

ORDINARY SHAREHOLDERS' MEETING CALL NOTICE

Shareholders entitled to attend and to exercise their voting right are called to the ordinary shareholders' meeting to be held on 30 April 2013, at h. 16.00, at the Company's operating offices in Milan, Via De Castillia, 6A, on first call, and, if necessary, on 14 May 2013, on second call, at the same time and in the same venue.

The shareholders' meeting shall resolve upon the following

Agenda:

1. Company financial statements at 31 December 2012, consolidated financial statements at 31 December 2012, Directors' Report, Statutory Auditors' Report and Independent Auditors' Report.
2. Remuneration Report; relevant and consequent resolutions.
3. Appointment of Board Members, after determining their number, office term and compensation; appointment of the Chairman of the Board of Directors.
4. Appointment of Statutory Auditors and of the Chief Statutory Auditor and determination of the Standing Statutory Auditors' and Chief Statutory Auditor's compensation.

Maire Tecnimont S.p.A. Share Capital

At the date hereof, the share capital subscribed and paid-in by Maire Tecnimont S.p.A. amounts to Euro 16,125,000.00, divided into n. 322,500,000 ordinary shares without par value, each giving right to one vote at the shareholders' meeting. The Company does not own treasury shares.

Shareholders' Meeting Attendance

Pursuant to art. 10 of the Company By-Laws and in accordance with the currently applicable regulatory provisions, only voting right holders are authorised to attend. Entitlement to attend and to exercise voting rights is certified by an evidence-based communication certifying the voting right holders' qualification, issued by the intermediary at the end of the seventh day of open market before the date fixed for the first call (i.e. 19 April 2013). Credit and debit entries in current accounts after 19 April 2013 will not be relevant for the purposes of the entitlement to shareholders' meeting attendance and exercise of voting right. The intermediary's communication above referred to shall be received by the Company by the end of the third day of open market preceding the date fixed for the shareholders' meeting on first call (i.e. by 25 April 2013). However, it is hereby agreed that entitlement to attendance and to voting shall be allowed should the relevant communication be received by the Company beyond the above-mentioned terms, provided that it is received before the commencement of the shareholders' meeting the call notice refers to.

Voting by proxy

The voting right holders may have themselves represented by another person by written proxy. To this end the proxy forms available at the registered office of Rome and at the offices of Milan may be used, that are also available on the Company website at www.mairetecnimont.it.

The proxy may be notified to the Company by registered letter sent to: Maire Tecnimont S.p.A. Group Corporate Secretary, Via Gaetano De Castillia 6A, 20124 Milan, or to the following e-mail address: corporatesecretary@pec.mairetecnimont.it. It should the proxy deliver or send to the Company a copy of the proxy form, he has to certify under his own responsibility its conformity with the original proxy and the identity of the shareholder giving a proxy.

Designated representative

The proxy may be given at no cost for the shareholder giving a proxy other than the costs for sending or shipment of the proxy bearing the voting instructions on all or some of the proposals to be discussed on the agenda to Servizio Titoli S.p.A., designated on purpose by the Company pursuant to art. 135-undecies of Italian Legislative Decree 58/1998, provided that the original copy thereof is sent to the following address: Servizio Titoli S.p.A. (Ref. "Maire Tecnimont S.p.A. Shareholders' Meeting Proxy"), Via Monte Giberto 29, 00138 Roma, possibly anticipating the original true copy thereof by fax to 06 45417450 or by e-mail to ufficioroma@pec.serviziotitoli.it, by the end of the second day of open market preceding the date fixed for the shareholders' meeting also on second call. The proxy form is available at the registered office in Rome and at the offices of Milan as well as on the Company website at www.mairetecnimont.it. The proxy applies only to the proposals for which voting instructions have been provided. Proxy and voting instructions may be always revoked within the term referred to above.

Agenda integration or submission of additional resolution proposals on items already on the agenda

Pursuant to art. 126-bis of Italian Legislative Decree 58/1998, the shareholders who, even jointly, represent at least one fortieth of the share capital, may request in writing, within ten days from the publication hereof, to integrate the items for discussion, indicating in their request the additional items they propose for discussion or to submit resolution proposals on items already on the agenda. The requests shall be sent by registered letter to: Maire Tecnimont S.p.A. Group Corporate Secretary, Via Gaetano De Castillia 6A, 20124 or by notice to the following email address: corporatesecretary@pec.mairetecnimont.it. The request shall be supported by the certification issued by the intermediaries attesting the identity of the shareholders who submit the agenda integration or the additional resolution proposal, the overall shareholding as well as the ownership of said shareholding.

The agenda integration or the submission of resolution proposals on items already on the agenda shall be published as provided for this call notice, at least fifteen days before the date fixed for the shareholders' meeting (i.e. by 15 April 2013). The shareholders requesting the agenda integration or submitting resolution proposals on items on the agenda shall draft a memo on the items they propose for discussion, motivating the resolution proposals, or on the reason for the additional resolution proposals on items already on the agenda. Such memo shall be delivered to the board of directors within the latest term for the filing of the integration request. The memo shall be made available to the public, accompanied by the Board's comments, if any, concurrently with the publication of the agenda integration or the additional resolution proposals.

The integration of the agenda is not allowed for the items upon which the Shareholders' Meeting shall resolve, by law, on the proposal of the directors or based on a project or a report prepared by the same directors.

Questions on the items on the agenda

Pursuant to art. 127-ter of Italian Legislative Decree 58/1998, shareholders may ask questions on the items on the agenda even before the meeting, but in any case within the third day preceding the date fixed for the meeting on first call (i.e. 27 April 2013), by sending them by registered letter to Maire Tecnimont S.p.A. Group Corporate Secretary, Via Gaetano De

Castillia 6A, 20124 Milano, or by notifying them to the following e-mail address: corporatesecretary@pec.mairetecnimont.it. The persons concerned shall provide information allowing their identification. The request shall be supported by information allowing to identify the shareholders who request the agenda integration or submit the resolution proposals on the items on the agenda, and by the communication issued pursuant to the currently applicable regulatory provisions by the intermediaries, certifying the shareholder qualification. The questions received before the meeting will be answered at the meeting at the latest.

Appointment of the Board of Directors

Pursuant to art. 13 of the Company By-Laws the Board of Directors may be composed of five to eleven members provided that the total is an odd number.

Pursuant to art. 14 of the Company By-Laws, the members of the Board of Directors shall be appointed, in accordance with the currently applicable regulation on balanced proportion between genders, on the basis of lists (in which candidates are listed by a sequential number) submitted by the shareholders holding, alone or with other shareholders, at least 2.5% of the outstanding shares with voting rights to be exercised in the ordinary shareholders' meeting, a limit fixed by Consob by resolution dated 30 January 2013. 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 (these being subsidiaries, controlling companies, sister companies under article 2359, first paragraph, 1 and 2, of the Italian civil code); (ii) the parties to a shareholders' agreement relating to company shares, under article 122 of Legislative Decree 58/1998. Every candidate may run only one list, on penalty of ineligibility. Each list shall include the candidacy of the minimum number of persons that fulfil the legal and regulatory independence requirements applicable to Independent Directors.

The lists submitting a number of candidates equal to or over three shall be composed by candidates belonging to both genders, so that at list one third (rounded up) of candidates belong to the least represented gender in compliance with the currently applicable regulatory provisions on the balanced proportion of genders. As this is the first time such regulatory provisions are applied, at least one fifth of the elected directors shall be representatives of the least represented gender.

Shareholders are invited to register the lists (signed by those submitting them) with the registered office or by sending them by email to corporatesecretary@pec.mairetecnimont.it at least 25 days before the day fixed for the Shareholders' Meeting on first call, together with the declarations whereby the individual candidates accept their candidacy and attest, under their own responsibility, the lack of any cause for ineligibility and incompatibility, and compliance with the requirements of legislative and regulatory rules in the matter, including, where applicable, independence, and the curriculum vitae of each designated person, with personal and professional details, and the indication of any directorship or controlling role covered in other companies.

It is recommended that at least one of the candidates indicated in the lists shall have an adequate knowledge of expertise in financial matters or remuneration policies and at least another candidate shall have an adequate accounting and financial or risk management expertise.

Certification attesting ownership, upon the list submission with the Company, of the minimum shareholding envisaged for the submission of the lists shall be filed concurrently with the list registration or in any case within any other term set forth by the legislative provisions for the publication of said lists, i.e. at least 21 days before the day fixed for the Shareholders' Meeting on first call (i.e. by 9 April 2013).

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

Every person entitled to vote may vote only one list.

It should also be recalled that Consob, in its Notice n. DEM/9017893 of 26 February 2009, recommends that shareholders submitting a "minority list" shall file together with the list a declaration attesting the lack of connection relations, even indirect, as contemplated by art. 147-ter, paragraph 3, of Legislative Decree 58/1998 and art. 144-quinquies of Consob Regulation 11971/1999, with the shareholders having, even jointly, a controlling or relative majority shareholding, if they are identifiable on the basis of the notices of relevant shareholdings as per art. 120 of Legislative Decree 58/1998 or of the publication of the shareholders' agreement pursuant to art. 122 of the same Decree.

In compliance with the regulation inherent to the balanced proportion of genders, all the directors to be elected minus one shall be taken from the minority list that has obtained the majority of the votes according to the progressive order with which they are listed 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 require a minimum vote percentage in order to have the list participate in the allocation of the directors to be elected.

If only one list is submitted, all directors shall be taken, in progressive order, solely from the submitted list.

Further information on the submission, registration and publication of the lists and the criteria for the appointment of directors is provided in articles 13 and 14 of the company by-laws that may be consulted on the Company website at www.mairetecnimont.it and in the Directors' memo available on said website. The lists submitted shall be made available to the public at the Company's offices, at Borsa Italiana S.p.A. as well as on the Company website at www.mairetecnimont.it.

Appointment of the Board of Statutory Auditors

Pursuant to art. 20 of the company by-laws the Board of Statutory Auditors is composed of three standing statutory auditors and two alternate auditors.

Pursuant to art. 21 of the company by-laws, the Board of Statutory Auditors is appointed, in compliance with the currently applicable regulation on balanced proportion of genders, on the basis of lists presented by shareholders who, alone or together with other shareholders, represent at least 2.5% of the share capital with voting rights to be exercised at the ordinary Shareholders' Meeting, a threshold fixed by Consob by resolution dated 30 January 2013.

Lists are presented consisting of two sections: one for the appointment of standing statutory auditors, the other for the appointment of alternate auditors.

The first candidate in each section must be selected from auditors registered in the specific register and in possession of the requirements of the applicable legislation.

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, parent companies and companies subject to the same control, in compliance with Art. 2359, first paragraph, n. 1 and 2, of the Italian Civil Code), (iii) shareholders who are party to the same shareholders' agreement relating to the shares of the Company, in compliance with Art. 122 of Legislative Decree no. 58/1998. Each candidate may be present in only one list, on penalty of ineligibility.

Shareholders are invited to register the lists (signed by those who submit them) with the Company at its registered office or by sending them by email to corporatesecretary@pec.mairetecnimont.it at least 25 days before that set for the Shareholders' Meeting on first call, together with:

- a) information regarding the shareholders who submitted them, specifying the overall percentage shareholding;
- b) a declaration in which individual candidates accept their candidacy and attest, under their own responsibility, the absence of reasons of incompatibility and the fulfilment of requirements prescribed by law for such offices;
- c) a curriculum vitae with the personal and professional qualifications of designated persons, with an indication of auditor positions held in other companies;
- d) the statement of shareholders which do not own, even jointly, a controlling or majority shareholding, attesting the absence of any connection as provided for in Article 144-quinquies of the Regulations adopted by Consob Resolution no. 11971 with the latter.

Certification attesting ownership, upon the list submission with the Company, of the minimum shareholding envisaged for the submission of the lists shall be filed concurrently with the list registration or in any case within any other term set forth by the legislative provisions for the publication of said lists, i.e. at least 21 days before the day fixed for the Shareholders' Meeting on first call (i.e. by 9 April 2013).

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

Lists with an overall number of candidates equal to or over three must be composed of candidates belonging to both genders, so that at least one third (rounded up) of the candidates for the office of standing Statutory Auditor and at least one third (rounded up) of the candidates for the office of alternate Statutory Auditors belong to the least represented gender. As this is the first time such regulatory provisions are applied, at least one fifth of the elected statutory auditors shall be representatives of the least represented gender.

In this case, as the number of standing statutory auditors set forth by the company by-laws is three, the proportion of 1/5, rounded up in accordance with the law, corresponds to one statutory auditor out of three.

It should also be recalled that Consob, in its Notice n. DEM/9017893 of 26 February 2009, recommends that the shareholders submitting a "minority list" shall provide in the aforesaid declaration the information on any existing relations (some of which are indicated by way of example in the same Notice), if significant, with the shareholders holding, even jointly, a controlling or relative majority shareholding, whenever the latter may be identified on the basis of the notices of relevant shareholdings as per art. 120 of Legislative Decree 58/1998 or of the publication of the shareholders' agreement pursuant to art. 122 of the same Decree; the shareholders above referred to shall also provide information on the reasons why such relations have not been considered determining for the existence of the connection relations contemplated by art. 148, paragraph 2, of Legislative Decree 58/1998 and art. 144-quinquies of Consob Regulation 11971/1999; the absence of the relations referred to above shall be indicated.

In the event that - at the end of the 25 (twenty five) day deadline for filing the lists and documents at the registered office - only one list has been presented or lists are only presented by shareholders who are linked with each other, in accordance with article 144-quinquies of the Issuer Regulations, lists may be presented up to the third day following that date. In this case, lists may be submitted by the shareholders who hold, alone or jointly, at least 1.25% of the share capital represented by voting shares rights to be exercised at the ordinary shareholders' meeting.

The first two candidates on the list that obtains the highest number of votes (the "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 as standing statutory auditors, the latter candidate being appointed Chief Statutory Auditor. The first alternate auditor candidate of the Majority List and the first alternate auditor candidate of the Minority List shall be elected as alternate statutory auditors.

Art. 21 of the company by-laws shall be referred to in the event of a tie between more lists.

If only one list is presented, the Shareholders' Meeting votes on this; if the list obtains the relative majority, the candidates listed in the corresponding section of the list are elected as statutory and alternate statutory auditors; the chair of the Board of Statutory Auditors is assigned to the person listed in first place in the abovementioned list.

Further information on the submission, registration and publication of the lists and the criteria for the appointment of statutory auditors is provided in articles 20 and 21 of the company by-laws that may be consulted on the Company website at www.mairetecnimont.it and in the Directors' memo available on said website. The lists submitted shall be made available to the public at the Company's offices, at Borsa Italiana S.p.A. as well as on the Company website at www.mairetecnimont.it.

Documentation

The documentation relating to the items on the agenda, including the Board's memos and the relevant resolution proposals, will be made available to the public as provided for by the applicable law at the registered office in Rome, at the offices of Milan, Via Gaetano De Castillia 6A, 20124 Milano and at Borsa Italiana S.p.A. as well as on the Company website at www.mairetecnimont.it. In particular, the Directors' Memos are published concurrently with this call notice, while the Annual Report with the other documents as per art. 154 of the Consolidated Finance Act, the Remuneration Report, the Report on Corporate Governance and Ownership Structure, shall be published at least 21 days before the Shareholders' Meeting.

Shareholders may request copy thereof.

The registered office of Rome and the operating offices of Milan are open to the public for consultation and/or delivery of copies of the afore-mentioned documentation on business days from Monday to Friday, from h. 9.30 to h. 16.30. This notice is published in the "Milano Finanza" daily newspaper and on the Company website at www.mairetecnimont.it.

Rome, 21 March 2013

For the Board of Directors
The Chairman and CEO

(Fabrizio Di Amato)