

**EXPLANATORY REPORT BY THE BOARD OF DIRECTORS OF MAIRE TECNIMONT S.P.A. ON THE PROPOSALS CONCERNING ITEM 3 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 3 of the Agenda**

### **3. Appointment of the Board of Statutory Auditors**

#### **3.1 Appointment of members and of the Chairman**

#### **3.2 Determination of remunerations**

Dear Shareholders,

with the Shareholders' Meeting for approval of the Financial Statements as at 31 December 2021 the mandate conferred to the Statutory Auditors in office appointed by the Shareholders' Meeting of 29 April 2019 comes to end. It is therefore necessary to appoint a new Board of Statutory Auditors. The remuneration of the Statutory Auditors was determined as equal to Euro 80,000.00 gross per year for the Chairman of the Board of Statutory Auditors and Euro 60,000.00 gross per year for each Statutory Auditor.

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

#### **Members of the Board of Statutory Auditors**

In accordance with Art. 20 of the By-Laws, the Shareholders' Meeting shall appoint a Board of Statutory Auditors consisting of three statutory auditors and three Alternate Statutory Auditors, establishing, upon appointment, their remuneration.

Statutory Auditors remain in office for three financial years, until the Shareholders' Meeting called to approve the financial statements relating to the third year of their office term.

Statutory Auditors must also be in possession of the requirements relating to the limits to the maximum number of offices prescribed by current applicable legislation.

No one in any of the situations of impediment or ineligibility or who does not meet the requirements of professionalism, honour and independence laid down by current legislation can be elected as Statutory Auditor and if elected, shall forfeit the office.

The composition of the Board of Statutory Auditors must also respect the gender balance pursuant to Article 148, paragraph 1-*bis*, of Legislative Decree No. 58/1998 (the "**CFA**"), as introduced by Law No. 120 of 12 July 2011 and subsequent amendments. With reference to the mandate of the new Board of Statutory Auditors, the less represented gender shall obtain at least two-fifths of the effective members of the Board of Statutory Auditors, rounded down to the nearest whole number pursuant to art. 144-*undecies*.1, paragraph 3, Consob Regulation no. 11971/1999 (the "**Issuers Regulation**" or the "**IR**").

It should also be noted that, since the Board of Statutory Auditors is also the "*Committee for Internal Control and Auditing*" pursuant to Article 19 of Legislative Decree No. 39/2010 (as amended by Legislative Decree no. 135/2016), the members of the Board of Statutory Auditors must, as a whole, be competent in the sector in which the Company operates.

### **List voting mechanism for appointing the Board of Statutory Auditors**

In accordance with Art. 21 of the By-Laws, the Board of Statutory Auditors is appointed on the basis of lists submitted by shareholders. For this purpose, lists are presented consisting of two sections: one for the appointment of Standing Statutory Auditors, the other for the appointment of Alternative Statutory Auditors. The first candidate of each section must be selected from Statutory Auditors registered in the specific register and in possession of the requirements of applicable legislation.

Shareholders who, individually or jointly, own at least 2% of the share capital represented by shares with voting rights at the Ordinary Shareholders' Meeting, or the different shareholding threshold required by the regulations issued by Consob, which, by means of Managerial Resolution of the Corporate Governance Department Manager no. 60 of 28 January 2022, set the threshold for the Company at 1% (one per cent) of the share capital, are entitled to 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.

Each shareholder may submit, or participate in the submission of, including through third parties or a nominee company, and vote 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.

Shareholders are invited to deposit the lists (signed by those who submit them) at the Company's registered office in Rome, or at its operational headquarters 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 Statutory Auditors can also be deposited by electronic communication to the certified e-mail address [corporatesecretary@pec.mairetecnimont.it](mailto: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) a declaration in which they attest, under their own responsibility, the absence of reasons of incompatibility and the existence of requirements prescribed by law for such offices;
- (iv) a curriculum vitae with the personal and professional qualifications of designated persons, with an indication of the offices as Board's Director or Statutory Auditor held in other companies;
- (v) the statement of shareholders which do not own, even jointly, a controlling or majority shareholding, attesting the absence of any connection provided for in article 144-*quinquies* of Consob Regulation 11971/1999 with the latter.

Certification proving the 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 required 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.

A list that fails to fulfil the foregoing requirements is considered as though it had never been submitted.

Taking into account the provision of the art. 21 of the By-Laws and the provisions of art. 148, paragraph 1-*bis*, of the CFA, and 144-*undecies.1*, paragraph 3, of the IR, shareholders who intend to submit a list consisting of a number of candidates equal to or greater than three are required to include in said list **at least one candidate for the**

**position of Standing Statutory Auditor and one candidate for the position of Alternate Statutory Auditor belonging to the less represented gender.**

In the event that - at the end of the term of 25 days for filing the lists and documents at the Company - only one list has been submitted or lists are only submitted by shareholders who are linked with each other, in accordance with article 144-*quinquies* of Consob Regulation 11971/1999, pursuant to article 144-*sexies*, paragraph 5, of Consob Issuer Regulation, lists may be submitted until the third day following said date, i.e. **Thursday 17 March 2022**. In this case, the minimum threshold for the submission of lists is reduced by half and therefore shareholders owning, individually or jointly, at least 0.5% of the capital represented by shares with voting rights at the Ordinary Shareholders' Meeting may submit lists.

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.

**Methods of appointing the Board of Statutory Auditors**

In accordance with Art. 21 of the By-Laws, the first two candidates on the list that obtains the highest number of votes ("**Majority List**") and the first candidate of the list with the second highest number of votes ("**Minority List**") and which has been presented by shareholders who are not even indirectly connected with the shareholders who presented or voted the Majority List shall be elected Standing Statutory Auditors, the latter candidate being appointed Chairman of the Board of Statutory Auditors.

The first two alternate candidates of the Majority List and the first alternate candidate of the Minority List shall be elected Alternate Statutory Auditors.

If the above procedures do not ensure the composition of the Board of Directors, in its Standing members, in compliance with applicable pro tempore provisions regarding the gender balance, there must be, among the candidates for the office of Standing Statutory Auditor of the Majority List, the necessary replacements, according to the sequential order in which candidates are listed.

If only one list is submitted, the Shareholders' Meeting shall vote on this; if the list obtains the relative majority, the candidates listed in the corresponding section of the list are elected as Standing and Alternate Statutory Auditors; the chair of the Board of Statutory Auditors is assigned to the person listed in first place in the aforementioned list.

If no list is submitted, the Shareholders' Meeting shall resolve with the legal majorities. In any case, this is without prejudice to compliance with current pro tempore legislation relating to gender balance.

Article 21 of the By-laws, to which reference is made, also regulates the cases of a tie between lists and of replacement of a Statutory Auditor or the Chairman and integration of the Board of Statutory Auditors.

### **Guidelines on the composition of the supervisory body, also with regard to diversity criteria**

The Company's Board of Directors, in its meeting of 25 February 2022, in view of the Shareholders' Meeting called to approve the financial statements for the financial year 2021, defined - after consulting the Board of Statutory Auditors and taking into account i) the Principles and Recommendations of the *Corporate Governance* in terms of the composition of the Board of Statutory Auditors as well as ii) the results of the self-assessment process of the Board of Statutory Auditors for the financial year 2021 - the guidelines on the composition of the Board of Statutory Auditors also with reference to diversity criteria such as age, gender composition and training and professional path.

In this respect, the Board, after consulting the Board of Statutory Auditors, provides the following indications:

- in accordance with the legislation on gender balance and the By-Laws in force, it is recommended that at least one Standing Auditor and one Alternate Auditor belong to the less represented gender;
- as regards diversity policies (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, and without prejudice to the legal requirements on professionalism, independence and gender balance, to ensure that: **(a)** the Board of the Statutory Auditors is made up of different aged members; and **(b)** the training and professional path of the Statutory Auditors can guarantee a balanced combination of profiles and experience, both nationally and abroad, able to ensure the correct fulfilment of all the controls assigned to the competence of the Board of Statutory Auditors.

### **Determination of the remunerations of the Board of Statutory Auditors**

It is recalled that, in accordance with art. 20 of the By-Laws, the Ordinary Shareholders' Meeting shall also be called to determine the remunerations to be paid to the members of the control body for the entire term of office.

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Finally, we invite:

- the Shareholders who submit their own lists of candidates for the appointment of the Board of the Statutory Auditors to ensure that such lists are accompanied by all the information necessary to enable Shareholders to express their vote in an informed manner;
  - 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](mailto:corporatesecretary@pec.mairetecnimont.it) - the proposals for the appointment of the Board of Statutory Auditors (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)