

MAIRE TECNIMONT S.P.A.  
Registered office: Rome, Viale Castello della Magliana, 27  
Operative office: Milan, Via Gaetano De Castillia, 6A  
Share capital Euro 19,689,550.00 fully subscribed and paid-in  
TAX ID VAT and registration Rome Companies Register 07673571001  
R.E.A. (Economic Administrative Index) 1048169

**EXPLANATORY REPORT BY THE BOARD OF DIRECTORS OF MAIRE  
TECNIMONT S.P.A. ON THE PROPOSALS CONCERNING ITEM 1 ON THE  
AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING OF MAIRE  
TECNIMONT S.P.A. CONVENED FOR 26 APRIL 2017, ON FIRST CALL, AND 27  
APRIL 2017, ON SECOND CALL.**

**Item 1 on the agenda – *Company Financial Statements at 31 December 2016, Consolidated Financial Statements at 31 December 2016, Directors’ Report, Report by the Board of Statutory Auditors and Independent Auditors’ Report. Resolutions regarding the allocation of the year's profit.***

Reference is made to the Report on Operations which will be made available to the public, in accordance with the terms of the law, at the registered office of Maire Tecnimont S.p.A., at the operative headquarters in Milan, at Borsa Italiana S.p.A., on the company website [www.mairetecnimont.com](http://www.mairetecnimont.com) (Section “Governance” – “Shareholders’ Meeting Documents” – “2017”) as well as at authorized storage mechanism “linfo” ([www.linfo.it](http://www.linfo.it)).

Roma, 15 March 2017

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