

MAIRE TECNIMONT S.P.A.

Registered office: Rome, Viale Castello della Magliana, 75

Operating offices in Milan, Via Gaetano De Castillia, 6A

Share capital Euro 16,125,000.00 fully paid-in

Tax Code/VAT and Rome Business Register no. 07673571001

R.E.A. 1048169

**MEMO ON THE PROPOSALS REGARDING THE SECOND ITEM ON THE AGENDA OF THE
ORDINARY SHAREHOLDERS' MEETING OF MAIRE TECNIMONT S.P.A. CALLED FOR 30 APRIL
2013, ON FIRST CALL, AND 14 MAY 2013, ON SECOND CALL.**

Item 2 on the agenda – *Remuneration Report; inherent and consequent resolutions.*

Dear Shareholders,

for exhaustive information in the matter, reference should be made to the Remuneration Policy Report drafted pursuant to article 123-*ter* of Italian Legislative Decree 58/1998 and article 84-*quater* of Consob Regulation 11971/1999 and made available to the public, pursuant to law, at the registered office of Maire Tecnimont S.p.A., the operating offices in Milan, at Borsa Italiana S.p.A. and on the company's website at <http://www.mairetecnimont.com/it>.

The Company's Remuneration Policy Report was approved by the Board of Directors of 21 March 2013 on the proposal made by the Remuneration Committee.

Pursuant to the afore mentioned article 123-*ter* of Italian Legislative Decree 58/1998, you are invited to resolve in favour or against on the first section of the Remuneration Policy Report illustrating the Company's policy in the matter of remuneration of Board members, general managers and other managers with strategic responsibilities, as well as the procedures adopted and the implementation of the same policy.

In this respect it should be noted that, pursuant to article 123-*ter*, par. 6, of Italian Legislative Decree 58/1998, the resolution you are invited to adopt is not binding. The outcome of the voting session is disclosed to the public pursuant to article 125-*quater*, par. 2, of Italian Legislative Decree 58/1998.

Resolution proposal:

Dear Shareholders,

you are invited to adopt the following resolution:

“The Ordinary Shareholders' Meeting of Maire Tecnimont S.p.A.:

- having examined the Remuneration Policy Report drafted by the Board of Directors pursuant to 123-*ter* of Italian Legislative Decree 58/1998 and article 84-*quater* of Consob Regulation 11971/1999;
- having examined and discussed, in particular, the first section of the afore mentioned report illustrating the Company's policy for the remuneration of Board members, general managers and other managers with strategic responsibilities, as well as the procedures adopted and the implementation of the same policy;
- considering that, pursuant to the afore mentioned article 123-*ter*, par. 6, of Italian Legislative Decree 58/1998, the Shareholders' Meeting is requested to give a non-binding vote on the first section of the afore mentioned report

resolves

to express its opinion in favour of the first section of the Remuneration Policy Report drafted pursuant to art. 123-*ter* of Italian Legislative Decree 58/1998 and article 84-*quater* of Consob Regulation 11971/1999, illustrating the Company's policy for the remuneration of Board

members, general managers and other managers with strategic responsibilities, as well as the procedures adopted and the implementation of the same policy.”

Rome, 21 March 2013

For the Board of Directors
The Chairman
(Fabrizio Di Amato)