

## **DECISIONS ON CORPORATE GOVERNANCE**

*Milan, 16 March 2016* – **Maire Tecnimont S.p.A.** announces that today the Board of Directors has reviewed and approved the 2016 Remuneration Report, prepared pursuant to article 123-*ter* of Legislative Decree 58/1998 ("TUF") and the Report on Corporate Governance and Ownership Structure for the financial year 2015, prepared pursuant to article 123-*bis* of TUF.

The Board of Directors has also examined the requirements of independence of the Directors Gabriella Chersicla, Nicolás Dubini, Vittoria Giustiniani, Andrea Pellegrini and Patrizia Riva, pursuant to the Corporate Governance Code and the TUF.

### **Ordinary Shareholders' Meeting call**

The Board of Directors has resolved to call an ordinary Shareholders' Meeting to be held on 27 April 2016, on first call, and, if required, on 28 April 2016 on second call, in order to approve the financial statements for the year ended 31 December 2015, the allocation of the year's profit, the adoption of stock-based incentive plans and the Remuneration Report 2016.

The Shareholders' Meeting will also be asked to vote on the appointment of Directors, after determining their number, office term and remuneration and on the appointment of the Chairman of the Board of Directors, as well as on the appointment of Statutory Auditors and of the Chairman of the Board of Statutory Auditors and on determination of the remuneration due to Standing Statutory Auditors and the Chairman of the Board of Statutory Auditors.

The Board of Directors has then resolved to submit to the Ordinary Shareholders' Meeting the adoption of a Performance Share Plan and of an Employee Stock Ownership Plan (the "Plans"), aimed to engage the Human Capital in the value growth of the Group and to promote the alignment to the Shareholders' and Stakeholders' interests, towards the achievement of the Group's strategic objectives.

The **Performance Share Plan**, dedicated to Top Managers of Group companies, has the purpose to ensure the full alignment of management's interests to those of Shareholders, supporting the retention of key resources in the long term. This Plan envisages for the free grant of ordinary shares of the Company at the end of a three-years vesting period (2016, 2017 and 2018), subject to the achievement of Group objectives.

The **Employee Stock Ownership Plan**, a compensation program dedicated to employees of Group companies, aims at increasing the retention, improving the employees' engagement, aligning their interests to those of Shareholders, as well as strengthening the commitment to

achieve the common objective of creating value in a long term perspective. This Plan is based on ordinary shares of the Company and envisages an award cycle of rights for each year (2016-2017-2018). The free award of the Shares will be subject to the achievement of Group objectives, in order to increase the motivation of the beneficiaries to achieve the shared Company goals and to strengthen, at the same time, the sense of belonging to the Maire Tecnimont Group. With reference to the awarded shares, a lock-up period of three years has been established, during which they cannot be sold.

The details of the above Plans are contained in the 2016 Remuneration Report, in the Information Documents, prepared pursuant to article 84-*bis* of the Consob Issuers' Regulations, and in the Explanatory Reports by the Board of Directors, prepared in accordance with articles 114-*bis* and 123-*ter* of TUF as well as the article 84-*ter* of the Consob Issuers' Regulations, approved by the Board of Directors today.

In accordance with applicable laws, the call notice of the Shareholders' Meeting, the Information Documents above and all of the Explanatory Reports by the Board of Directors will be made available on the Company's website ([www.mairetecnimont.com](http://www.mairetecnimont.com)) at the Section Governance/Shareholders' Meeting Documents.

**Maire Tecnimont S.p.A.**

Maire Tecnimont S.p.A. is a company listed with the Milan stock exchange. It heads an industrial group (the Maire Tecnimont Group) that leads the international Engineering & Construction (E&C), Technology & Licensing and Energy Business Development & Ventures markets, with specific competences in plants, particularly in the hydrocarbons segment (Oil & Gas, Petrochemicals and Fertilisers), as well as in Power Generation and Infrastructures. The Maire Tecnimont Group operates in approximately 30 different countries, numbering around 45 operative companies and a workforce of about 4,400 employees, of whom over half work abroad. For more information: [www.mairetecnimont.com](http://www.mairetecnimont.com).

**Public Affairs & Communication**

Carlo Nicolais  
[public.affairs@mairetecnimont.it](mailto:public.affairs@mairetecnimont.it)

**Media Relations****Image Building**

Simona Raffaelli, A. Mele, A. Margheriti  
Tel +39 02 89011300  
[mairetecnimont@imagebuilding.it](mailto:mairetecnimont@imagebuilding.it)

**Investor Relations**

Riccardo Guglielmetti  
Tel +39 02 6313-7823  
[investor-relations@mairetecnimont.it](mailto:investor-relations@mairetecnimont.it)