

EXPLANATORY REPORT BY THE BOARD OF DIRECTORS OF MAIRE TECNIMONT S.P.A. ON THE PROPOSALS CONCERNING ITEM 2 ON THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING OF MAIRE TECNIMONT S.P.A. CONVENED FOR 8 APRIL 2022, ON FIRST CALL, AND 11 APRIL 2022, ON SECOND CALL.

Maire Tecnimont - Joint Stock Company

Registered office: Rome, Viale Castello della Magliana, 27

Operative office: Milan, Via Gaetano De Castillia, 6A

Share capital Euro 19,920,679.32 fully subscribed and paid in

TAX ID VAT and registration Rome Companies Register 07673571001

Econ. & Admin. Index (REA) no. 1048169

Item 2 of the Agenda

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 fees

Dear Shareholders,

with the Shareholders' Meeting for approval of the Financial Statements as at 31 December 2021 the mandate conferred to the Directors in office appointed by the Shareholders' Meeting of 29 April 2019 comes to end. It is therefore necessary to appoint a new Board of Directors, after determining the number of its members and its term of office.

We remind you that the ordinary Shareholders' Meeting of 29 April 2019 had resolved to set at nine the number of Directors, three financial years the term of office of the Board of Directors and Euro 45,000.00 gross per year, in addition to reimbursement of expenses incurred for fulfilment of the office, the remuneration for each member of the Board of Directors; at the outcome of the Shareholders' Meeting, five Independent Directors had been appointed.

In this regard, the following should be noted in particular.

Composition of the Board of Directors

Under art. 13 of the By-laws, the Board of Directors of the Company may be made up of five to eleven members, provided an odd number of members is elected by the Ordinary Shareholders' Meeting, upon determining the number of the Directors.

The members of the Board of Directors may also be non-shareholders and serve for one to three financial years, until the 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.

In view of the resolutions to be taken at the Ordinary General Meeting, we also remind you that:

- pursuant to article 147-ter, paragraph 4 of Legislative Decree 58/1998 ("CFA"), at least one member of the Board of Directors, or two if the Board of Directors is made

up of more than seven members, must meet the independence requirements established for Statutory Auditors by article 148 of the CFA. The independent director who, after appointment, should miss the requirements of independence must immediately notify the Board of Directors to this end. Loss of the requirements of independence shall entail the dismissal from the office, unless such requirements are still met by the minimum number of directors who are required to meet such requirements under applicable pro tempore legislation:

- the Corporate Governance Code approved by the *Corporate Governance* Committee in January 2020 (the “**Corporate Governance Code**”) recommends, in Article 2, Recommendation 5, that the number of Independent Directors should constitute at least one third of the board¹;
- the composition of the Board of Directors must also respect the gender balance pursuant to Article 147-ter, paragraph 1-ter, of the CFA, as introduced by Law No. 120 of 12 July 2011 and subsequent amendments. With reference to the mandate of the new administrative body, the less represented gender must obtain at least two fifths of the Directors elected, rounded up to the next higher unit (art. 144-undecies.1, paragraph 3, Consob Regulation no. 11971/1999, the “**Issuers Regulation**” or the “**IR**”);
- pursuant to art. 5, Recommendation 26 of the Corporate Governance Code, at least one Board Director (member of the “Remuneration Committee”) must have appropriate knowledge and experience in finance or remuneration policies, to be assessed by the Board of Directors at the time of appointment;
- pursuant to art. 6, Recommendation 35 of the Corporate Governance Code, at least one Board Director (member of the “Control and Risk Committee”) must have adequate knowledge and experience in accounting and finance and risk management, to be assessed by the Board of Directors at the time of appointment.

List voting mechanism for appointing the Board of Directors

In accordance with Art. 14 of the By-Laws, the members of the Board of Directors shall be appointed on the basis of lists submitted by the Shareholders pursuant to the following provisions, and by listing candidates with a sequential number.

¹ If the number of independent directors corresponds to a non-integer number, it is rounded off, according to the arithmetic criterion: the rounding off is carried out to the lower unit, if the decimal figure is less than 5; vice versa, the rounding up is carried out to the higher unit, if the decimal figure is equal or higher than 5 (see Q&A no. 5 (1) functional to the application of the Corporate Governance Code).

Every shareholder may submit, or participate in the submission, including through third parties or a nominee company, 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. Every candidate may run only in one list, on penalty of ineligibility.

We 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.

Only shareholders who, alone or together with other shareholders, hold shares representing at least 2% (two percent) of the share capital entitled to vote at the ordinary Shareholders' Meeting or other shareholding threshold required by the regulations issued by Consob, which, by Managerial Resolution of the Corporate Governance Department Manager no. 60 of 28 January 2022, set for the Company the threshold at 1% (one percent) of the share capital, may submit lists. **A list may therefore be submitted by shareholders who, individually or jointly with other shareholders, hold shares representing at least 1% (one percent) of the share capital with voting rights.**

It is recalled that, in accordance with Art. 6-ter, paragraph 4 of the By-Laws, the majority of the voting rights has no effect on rights other than voting rights, entitled and exercisable by virtue of the possession of certain capital rates and thus also, among other things, for the determination of the capital rates required for the presentation of lists for the election of the bodies of the Company.

The lists (signed by those who submit them) shall be filed at the Company's registered office in Rome, or at its operating office in Milan, at least 25 days before the date set for the Shareholders' Meeting on first call, i.e. **by Monday 14 March 2022**.

Lists for the appointment of the Board of Directors can also be deposited by electronic communication to the certified e-mail address corporatesecretary@pec.mairetecnimont.it by Monday 14 March 2022. If submitting lists by certified e-mail, a copy of a valid form of Identity Document of the submitters, must also be sent.

Lists must be presented together with:

- (i) the indication of the identity of the shareholders presenting the lists and the total percentage of shareholding held;
- (ii) acceptances of candidacy by the individual candidates;

- (iii) statements by which the candidates confirm, under their own responsibility, the absence of any causes of ineligibility and incompatibility, as well as the existence of the requirements as specified in the applicable legislation and regulations, including those regarding integrity and, if appropriate, independence;
- (iv) curriculum vitae of each designated person regarding personal and professional qualifications, with an indication of offices as Directors or Statutory Auditors held at other companies and eventual suitability to qualify as independent, according to criteria of law and those adopted by the Company.
- (v) the statement of shareholders which do not own, even jointly, according to criteria of law and those adopted by the Company, attesting the absence of any connection provided for in article 144-*quinquies* of Consob Regulation 11971/1999 with the latter.

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 within the other term set forth by applicable legislative and regulatory provisions (i.e. within 21 days before the date set for the Shareholders' Meeting prescribed for publication of the lists by the Company, i.e. within 6.00 p.m. on Friday 18 March 2022). Note that ownership of the shareholding is defined by taking account of shares that are registered to the shareholder on the day on which the lists are deposited with the Company.

Each list shall include the candidacy of the minimum number of persons that fulfil the legal and regulatory independence requirements applicable to Independent Directors.

A list that fails to fulfil the foregoing requirements is considered as though it had never been submitted. Every person entitled to vote may vote only one list.

Lists will be subject to the forms of publication prescribed by legislation and regulation *pro tempore* in force. More specifically, at least twenty-one days prior to the Meeting date (i.e. **Friday 18 March 2022**), the lists are made available to the public at the registered office of Rome, the operative headquarters of Milan, on the Company's website and in all other ways envisaged by Consob Regulation.

Procedure for appointing the Board of Directors

The Board of Directors will be elected as follows, in compliance with the current *pro tempore* regulation regarding gender balance: from the list that has obtained the majority of the votes expressed by those entitled, all the Directors to be elected minus one shall be taken according to the progressive order with which they are indicated in the list; the remaining Director shall be selected from the second most voted list and that is not related

in any way, not even indirectly, with such shareholders that submitted or voted the majority list.

The Company By-Laws do not envisage a minimum percentage of votes for a list to participate in the allotment of candidates to be appointed as Directors.

Article 14 of the By-laws, to which reference is made, also regulates the case of a tie between two or more lists.

If only one list is submitted, all directors shall be taken, in progressive order, solely from the submitted list, as long as it obtains the majority of votes. If no list has been presented, the Shareholders' Meeting shall resolve with the majority of votes provided for by law, in any case without prejudice to the currently applicable pro tempore regulation regarding gender balance.

Regarding the appointment of the minimum number of Independent Directors required by art. 147-ter, paragraph 4, of the CFA, the above-mentioned article 14 of the By-laws provides that if among the elected candidates there are not as many Independent Directors as required by the regulations in force, it shall be required to proceed as follows:

- in the presence of a majority list, the non-independent candidates (equal to the number of missing Independent Directors) coming last in progressive order in the majority list shall be replaced by non-elected Independent Directors from the same list according to the progressive order;
- in the absence of a majority list, non-independent candidates (in a number equal to the number of missing Independent Directors) which are elected with the lowest number of votes in the lists – and from which no Independent Director has been drawn – shall be replaced by non-elected Independent Directors from the same lists, according to the progressive order.

If, moreover, with the candidates elected by the above-described procedures, the composition of the Board of Directors does not conform to the pro tempore regulation in force regarding gender balance, the candidate of the more represented gender elected last in progressive order in the majority list shall be replaced by the first candidate of the less represented gender not elected of the majority list according to the progressive order. This substitution procedure shall take place until the composition of the Board of Directors conforms to the discipline in force pro tempore regarding the gender balance.

If, on conclusion of said procedure, the last indicated result is not fulfilled, substitution shall take place by Shareholders' Meeting resolution decided by the relative majority, upon the presentation of the candidates that belong to the less represented gender.

Guideline on the optimal quantitative and qualitative composition of the Board of Directors

In view of the objectives established by the Corporate Governance Code (Art. 4, Principle XIII), the Company's Board of Directors, at its meeting of 25 February 2022, deemed it appropriate to define, taking into account the results of the self-assessment (Art. 4, Recommendation 21), the guidelines on the optimal quantitative and qualitative composition of the Board of Directors, identifying, to this purpose, the managerial and professional profiles and skills deemed necessary by the Company's Board of Director, also in light of the Company's sectoral characteristics, considering the diversity criteria in the composition of the Board.

In this respect, the Board provides the following indications:

- considering the dimensions and business of the Company, the number of the Directors should be not less than 9 (nine);
- one third of the Directors must meet the independence requirements set forth in Article 148, paragraph 3 of the CFA and in the Corporate Governance Code;
- in accordance with the legislation on gender balance, at least two-fifths of the Directors must belong to the least represented gender (rounded up to the next higher unit);
- as regards policies on diversity (art. 123-*bis*, lett. d-*bis*) of the CFA), it is appropriate, also with a view to fostering the understanding of the way the Company and its business is organised and to develop efficient governance of such, that, without prejudice to the legal requirements on gender balance: **(a)** the Board is made up of different aged members; and **(b)** the and training and professional path of the Directors can guarantee a balanced combination of profiles and experience, both nationally and abroad, able to ensure the correct fulfilment of all the relevant duties;
- each candidate is asked to assess the compatibility of the position of Director in the Company with any other director or statutory auditor positions held in other companies listed on regulated market, or of significant size, it being understood that an adequate availability of time must be ensured for the diligent performance of the position;
- as regards the balance of executive and non-executive members, the *mix* of non-executive directors and executive directors and, in particular the presence of two executive directors, of whom one appointed as Managing Director and assigned extensive management powers, who has experience and specific competence in the Company.

Appointment of the Chairman of the Board of Directors

Simultaneously with the election of the new Directors, the Shareholders' Meeting may also appoint the Chairman of the new Board of Directors or leave the Board of Directors to do so, in accordance with the provisions of art. 2380-*bis*, paragraph 5, of the Italian Civil Code and art. 17 of the By-laws.

Term of office and determination of the fees of the Board of Directors

We would also remind you that the Ordinary Shareholders' Meeting will be called to determine the term of office of the new Board of Directors, which shall in any case not exceed three financial years, in accordance with art. 13 of the By-Laws.

The Ordinary Shareholders' Meeting is also called to determine the fees of the members of the administrative body. In this regard, it is recalled that, in accordance with Art. 19 of the By-Laws, the fees due to directors are established by the Shareholders' Meeting. The Shareholders' Meeting may also determine the total amount of the remuneration of all the directors, including those performing special duties. In this case, the Board of Directors shall determine the allocation of the remuneration attributable to the directors performing special duties, upon proposal of the Remuneration Committee and after having heard the opinion of the Board of Statutory Auditors.

Finally, we invite:

- the Shareholders who submit their own lists of candidates for the appointment of the Board of Directors to ensure that such lists are accompanied by all the information necessary to allow shareholders to express their vote in an informed manner, including an indication of whether the candidates qualify as independent and which candidate they intend to propose as Chairman, and
 - the Shareholders submitting a list containing a number of candidates exceeding half of the members to be elected to formulate - and send to the certified e-mail address corporatesecretary@pec.mairetecnimont.it - the proposals for the appointment of the Board of Directors (determination of the number of members and duration of the Board of Directors, as well as the remuneration), sufficiently in advance so that such proposals can be published by the Company at the same time as the lists.
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Rome, 25 February 2022

For the Board of Directors

The Chairman

(Fabrizio Di Amato)