equipment of the interventions in the room only served to facilitate the Notary in drawing up the minutes. The recording would not be disclosed or disseminated and all data, as well as all audio storage devices, would be kept, together with the documents produced during the meeting, at Maire Tecnimont S.p.A.;
- he specified that the information document pursuant to art. 13 of legislative decree no. 196/2003 affixed at the entrance, specified the terms and conditions for saving all data and the audio and video storage devices, together with the documents produced during the Meeting;
- he reported that the methods by which those with the lawful entitlement to do so could intervene in the Shareholders' Meeting and exercise voting rights, were governed by art. 10 of the current Company's by-laws and specified that, for all the items on the agenda, votes would be cast by the raising of hands, following a call for votes in favour, not in favour and abstentions. Those not in favour and abstaining should go to the voting desk accompanied, in order to have their vote recorded;
- he asked those attending in person or by proxy, as far as possible, not to leave the room until votes had been counted and the results declared, insofar as, in accordance with CONSOB Regulation 11971/1999, the names of shareholders who had left the room before each voting session had to be recorded in the minutes. He therefore asked any attendees temporarily or definitively needing to leave the room before the end of the meeting to declare their exit and potential re-entry at the recording station outside the meeting room, in order to note the time and, therefore, the presence;
- lastly, he recalled that votes would be cast separately for each item on the agenda.

The Chairman therefore moving onto discuss the first item on the agenda and, in this respect:

- he read out the proposed resolution contained in the Explanatory Report by the Board of Directors and transcribed herein;
- he therefore declared discussion open on the first item of the agenda and asked any of those in attendance wishing to speak to stand and state their name in the microphone.

With none having requested the floor, the <u>Chairman:</u>

- declared discussion of the first item on the agenda over;
- asked those in attendance not to leave the room until voting had been completed and to declare any situations of lack of entitlement to vote or exclusion from vote and the existence of any shareholder agreements;
- recalled that votes would be cast by the raising of hands;

- after having declared that no situations of a lack of entitlement to vote or exclusion from voting or any shareholder agreements had been declared, reported that the persons in attendance had not changed;
- therefore put the proposed resolution that had been read out and is transcribed herewith, to the vote by the raising of hands (at 10:37 a.m.):

The ordinary shareholders' meeting of Maire Tecnimont S.p.A.,

- having examined the Report by the Board of Directors drafted in accordance with article 125-ter of the CFA as well as with article 73 of the Issuers' Regulation and in accordance with Annex 3 scheme no. 4 of the same Issuers' Regulation;
- having acknowledged the proposed resolutions submitted;

resolved

- 1. to authorize the Board of Directors, pursuant to and for the effects of article 2357 Civil Code, the purchase, in one or more instalments, of 10,000,000 ordinary shares, provided that the number of treasury shares purchased may not exceed 20% of the total number of shares outstanding at the time of the transaction, taking into account the treasury shares already held by the Company and those possibly held by subsidiaries and, in any case, within the limits of the law, for the pursuit of the purposes set out in the Report by the Board of Directors and under the following terms and conditions:
 - a. the purchase may be made in one or more instalments within 18 months from the date of this resolution;
 - b. the purchase can be carried out as permitted by art. 132 of the CFA and article 144-bis of the Issuers'
 Regulation, therefore also in respect of equal treatment of shareholders, and in any case in any other manner
 permitted by related applicable laws and regulations;
 - the purchase price of each share shall not be lower in the minimum of 10% and not higher in the maximum of 10% than the reference price of the security on the Stock Market trading session on the day prior to each individual transaction or other price provided by permitted market practices or by Regulation 2273/2003/EC with respect to transactions regulated therein;
- 2. to authorize the Board of Directors so that, pursuant to article 2357 Civil Code, it may dispose of, in whole or in part, in one or more instalments, the treasury shares purchased, for the pursuit of the purposes set out in the Report by the Board of Directors and under the following terms and conditions:
 - a. the shares may be sold or otherwise disposed of at any time and without time limits;
 - b. the unit price for the disposal of shares and/or criteria, methods, terms and conditions of use of all treasury shares in the portfolio that are appropriate to meet the objectives pursued may be established by the Board of Directors;
- 3. to confer to the Board of Directors and for it to the Chairman of the Board of Directors and Chief Executive Officer, also separately and with the power to sub-delegate for individual acts or categories of acts the widest powers necessary, none excluded or excepted (including the possible conferment of assignments to intermediaries

authorized in accordance with the law and with the power to appoint special proxies) to carry out the sales/disposals of the treasury shares above, also through proxies, complying with any requests from competent authorities.

The proposal was approved by majority vote.

Shares in favour: 222,593,113

Shares not in favour: 11,594,021.

Shares abstaining: 24,344.

All as detailed in the attachments.

The Chairman proclaimed the results.

The <u>Chairman</u> then moved on to discuss the **second item on the agenda**; in this regard, the Chairman of the Board of Auditors read the proposal related to the appointment of the Independent Auditors of accounts for the nine-year period 2016-2014, as follows:

The Board of Statutory Auditors of Maire Tecnimont, considering the size and complexity of Maire Tecnimont and its subsidiaries, following the practice now consolidated by the major Italian listed companies, in agreement with the management of Maire Tecnimont and the Control and Risk Committee, deemed it appropriate to initiate in advance the selection process for the new auditing firm for the financial years 2016-2024, in order to submit to you the proposed conferment of the new appointment by the end of this year.

This anticipation allows, among other things, the new auditor to arrange in due time, the management of the transition of the audit activities and to facilitate, prior to beginning the appointment, the acquisition of more knowledge of Maire Tecnimont S.p.A. and the Maire Tecnimont Group, as well as more effectively and efficiently establish the audit activities. The Board of Statutory Auditors, at the end of the selection process carried out with the support of the competent Company functions, and following a thorough technical and economic evaluation carried out independently, identified as the best offer the one presented by the auditing firm PricewaterhouseCoopers S.p.A. ("PwC"), as more fully described in "Reasoned proposal of the Board of Statutory Auditors" available to Shareholders, in accordance with regulations in force, as of 13 November 2015.

The Chairman, therefore, declared discussion open on the second item of the agenda and asked any of those in attendance wishing to speak to stand and state their name in the microphone.

With none having requested the floor, the <u>Chairman</u>:

- declared discussion of the second item on the agenda over;

- asked those in attendance not to leave the room until voting had been completed and to declare any

situations of lack of entitlement to vote or exclusion from vote and the existence of any shareholder

agreements;

- recalled that votes would be cast by the raising of hands;

- after having declared that no situations of a lack of entitlement to vote or exclusion from voting or

any shareholder agreements had been declared, reported that the persons in attendance had not

changed;

- put to vote by show of hands (10:42 am) the proposed resolution for the conferment of the legal audit

appointment for the period 2016 – 2024 to the auditing firm PricewaterhouseCoopers S.p.A..

The proposal was approved by majority vote.

Shares in favour: 234,187,134.

Shares abstaining: 24,344.

All as detailed in the attachments.

The Chairman declared the results and, having completed discussion of the items on the agenda and

none having requested the floor, adjourned the meeting at 10.45 a.m.

The Chairman

The Secretary

[signature]

[signature]

Assemblea Ordinaria

Badge	Titolar	re		
	Tipo R	ap. Deleganti / Rappresentati legalmente	Ordinaria	
3	BC	ONOLDI ALDO	100	
		ATTCOVER A CARROLL	0,000033%	
1		AVICCHIA MARTINA	0	
64		AJO INTERNATIONAL SMALL CAP FUND, LTD.	46.587	
87		ALASKA PERMANENT FUND CORPORATION	13.154	
93		ARIZONA PSPRS TRUST	19.832	
17	D	ARROWSTREET INTERNATIONAL EQUITY - ALPHA EXTENSION	26.299	
7	D	FUND II	2.639	
7 65		ASPIRIANT RISK MANAGED GLOBAL EQUITY FUND BARING INTERNATIONAL SMALL CAP EQUITY FUND	59.163	
75		BARING INVESTMENT FUNDS PLC	318.378	
52		BGI MSCI EAFE SMALL CAP EQUITY INDEX FUND B	34.194	
61		BLACKROCK AM SCH AG OBO BIFS WORLD EX SW SMALL CAP	27.005	
01	D	EQ INDEX F	27.003	
51	D	BLACKROCK INST TRUST CO NA INV FUNDSFOR EMPLOYEE	176.715	
31	D	BENEFIT TR	170.715	
53	D	BLACKROCK MSCI WORLD SMALL CAP EQ ESG SCREENED	4.270	
55	D	INDEX FUND B	1.270	
90	D	BNY MELLON EMPLOYEE BENEFIT COLLECTIVE	4.439	
, ,	_	INVESTMENT FUND PLAN		
58	D	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM	47.060	
21	D	CANADIAN BROADCASTING CORPORATION PENSION PLAN	238.482	
98		CF DV ACWI EX-U.S. IMI FUND	1.696	
40		CITY OF NEW YORK GROUP TRUST	27.364	
31		CLINTON EQUITY STRATEGIES MASTER FUND LTD	12.508	
29	D	CLINTON LIGHTHOUSE EQUITY STRATEGIES FUND (OFFSHORE)	2.434	
		LP CO CLINTON GROUP, INC.		
54	D	COLLEGE RETIREMENT EQUITIES FUND	5.944	
88	D	COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL	357	
		EMPLOYEES RETIREMENTENT SYSTEM		
82	D	DEUTSCHE X-TRACKERS MSCI EMU HEDGED EQUITY ETF	2.964	
26	D	ERGOS OFFSHORE I LTD CO HARNEYS CORPORATE SERVICES	9.402	
83	D	EVERMORE GLOBAL VALUE FUND	1.575.144	
86	D	FCP RSI EURO P	148.745	
41	D	FIRST ASSET MORNINGSTAR INTERNATIONAL MOMENTUM	66.297	
		INDEX ETF		
91	D	FLORIDA RETIREMENT SYSTEM .	72.711	
25	D	GOTHAM CAPITAL V LLC	1.499	
13	D	HENDERSON UK EUROPE FUNDS BNP PARIBAS SECURITIES SERVICES	477.956	
50	D	ISHARES DEVELOPED SMALL-CAP EX NORTH AMERICA ETF	5.592	
49		ISHARES MSCI EAFE SMALL CAP ETF	324.459	
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Legenda:

D: Delegante

Assemblea Ordinaria

Badge	Titolare			
Dauge	Tipo Ra		Ordinaria	
	Tipo Ita	p. Detegant / Kappi esentati tegamente	014114114	
60	D	ISHARES VII PLC	159.381	
34		JOHN HANCOCK DISCIPLINED VALUE INTERNATIONAL FUND	175.518	
16		JPMORGAN EUROPEAN INVESTMENT TRUST PLC	166.085	
14		JPMORGAN FUNDS EUROPEAN BANK AND BC	3.845.649	
15	D	JPMORGAN SAR EUROPEAN FUND	317.961	
35	D	LAZARD ASSET MANAGEMENT LLC	1.074	
22	D	LEGAL AND GENERAL COLLECTIVE INVESTMENT TRUST	2.110	
72	D	LOCKHEED MARTIN CORPORATION MASTER RETIREMENT	55.308	
		TRUST		
38	D	LORD ABBETT INTERNATIONAL SMALL CAP TRUST	436.885	
36	D	LORD ABBETT SEC TRUST-LORD ABBETT INT	1.482.855	
		OPPORTUNITIES FUND		
37	D	LORD ABBETT SERIES FUND INC-INTERNATIONAL OPP	126.943	
		PORTFOLIO		
71	D	LOS ANGELES CITY EMPLOYEES RETIREMENT SYSTEM	120.764	
39	D	MARYLAND STATE RETIREMENT & PENSION SYSTEM	49.512	
43	D	METZLER INVESTMENT GMBH FOR MI-FONDS 415	385.000	
67	D	MICROSOFT GLOBAL FINANCE	293.840	
81	D	MI-FONDS K10	17.191	
47	D	MSCI EAFE PROV SCREENED INDEX NON - LENDING COMMON	1.677	
		TR FUND	20.401	
59	D	MSCI EAFE SMALL CAP PROV INDEX SEC COMMON TR F	29.481	
76	D	MUNICIPAL EMPLOYEES' ANNUITY AND BENEFIT FUND OF	119	
22	D	CHICAGO	228.000	
23 66	D D	NATIONAL COUNCIL FOR SOCIAL SECURITY FUND NATIONAL COUNCIL FOR SOCIAL SECURITY FUND, P.R.C	14.706	
69	D	NATIONAL COUNCIL FOR SOCIAL SECURIT FOND, F.R.C NATIONAL RAILROAD RETIREMENT INVESTMENT TRUST	110.880	
78	D	NATIONAL TREASURY MANAGEMENT AGENCY (AS	7.295	
70	D	CONTROLLER AND MANAGEROF THE IRELAND STRATEGIC	1.273	
		INVESTM		
74	D	NATIONAL WESTMINSTER BANK PLC PLC AS TR OF BARING	3.940.989	
, ,	2	EUR SEL TR		
70	D	NEW ZEALAND SUPERANNUATION FUND	7.870	
68	D	NORTHERN TRUST GLOBAL INVESTMENTS COLLECTIVE	68.186	
	_	FUNDS TRUST		
63	D	NTGI-QM COMMON DAILY ALL COUNWD EX-US INV MKT	4.456	
		INDEX F NONLEND		
20	D	NUMERIC INVESTORS LLC	10.400	
24	D	NUMERIC MULTI STRATEGY MARKET NEUTRAL LEVERED	1.619	
		OFFSHORE FUND LIMITED		
27	D	NUMERIC SOCIALLY AWARE MULTI STRATEGY FUND LTD	183	
57	D	PACIFIC SELECT FUND INTERNATIONAL SMALL-CAP	867.946	
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Legenda:

D: Delegante

Assemblea Ordinaria

Badge	Titolare			
	Tipo Rap	p. Deleganti / Rappresentati legalmente	Ordinaria	
		PORTFOLIO		
28	D	PDT PARTNERS PORTFOLIO II LLC - UK CASH TRADING C O	10.245	
	_	PDT PARTNERS UK LL	_	
92	D	PENSION RESERVES INVESTMENT TRUST FUND	1	
77	D	PNC BANK NA	6.354	
84	D	PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW	334.934	
	_	MEXICO	2	
8	D	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OH	3	
96	D	REGENTS OF THE UNIVERSITY OF MICHIGAN	870.713	
94	D	ROBECO INVESTMENT MANAGEMENT INC	6.428	
95	D	SAINT LOUIS UNIVERSITY	50.082	
12	D	SCHRODER CAPITAL MANAGEMENT COLLECTIVE T	1.100.000	
6	D	SCHRODER EUROPEAN SMALLER COMPANIES FUND	1.006.071	
2	D	SCHRODER INTERNATIONAL SELECTION FUND	5.096.741	
11	D	SCHRODER INTERNATIONAL SMALL COMPANIES P	80.000	
33	D	SCHWAB INTERNATIONAL CORE EQUITY FUND	346.665	
79 50	D	SLI GLOBAL SICAV GLOBAL FOCUSEDSTRATEGIES FUND	46.470 4.414	
56 46	D D	SPDR S&P INTERNATIONAL SMALL CAP ETF SS BK AND TRUST COMPANY INV FUNDS FOR TAXEXEMPT	118.859	
40	D	RETIREMENT PL	116.639	
42	D	SSGA SPDR ETFS EUROPE II PUBLIC LIMITED COMPANY	11.556	
85	D	STG PFDS V.D. GRAFISCHE	12.211	
1	D	STICHT BEDRIJ MEDIA PNO	275.399	
62	D	STICHTING F AND C MULTI MANAGER EUROPEAN EQUITY	51.942	
02	D	ACTIVE ACTIVE	31.5 (2	
80	D	STICHTING PENSIOENFONDS HORECA & CATERING	6.719	
9	D	STICHTING PENSIOENFONDS VOOR HUISARTSEN	11.878	
5	D	THE BOEING COMPANY EMPLOYEE RETIREMENT P	24.932	
89	D	THE STATE OF CONNECTICUT ACTINGTHROUGH ITS	4	
		TREASURER		
55	D	TRANSAMERICA INTERNATIONAL SMALL CAP	2.105.271	
18	D	TWO SIGMA ABSOLUTE RETURN PORTFOLIO LLC	241.780	
19	D	TWO SIGMA EQUITY PORTFOLIO LLC	9.880	
30	D	TWO SIGMA SPECTRUM PORTFOLIO LLC.	22.866	
44	D	UAW RETIREE MEDICAL BENEFITS TRUST	5.326	
48	D	UBS ETF	482	
32	D	UBS FUND MGT (CH) AG CH0516/UBSCHIF2-EGSCPII	11.287	
97	D	UMC BENEFIT BOARD, INC	2.432	
73	D	UTAH STATE RETIREMENT SYSTEMS	4.879	
10	D	VANGUARD INTERNATIONAL EXPLORER FUND	7.400.000	
4	D	VANGUARD INTERNATIONAL SMALL COMPANIES I	3.441	
3	D	VANGUARD INVESTMENT SERIES, PLC	10.192	

Legenda:

D: Delegante

Assemblea Ordinaria

Badge	Titola	re			
	Tipo F	tap. Deleganti / Rappresentati legalmente		Ordinaria	
45	5 D	WASHINGTON STATE INVESTMENT BOARD		17.615	
			Totale azioni	35.991.244 11,780034%	
4	CI	HATILA WALID		0	
1	D	ARAB DEVELOPMENT ESTABLISHMENT		30.555.000	
			Totale azioni	30.555.000	
				10,000736%	
2	FA	AGIOLO ARIANNA		0	
1	D	GLV CAPITAL S.P.A.		167.665.134	
			Totale azioni	167.665.134	
				54,877264%	
		Totale azioni in proprio		100	
		Totale azioni in delega		234.211.378	
		Totale azioni in rappresentanza lega	le	0	
			TOTALE AZIONI	234.211.478	
				76,658068%	
		Totale azionisti in proprio		1	
		Totale azionisti in delega		100	
		Totale azionisti in rappresentanza le	gale	0	
		ТО	TALE AZIONISTI	101	
		TOTALE PERSON	E INTERVENUTE	4	

Legenda:

D: Delegante

ESITO VOTAZIONE

Oggetto: Acquisto e vendita di azioni proprie

Hanno partecipato alla votazione:

-n° 101 azionisti, portatori di n° 234.211.478 azioni ordinarie, di cui n° 234.211.478 ammesse al voto, pari al 76,658068% del capitale sociale.

Hanno votato:

		<pre>% Azioni Ordinarie Rappresentate</pre>	<pre>% Azioni Ammesse al voto</pre>	%Cap. Soc.
		(Quorum deliberativo)		
Favorevoli	222.593.113	95,039370	95,039370	72,855345
Contrari	11.594.021	4,950236	4,950236	3,794755
Sub Totale	234.187.134	99,989606	99,989606	76,650100
Astenuti	24.344	0,010394	0,010394	0,007968
Non Votanti	0	0,000000	0,000000	0,000000
Sub totale	24.344	0,010394	0,010394	0,007968
Totale	234.211.478	100,000000	100,000000	76,658068

LISTA ESITO DELLE VOTAZIONE

Oggetto: Acquisto e vendita di azioni proprie

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TARAY RISK WARAGED GLOBAL EQUITY = A PRIA EXTENSION FUND INTERNAL REPRESENTANT RISK WARAGED GLOBAL EQUITY = A PRIA EXTENSION FUND INTERNAL REPRESENTANT RANGE 1968	24	JULA FINO
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Teste: Azionisti in delega:

56 0

Assemblea Ordinaria del 15 dicembre 2015

(2^ Convocazione del 16 dicembre 2015)

CONTRARI

LISTA ESITO DELLE VOTAZIONE

Oggetto: Acquisto e vendita di azioni proprie

			Proprio	Delega	Totale
Badge	Ragione Sociale	CARACTER TO STREET BETTER CO.	0	119	119
Q **	MUNICIPAL EMPLOY	MUNICIPAL EMPLOYEES: ANNULTY AND BENEETT FULL OF CHICAGO THE TRETAND STRATEGIC INVESTM	0	7.295	7.295
O**	NATIONAL TREASUR	LLER AND MANAGENOE THE TIMESTER	C	46.470	46.470
O**	SLI GLOBAL SICAV	SLI GLOBAL SICAV GLOBAL FOCUSEDSTRATECIES FUND		6.719	6.719
O**	STICHTING PENSIC	STICHTING PENSIOENFONDS HORECA & CATERING	o	17.191	17,191
1**	MI-FONDS K10) C	10 01	12 211
Q**	STG PFDS V.D. GRAFISCHE	AFISCHE	> (112.21	12.51
U**	ALASKA PERMANENI	ALASKA PERMANENT FUND CORPORATION	> (#CT • CT	# <
· *	THE STATE OF CON	THE STATE OF CONNECTICUT ACTINGTHROUGH ITS TREASURER	o •	4 (# C
+ + +	DIAN METTON EMPT	DEN METTON EMBLOYER RENEETT COLLECTIVE INVESTMENT FOND PLAN	0	4.439	4.40 201
J	DIA MENDON EMPERO		0	72.711	72.711
O**	FLORIDA RETIREMENT SYSTEM	NI SISIEM .	C	_	-
O**	PENSION RESERVES	PENSION RESERVES INVESTMENT TRUST FUND	0	4 7 2	6.428
\(\psi\)**	ROBECO INVESTMEN	ROBECO INVESTMENT MANAGEMENT INC	> (0000	70.080
1 1 1	SAINT LOUIS UNIVERSITY	ERSITY) (30.00	200.00
1 C * *	CF DV ACWI EX-U.S. IMI FUND	S. IMI FUND	0	T. 636	T • 030
	11 60	100 001			
I otale voti		170;-			
Percentuale Capitale %		755			

Totale

0 9.402 2.434 12.508

Delega 0 9.402 2.434 12.508

Assemblea Ordinaria del 15 dicembre 2015 (2^ Convocazione del 16 dicembre 2015)

ASTENUTI

LISTA ESITO DELLE VOTAZIONE Oggetto: Acquisto e vendita di azioni proprie

Proprio 0	0 0 0
	LP CO CLINTON GROUP, INC.
	E SERVICES D (OFFSHORE) D
Ragione Sociale	ERGGO CIFSHORE I TID CO HARNEYS CORPORATE SERVICES CLINTON LIGHTHOUSE EQUITY STRATEGIES FUND (OFFSHORE) LP CO CLINTON GROUP, INC., CLINTON EQUITY STRATEGIES MASTER FUND LTD
Badge	0 0 0 * * * *

24.344	0,010394	0,007968
Totale voti	Percentuale votanti %	Donocatus Conitale %

Azionisti: Azionisti in proprio:

Maire Tecnimont S.p.A.

LISTA ESITO DELLE VOTAZIONE Oggetto: Acquisto e vendita di azioni proprie

0,000000,0

Totale voti Percentuale votanti % Percentuale Capitale %

Ragione Sociale

Badge

Assemblea Ordinaria del 15 dicembre 2015 (2^ Convocazione del 16 dicembre 2015)

NON VOTANTI

Totale

Delega

Proprio

Pagina 4

0 Teste: 0 Azionisti in delega:

Azionisti: Azionisti in proprio:

LISTA ESITO DELLE VOTAZIONE

Oggetto: Acquisto e vendita di azioni proprie

FAVOREVOLI

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Badge	Ragione Sociale	Proprie	100 C	
⊣	CAVICCHIA MARTINA		74	5.096.741
0**	SCHRODER INTERNATIONAL SELECTION FUND			10.1
Q**			3 441	
0**	VANGUARD INTERNATIONAL SMALL COMPANIES I		. 900	
Q**	SCHRODER EUROPEAN SMALLER COMPANIES FUND	0		
Q**	PUBLIC EMPLOYEES RETIREMENT SYSTEM OF OH		000	7 400 000
**D	VANGUARD INTERNATIONAL EXPLORER FUND			· 0
- **	SCHRODER INTERNATIONAL SMALL COMPANIES P) i	000	000
) [*	SCHRODER CAPITAL MANAGEMENT COLLECTIVE I	o i	000.00I.I	1.100.000 427.0E
. + +	DEMINISTRATION OF THE PROPERTY REPORTS AND PARIBAS SECURITIES SERVICES	0	77.95	
Q		0	α	œ .
O	CANADIAN DECALORATING COLING COLING COLUMN TIME COLUMN TERMS TO COLUMN TO COLUMN TERMS TO COLUMN THE COLUMN TERMS TO COLUMN THE COLUMN TERMS TO COLUMN THE COLUMN TERMS TO COL	0	00.	228,000
Ω**	NATIONAL COUNCIL FOR SOCIAL SECOND	0	1.499	. *
Q**	GOTHAM CAPTIAL V LINC	0	9.9	99.9
Q**	SCHWAB INTERNATIONAL CORE EQUILIFORM CONDEMNINTERS BIND	0	2.85	2.85
Q**	SEC IRUSI-LOKU ABBELL INI OFFORIONILLES IN	0	126.943	94
Q**	SEKIES FUND INCITATIONAL OF LONGOS	0		Ġ
O**	LORD ABBETT INTERNATIONAL SEALUL CAF INCOL	0	66.297	Ġ
Q**	V DEV	0	324.459	324.459
Q**	ISHARES MSCI EAFE SMALL CAP EIF	0	5	5.59
0**		0		176.715
Q**	BLACKROCK INST TRUST CO NA INV FUNDSFOR EMPLOYEE BENEFIT I'K	, ,	4	4.19
Q**			٠ 4	4
Q**	BLACKROCK MSCI WORLD SMALL CAP EQ ESG SCREENED INDEX FUND B	· ·	5,944	5.944
Q**	COLLEGE RETIREMENT EQUITIES FUND	· ·	77	2.105.271
Q**	TRANSAMERICA INTERNATIONAL SMALL CAP		47	
Q**	CALIFORNIA STATE TEACHERS RETIREMENT SYSTEM			159.381
Q**			, _	27
Q**	-		٠, ٢	. ~
□**	MICROSOFT GLOBAL FINANCE			6
1 4 *	S CITY) (. 4
*	HTAH STATE RETIREMENT SYSTEMS)	0.0	7.0° A
*	PNC BANK NA) (000	•
*	DETITIONER X-TRACKERS MSCI EMU HEDGED EQUITY ETF	D [©]	02.7	675.
*	EVERMORE GLOBAL VALUE FUND	0 "	1.57/3.144 227 027	1.0.0.
* *	PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MEXICO	0 (04.40	
1 (**			ተ C - C - C	. (*
*	COMMONWEALTH OF PENNSYLVANIA PUBLIC SCHOOL EMPLOYEES RETIREMENTENT SYSTEM) מ	19.832
*	ARIZONA PSPRS TRUST		20.0	77
*	REGENTS OF THE UNIVERSITY OF MICHIGAN		7.0	2 43
Q**	UMC BENEFIT BOARD, INC		•	
2	FAGIOLO ARIANNA		167 665 134	167.665.134
DE*	GLV CAPITAL S.P.A.	100		10
Э	BONOLDI ALDO			
	Pagina 5			
Azionisti:	42 Teste: 4			
Azionisti in proprio:				

FAVOREVOLI

Totale	0	30.555.000
Delega	0	30.555.000
Proprio	0	0

Oggetto: Acquisto e vendita di azioni proprie	Ragione Sociale CHATILA WALID ARAB DEVELOPMENT ESTABLISHMENT	222.593.113 95,039370 72,855345
ggetto: Acquisto e vendita	Ragione Socia CHATILA WALID ARAB DEVELOPM	Totale voti Percentuale votanti % Percentuale Capitale %
Oggetto:	Badge 4 DE*	Totale voti Percentuale votanti % Percentuale Capitale 9

LISTA ESITO DELLE VOTAZIONE

ESITO VOTAZIONE

Oggetto: Conferimento incarico revisione legale 2016-2024

Hanno partecipato alla votazione:

-n° 101 azionisti, portatori di n° 234.211.478 azioni ordinarie, di cui n° 234.211.478 ammesse al voto, pari al 76,658068% del capitale sociale.

Hanno votato:

		<pre>% Azioni Ordinarie Rappresentate</pre>	<pre>% Azioni Ammesse al voto</pre>	%Cap. Soc.
		(Quorum deliberativo)		
Favorevoli	234.187.134	99,989606	99,989606	76,650100
Contrari	0	0,000000	0,000000	0,000000
Sub Totale	234.187.134	99,989606	99,989606	76,650100
Astenuti	24.344	0,010394	0,010394	0,007968
Non Votanti	0	0,000000	0,000000	0,000000
Sub totale	24.344	0,010394	0,010394	0,007968
Totale	234.211.478	100,000000	100,000000	76,658068

Oggetto: Conferimento incarico revisione legale 2016-2024 LISTA ESITO DELLE VOTAZIONE

Ragione Sociale Badge

Totale voti Percentuale votanti % Percentuale Capitale %

0,000000 0,000000 0,0000000

CONTRARI

Proprio

Totale

Delega

Pagina 1

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0 Teste: 0 Azionisti in delega:

LISTA ESITO DELLE VOTAZIONE Oggetto: Conferimento incarico revisione legale 2016-2024

Proprio		• «	0 (D
Ragione Sociale	CAVICCHIA MARTINA	ERGOS OFFSHORE I LTD CO HARNEYS CORPORATE SERVICES	CLINTON LIGHTHOUSE EQUITY STRATEGIES FUND (OFFSHORE) LP CO CLINTON GROUP, INC.	CLINTON EQUITY STRATEGIES MASTER FUND LTD
Badge	1	0**	Q**	0**

ASTENUTI

0 9.402 2.434 12.508

9.402 2.434 12.508

Totale

Delega 0

Azionisti: Azionisti in proprio:

3 -

LISTA ESITO DELLE VOTAZIONE Oggetto: Conferimento incarico revisione legale 2016-2024

Badge

Ragione Sociale

Totale voti Percentuale votanti % Percentuale Capitale %

0,000000

NON VOTANTI

Proprio

Delega

Totale

0 Teste: 0 Azionisti in delega:

Azionisti: Azionisti in proprio:

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LISTA ESITO DELLE VOTAZIONE

Oggetto: Conferimento incarico revisione legale 2016-2024

FAVOREVOLI

		- 0.170070	בהם[פת	Totale
Badge	Ragione Sociale		ກ	
1	CAVICCHIA MARTINA	0	275,399	275.399
Q * *	STICHT BEDRIA MEDIA PNO	0	Ġ	5.096.741
Q**	INTERNATIONAL SELEC	0	10.192	10.192
O * +	VANGUARU INVESTIMENT SEKIES, FUC	0	3.441	3.441
U**	VANGUAKU INIEKNATIONAL PIRALE COLEANILO I WITH NOTIFIC COMPINATE DESTINATION D	0	24.932	24.932
O * +	THE BOREING COMPANI EMPLOIDED RELIGEMENT A SCHOOLDED RESIDED RELIGEMENT FOR THIND	0	.07	.07
٦ × + د + +	SCHNOUGH BONGERAN SIMBLEN CONTRACTOR CONTRACTOR	0	2.639	2.639
U * +	ASFIRTMI RISK WANDED GLOBEL BOLD. ASFIRTM RANGOVERS PERTERMENT SYSTEM OF OH	0	т	
٦	FUDITU EMETALLIBED ALLINGINE COLORIS OF CONTROL DENGLOCIDED ALLINGING TO CONTROL OF CONT	0		
٦ · · · · · · · · · · · · · · · · · · ·	VANCIDED INTERNATIONAL EXPLORES FUND	0	7.400.000	7.400.000
Q (VANCORIO INTERNATIONAL SAMELI COMPANIES P	0	80.000	80.000
٦ · · *		0	00	1.100.000
) C *	HENDERSON UK EUROPE FUNDS BNP PARLBAS SECURITIES SERVICES	0	477.95	477,95
Q **	JPMORGAN FUNDS EUROPEAN BANK AND BC	0 (3.845.649	3.845.649
· · *	JPWORGAN SAR EUROPEAN FUND	0	0 0	317.90I
*	JPMORGAN EUROPEAN INVESTMENT TRUST PLC	0	6.08	166,085
· *	ARROWSTREET INTERNATIONAL EQUITY - ALPHA EXTENSION FUND II	0	26.29	20.03
1 ← *	TWO SIGMA ABSOLUTE RETURN PORTFOLIO LLC	0	α ς	08/*TF7
*	TWO SIGMA EQUITY PORTFOLIO LLC	2	0.00.00.00.00.00.00.00.00.00.00.00.00.0	000
Q **	NUMBERIC INVESTORS LLC	0	10.40	10.4.00
**	CANADIAN BROADCASTING CORPORATION PENSION PLAN	0	238.482	200
**D	LEGAL AND GENERAL COLLECTIVE INVESTMENT TRUST	0 (- (220 000
1 (**		ο·	•	228,000
□ **	NUMERIC MULTI STRATEGY MARKET NEUTRAL LEVERED OFFSHORE FUND LIMITED	0 (1.619	D.O.L.
Q**	GOTHAM CAPITAL V LLC) (183
) * *	E MULTI STRATEGY FUND LTD))	10 04F	103
**	PDT PARTNERS PORTFOLIO II LLC - UK CASH TRADING C O PDT PARTNERS UK LL	0	10.245	10.24U
**	TWO SIGMA SPECTRUM PORTFOLIO LLC.	0 (22.866	11 207
∩ * *	UBS FUND MGT (CH) AG CH0516/UBSCHIF2-EGSCPII	0 (187.11 210.00E	107.11 107.11
1 **	SCHWAB INTERNATIONAL CORE EQUITY FUND	> (340.003	75.510
Q**	JOHN HANCOCK DISCIPLINED VALUE INTERNATIONAL FUND) (0 -	1.074
O**	LAZARD ASSET MANAGEMENT LLC		107	182 85
0**	ABBETT INT OPPORTUNITIES F		106.	126.94
**D	LORD ABBETT SERIES FUND INC-INTERNATIONAL OPP PORTFOLIO		1 ۳	88
0**	LORD ABBETT INTERNATIONAL SMALL CAP TRUST) C		51
Q**	MARYLAND STATE RETIREMENT & PENSION SYSTEM) C		7.36
Q**	CITY OF NEW YORK GROUP INCIDENCE TO A CONTINUENT FORE	0	9	66.297
Q **	INDEA EL	0	11.556	11.556
Q : .	SSGA SPUR ELIS DENOUGE II FORDILC MIMITING CONTENT.	0	ōo.	00.
O (METZLER INVESTIBENT GROUP CON MITTOURS TO THAN DESTIDENT MENDICAL BENEFITY TRIPS.	0	5.3	5.3
U * *	OWN TELLINES INDICAL DENILLY TO AND AN OUT OF THE WAS CHINGTON GREATE INVESTMENT ROARD	0	17.615	17.615
J.,				
Azionisti:	86			
Azionisti in proprio:	l Azionisti in delega:			

LISTA ESITO DELLE VOTAZIONE

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FAVOREVOLI

Badde		,	118.859	118 859
1 +	AGGING COLDUIS COMDANY THU FIRING FOR TEXEXEMPT RETIREMENT PI.	>		•
: * : *	MSCI FAFE PROV SCREENED INDEX NON - LENDING COMMON TR FUND	0		-
+ + +		0	482	48
٦ · · +	CUSD DIE EMET DARF CMAIT. CAD ETF	0	324,459	45
U * *	LONGARD MACH DERD SERVICE ON THE DISTRIBUTION OF THE TAXABLE OF TAXABLE OF THE TAXABLE OF TAXABLE OF TAXABLE OF TAXABLE OF TAX	0	5.592	5.592
O * *	ISHAKES UBVELUCED SWALL-CAF EA NOTH AMELICA III **********************************	0	.71	176,715
Q :		0	4.19	4.19
O * *	BGI MSCI EARLE SMALL CAF EQUIT INDEA FUND B	0	4.27	4.27
O**	JESG SCREENED INDEA FOND	0	. 94	0
O **	COLLEGE RETIEMENT EQUITES FUND	0 0	.27	\sim
Q**	TRANSAMERICA INTERNATIONAL SMALL		4.4	4.4
O**	SPDR SEP INTERNATIONAL SMALL CAL ELLE	0	94	ം
Ω ! * ·	PACIFIC SELECT FUND INTERNATIONAL SMALL SM	0	47.06	47.060
Q # +	CALIFORNIA STATE TEACHERS RELIFERENT SISTEM.	0	0	
Д (к +		0	0	
Q	LEMBAKES VIL FLO.	0	27,005	27.005
Q		0	51,942	σ.
٠ ۲ ۲	SILCHING FAND CHOLIN FARMAGEN DESCRIPTION AND THE STATE TO A COMMON TO A COMMO	0		4.
□ κ ÷		0	46.587	ė
٦ : * :	AUC INTERNATIONAL SWALL OF FOUND.	0	59,163	9
Q**	BARING INTERNATIONAL SWALL CAF FOUR FINE D D	0	14.706	
O**	NATIONAL CONCIL FOR SOCIAL SECURIII FOND, F.N.C.	0	293,840	293.840
O**	171 E C C F T C C	0		
O**	FUNDS INC			0
□ **	NATIONAL RAILROAD RETIREMENT INVESTMENT IRUST	0 0		7
O**	NEW ZEALAND SUPERANNUATION FUND	o c	•	60.0
Q**	LOS ANGELES CITY EMPLOYEES RETIREMENT SYSTEM	o c		55.308
O**	LOCKHEED MARTIN CORPORATION MASTER RETIREMENT TRUST	o c	. 4	4
□ **		o c	7 7 5	
O**	NATIONAL WESTMINSTER BANK PLC PLC AS TR OF BARING EUR SEL TR	0 0	. 010	318
O**	BARING INVESTMENT FUNDS PLC		•	
Q**	MUNICIPAL EMPLOYEES' ANNUITY AND BENEFIT FUND OF CHICAGO		744 9	6.354
0**		0 0	. 0	29
□ **	LLER AND MANAGEROF THE IRELAND STRATEGIC		47	46.470
0**	SLI GLOBAL SICAV GLOBAL FOCUSEDSTRATEGIES FUND	o c	6.71	6
O**	STICHTING PENSIOENFONDS HORECA & CATERING	o c	10	19
0**	MI-FONDS K10	o c	2.96	ر ا
0**	DEUTSCHE X-TRACKERS MSCI EMU HEDGED EQUITY ETF	o c	14	٦
O**	EVERMORE GLOBAL VALUE FUND	o c	334.93	334.93
0**	PUBLIC EMPLOYEES RETIREMENT ASSOCIATION OF NEW MEXICO	> <	12.21	12.2
O**	SIG PFDS V.D. GRAFISCHE	0 0	8.74	.7
O**	FCP RSI EURO P	0	13.15	13.154
Q ! .	ALASKA PERMANENT FUND CORPORATION Commentation of dennicativality bild it school employees rettrementent system	0	m	357
$\bigcap_{\mathbf{x},\mathbf{x}}$				
	Pagina 5			

4 97

Teste: Azionisti in delega:

98

Maire Tecnimont S.p.A.

FAVOREVOLI

LISTA ESITO DELLE VOTAZIONE

Oggetto: Conferimento incarico revisione legale 2016-2024

Delega 4.439 72.711 19.832 6.428 50.082 870.713 2.432 1.696 167.665.134	0	30.555.000
Proprio	001	0
SR FUND PLAN		
OUGH ITS TREASURER IIVE INVESTMENT FUND PLAN FUND		
TICUT ACTINGTHEC'S EENEFIT COLLEC'SYSTEM. VESTMENT TRUST IN ANAGEMENT INC ITY ERSITY OF MICHICINC INC INC INC INC		TABLISHMENT
Ragione Sociale THE STATE OF CONNECTICUT ACTINGTHROUGH BNY MELLON EMPLOYEE BENEFIT COLLECTIVE FLORIDA RETIREMENT SYSTEM. PENSION RESERVES INVESTMENT TRUST FUND ARIZONA PSPRS TRUST ROBECO INVESTMENT MANAGEMENT INC SAINT LOUIS UNIVERSITY OF THE UNIVERSITY UMC BENEFIT BOARD, INC CF DV ACWI EX-U.S. IMI FUND FAGIOLO ARIANNA GLV CAPITAL S.P.A.	BONOLDI ALDO	CHATILA WALID ARAB DEVELOPMENT ESTABLISHMENT
Badge **D **D **D **D **D **D **D **D **D **		4 CH DE* AR

167.665.134 100 0 30.555.000

4.439

Totale

19.832 6.428 50.082 870.713 2.432 1.696

234.187.134	909686'66	76,650100
Totale voti	Percentuale votanti %	Percentuale Capitale %

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98 Teste:1 Azionisti in delega:

Azionisti: Azionisti in proprio:



ASSEMBLEA ORDINARIA MAIRE TECNIMONT S.p.A. 15 dicembre 2015

NOMINATIVI GIORNALISTI

TESTATA	NOMINATIVO
IL SOLE LY ORE	TIZIANA MONTRASIO
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