

MINUTES OF THE ORDINARY SHAREHOLDERS' MEETING
OF 30 APRIL 2020
OF MAIRE TECNIMONT S.P.A.

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At 10.30 a.m. on 30 April 2020, the Ordinary Shareholders' Meeting of "**Maire Tecnimont S.p.A.**" (with registered office in Rome, at Viale Castello della Magliana n. 27 and operational headquarters in Milan, at Via Gaetano De Castillia, 6A, fully paid-in share capital of Euro 19,920,679.32, tax code and registration number with Rome Companies House: 07673571001, hereinafter "**Maire Tecnimont**" or the "**Company**") began.

Pursuant to article 12 of the Company's By-Laws, the Chairman of the Board of Directors, **Fabrizio Di Amato**, took the chair of the Shareholders' Meeting. He then appointed the Notary Prof. Carlo Marchetti (attending by video conference call) as Secretary of the meeting pursuant to art. 2371, first paragraph, of the Italian Civil Code.

The **Chairman** reported that pursuant to article 106 of Italian Decree Law 18/2020 on "*measures to strengthen the national health service and provide economic support for families, workers and businesses in relation to the COVID-19 epidemiological emergency*" ("**D.L. 18/2020**"), the Company had availed itself of the right to specify in the call notice that the participation in the shareholders' meeting would take place exclusively through the appointed representative, Computershare S.p.A. (the "**Appointed Representative**"), as well as the right to establish that the shareholders' meeting would be held exclusively by telecommunications means able to ensure the identification of the participants, their attendance and the exercise of voting rights, without in any case the need for the Chairman, and the Secretary taking the minutes, to be in the same physical location; the Company had provided all those concerned with the relevant instructions for attendance by means of the aforesaid telecommunications means; all participants (including the Chairman) therefore attended by conference call.

The **Chairman** confirmed that he had ascertained the identity and legitimacy of those in attendance, as well as the right of everyone to take part in the discussion and vote.

He then asked all attendees to set their devices to mute mode and clarified that those wishing to intervene should deactivate this mode before their intervention.

He also recalled that the Shareholders' Meeting is called to discuss and resolve on the following:

Agenda

1. Financial Statements at 31 December 2019 and proposal for the allocation of the year's profit. 1.1. Financial Statements at 31 December 2019, Consolidated Financial Statements at 31 December 2019, Directors' Report, Report

by the Board of Statutory Auditors and Independent Auditors' Report; relevant and consequent resolutions. 1.2. Proposal on the allocation of the year's profit; relevant and consequent resolutions.

2. Report on the 2020 Remuneration Policy and fees paid. 2.1. Approval of the 2020 Remuneration Policy pursuant to art. 123-ter, paragraph 3-ter, of Italian Legislative Decree no. 58/1998. 2.2. Resolutions on the "Second Section" of the Report, pursuant to art. 123-ter, paragraph 6, of Italian Legislative Decree no. 58/1998.

3. Investment and incentive Plans, pursuant to art. 114-bis of Italian Legislative Decree no. 58/1998. 3.1. Conversion of the monetary incentive plan named "2019-2021 Long-term Incentive Plan of the Maire Tecnimont Group" into incentive plan based on Maire Tecnimont S.p.A.'s shares; relevant and consequent resolutions. 3.2. Adoption of the "2020-2022 Long-term Incentive Plan of the Maire Tecnimont Group"; relevant and consequent resolutions. 3.3. Adoption of the "2020-2022 Employees Share Ownership Plan of the Maire Tecnimont Group"; relevant and consequent resolutions. 3.4. Adoption of the "2020-2024 Long-term Investment Plan to support the Green Acceleration project of the Maire Tecnimont Group, based on the subsidiary NextChem's financial instruments"; relevant and consequent resolutions.

The **Chairman** then made the following declarations:

- the following were in attendance at the meeting, all by means of conference call:

-- for the Board of Directors, in addition to himself, the Directors Pierroberto Folgiero (Chief Executive Officer and General Manager), Luigi Alfieri, Gabriella Chersicla, Stefano Fiorini, Andrea Pellegrini, Patrizia Riva and Maurizia Squinzi;

-- for the Board of Statutory Auditors, Francesco Fallacara (Chairman) and Giorgio Loli,

with Director Vittoria Giustiniani and Standing Statutory Auditor Antonia Di Bella having sent their apologies;

-- for the Appointed Representative, Veronica Ciciriello;

- with the consent of the Chairman, managers or employees of the Company, representatives of the independent auditing firm and professionals and consultants, were also attending the Shareholders' Meeting, again by conference call;

- the Shareholders' Meeting had been convened by means of call notice originally published on 17 March 2020 on the Company's website and in extract form in the daily newspaper Milano Finanza and had been subsequently supplemented and amended by notices on 18 March 2020 and 14 April 2020, also published in full or as an excerpt in the daily newspaper Milano Finanza, due to the continuous evolution of the global scenario resulting from the epidemiological emergency by COVID-19 and the regulatory measures issued as a result of it, including Italian Decree Law 18/2020 (which came into force on the same day the call notice was published) and Italian Decree Law no. 23 of 8 April 2020 (effective from 9 April 2020);

- as mentioned above, the Company, in availing itself of the provisions of article 106 of Decree Law 18/2020, establish, in the call notice, as supplemented and amended, that attendance at the Shareholders' Meeting by those who have the

right to vote was permitted exclusively through the Company's Appointed Representative, pursuant to art. 135-*undecies* of Italian Legislative Decree no. 58/1998 (the "**Consolidated Finance Act**" or "CFA") and the aforementioned Decree Law 18/2020;

- the Company had appointed Computershare S.p.A. ("**Computershare**") as Appointed Representative of the Company for the conferral of proxies and related voting instructions, pursuant to art. 135-*undecies* of the CFA and had made the proxy form available on its website;

- as specified in the call notice, as supplemented and amended, it was also possible to grant the Appointed Representative proxies or sub-proxies pursuant to article 135-*novies* of the CFA, as an exception to article 135-*undecies*, paragraph 4, of the CFA, using the appropriate form and the related voting instructions, made available on the Company's website;

- Computershare announced, in its capacity as Appointed Representative, that it had no interest of its own with respect to the resolution proposals submitted to the vote during today's Shareholders' Meeting; however, it expressly stated its intention not to cast any vote other than those indicated in the voting instructions;

- the Company has not received any request to supplement the agenda, nor any new proposal for a resolution, pursuant to and in accordance with article 126-*bis* of the CFA and with the additional procedures indicated in the call notice and in the notice of 14 April 2020;

- the subscribed and fully paid-up share capital of Maire Tecnimont amounts to Euro 19,920,679.32, divided into 328,640,432 ordinary shares, with no par value, corresponding, pursuant to article 120, paragraph 1 of the CFA and article 6-*bis* of the Company's By-Laws, to 496,305,566 voting rights. The Company does not own treasury shares;

- there were currently 140 shareholders in attendance, all represented by proxy, of whom 139 are holders of 42,236,472 ordinary shares and 1 holder of 167,665,134 shares with increased voting rights, for a total of 209,901,606 shares and a total of 377,566,740 voting rights, equal to 76.075460% of the share capital with voting rights;

- voting would be carried out by means of a statement by the Appointed Representative, specifying the number of votes in favour, against, abstaining or non-voting; the Appointed Representative, on the occasion of each vote, would also provide an indication of the number of shares for which temporary absence from the Shareholders' Meeting is required and which would therefore not be counted for the purposes of determining the *quorum*; the results of voting would also be shared by Computershare with the Chairman and the Notary via video;

- the summary list, containing the names of the shareholders voting in favour, against, abstaining and non-voting, with the relative number of shares, on the individual resolution proposals, would be attached to these minutes.

The **Chairman** then declared the Shareholders' Meeting duly constituted on first call and able to discuss and resolve on the items of the above agenda.

He therefore reported that:

- the documents relating to all items on the agenda had been duly published as required by applicable regulations as well as published on the Company's website;

- with regard to the first item on the agenda, the explanatory Report by the Board of Directors had been amended by the Board of Directors on 14 April 2020 and, on the same date, it was published as provided for by the applicable regulations, replacing the report published on 17 March 2020 and updated on 1 April 2020; always on the same date, the update, limited to the allocation of the net profit for the year, of the "Proposal of the Board of Directors" contained on page 289 of the Annual Financial Report, as well as the update note made by the Board of Statutory Auditors on this point, have been made available to the public;

- according to the records of the Register of Shareholders supplemented by the communications received in accordance with article 120 of the CFA and by other information available, the following directly or indirectly holds significant shares with voting rights, in accordance with current provisions of law and regulations:

GLV Capital S.p.A. (party making the declaration: Fabrizio Di Amato), holder of 167,665,134 ordinary shares, equal to 51.018% of the Company's ordinary share capital, corresponding to 335,330,268 votes, equal to 67.565% of the share capital with voting rights;

Arab Development Establishment (ARDECO) (party making the declaration: Yousif Mohamed Ali Nasser Al Nowais), holder of 15,555,000 ordinary shares, equal to 4.733% of the Company's ordinary share capital, corresponding to 15,555,000 votes, equal to 3.134% of the share capital with voting rights;

- to the knowledge of the Company, there are no shareholders' agreements in place pursuant to art. 122 of the CFA, nor had any such agreements been published pursuant to the law;

- the Appointed Representative was invited to make any statement required by law, including on the issue of lack of entitlement to vote;

- an intervention recording system was in operation, for the sole purpose of facilitating the preparation of the minutes;

- since the documents concerning all the items on the Agenda had been published and made available to all attendees, in the absence of objections, their reading will be limited to the resolution proposals contained in the Report of the Board of Directors;

- prior to today's Shareholders' Meeting, lists of questions had been received pursuant to art. 127-ter CFA. The list of questions and answers had been published on the Company's website on 28 April 2020.

Having ascertained the validity of the constitution of the Shareholders' Meeting and having completed the information on the proceedings, the **Chairman** then moved on to the discussion of the **first item on the agenda** (i.e. *1. Financial Statements at 31 December 2019 and proposal for the allocation of the net profit of the year. 1.1. Financial Statements at 31 December 2019, Consolidated Financial Statements at 31 December 2019, Directors' Report, Report by the Board of Statutory Auditors and Independent Auditors' Report; relevant and consequent resolutions. 1.2. Proposal on the allocation of the year's profit; relevant and consequent resolutions.*).

The **Chairman** specified the number of hours worked and the fee invoiced by the independent auditors for the audit of the financial statements at 31 December 2019 and for the other activities included in the assignment:

- 675 hours for auditing the Financial Statements as at 31 December 2019 (including verifying the coherence of the report on operations and report on corporate governance and ownership structure with the Financial Statements and compliance of the report on operations with provisions of law), corresponding to Euro 57,311;

- 1,409 hours for auditing the Group's Consolidated Financial Statements as at 31 December 2019 (including verifying the coherence of the report on operations and report on corporate governance and ownership structure with the Financial Statements and compliance of the report on operations with provisions of law), corresponding to Euro 125,677;

as a whole for a total of 2,084 hours equal to a total final fee of Euro 182,988.

As mentioned above, the **Chairman** pointed out that - taking into account the continuous evolution of the global scenario resulting from the COVID-19 epidemiological emergency and the regulatory measures issued as a result of the same, including Italian Decree Law no. 23 of 8 April 2020, effective from 9 April 2020 - the proposal for the allocation of the profit for the year contained in the draft Financial Statements for the year ended 31 December 2019 and in the Explanatory Report on item 1 on the agenda of the Shareholders' Meeting published on last 17 March and updated on 1 April 2020, had been updated by the Board of Directors on 14 April 2020, which - as a matter of prudence - had resolved, among other things, to suspend the distribution of dividends for 2019, proposing to the Shareholders' Meeting to carry forward the profit for the year 2019, all as better specified in the report pursuant to art. 125-ter CFA also published on 14 April 2020.

The **Chairman** also pointed out that, as announced to the market in a press release on 14 April 2020, the Board of Directors in the same Board meeting had also resolved to withdraw the proposal to authorise the purchase and disposal of treasury shares, reserving the right to make new assessments regarding the future distribution of reserves and the purchase and disposal of treasury shares by the end of the year 2020.

At the end, at the invitation of the Chairman, the Secretary then read the resolutions proposals as transcribed below.

As no one took the floor and with no change to those in attendance, the **Chairman** then put to the vote (at 10.42 a.m.), by means of communication, by the Appointed Representative, of the votes cast by the same on the basis of the voting instructions received, the proposals read out and transcribed below:

Resolution proposal concerning the item 1.1 of the agenda:

“The ordinary Shareholders’ Meeting of Maire Tecnimont S.p.A.:

- *taking note of the Report on Operations;*
- *taking note of the Reports by the Board of Statutory Auditors and Independent Auditor on the Financial Statements at December 31, 2019, as well as on the Consolidated Financial Statements of the Maire Tecnimont Group at December 31, 2019 and related reports,*

resolved

to approve Maire Tecnimont S.p.A.’s Financial Statements at 31 December 2019, which ended with a net profit of Euro 30,727,467.52, as well as the related Report by the Board of Directors on Operations, in all their parts and results.”.

Resolution proposal concerning the item 1.2 of the agenda:

“The ordinary Shareholders’ Meeting of Maire Tecnimont S.p.A., taking note of the Explanatory Report prepared by the Board of Directors, lastly modified on 14 April 2020

resolved

to carry over the year’s net profit amounting to Euro 30.727.467,52.”.

Resolution proposal concerning item 1.1. of the agenda:

The Shareholders’ Meeting approved by majority vote.

377,549,875 votes in favour.

0 votes against.

16,865 votes abstained.

0 non-voting.

With regard to the resolution proposal concerning item 1.2. of the agenda:

The Shareholders’ Meeting approved by majority vote.

377,549,875 votes in favour.

0 votes against.

16,865 votes abstained.

0 non-voting.

All as detailed in the attachments.

The **Chairman** proclaimed the result and moved on to the **second item on the agenda** (i.e. 2. *Report on the 2020 Remuneration Policy and fees paid*. 2.1. *Approval of the 2020 Remuneration Policy pursuant to art. 123-ter, paragraph 3-ter, of Italian Legislative Decree no. 58/1998*. 2.2. *Resolutions on the “Second Section” of the Report, pursuant to art. 123-ter, paragraph 6, of Italian Legislative Decree no. 58/1998*.).

With reference to this item on the agenda, the **Chairman** recalled that the Shareholders, pursuant to art. 123-ter, paragraph 3-bis, of the CFA, would be asked to approve the First Section of the Remuneration Report, with binding resolution pursuant to art. 123-ter, paragraph 3-ter, of the CFA. Shareholders would also be called, pursuant to article 123-ter, paragraph 6, of the CFA, to resolve in favour or against the Second Section of the Remuneration Report, with a non-binding resolution.

At the invitation of the Chairman, the Secretary then read out the resolutions proposals as transcribed below.

As no one took the floor and with no change to those in attendance, the **Chairman** then put to the vote (at 10.46), by means of communication, by the Appointed Representative, of the votes cast by the same on the basis of the voting instructions received, the proposals read out and transcribed below:

Resolution proposal concerning the item 2.1 of the agenda:

“The Ordinary Shareholders’ Meeting of Maire Tecnimont S.p.A., having examined the Remuneration Report prepared by the Board of Directors in accordance with art. 123-ter of Italian Legislative Decree no. 58/1998 and art. 84-quater of Consob’s Issuers’ Regulation no. 11971/1999;

resolved

to approve – pursuant to the art. 123-ter, paragraph 3-ter, of Italian Legislative Decree no. 58/1998 and to any other effect of law and regulation, and therefore by binding resolution – the 2020 Remuneration Policy.”.

Resolution proposal concerning the item 2.2 of the agenda:

“The Ordinary Shareholders’ Meeting of Maire Tecnimont S.p.A., having examined the “Second Section” of the Report prepared by the Board of Directors in accordance with art. 123-ter of Italian Legislative Decree no. 58/1998 and art. 84-quater of Consob’s Issuers’ Regulation no. 11971/1999;

resolved

to approve– pursuant to the art. 123-ter, paragraph 6, of Italian Legislative Decree no. 58/1998 and to any other effect of law and regulation, and therefore by not binding resolution – the “Second Section” of the Report.”.

With regard to the resolution proposal concerning the item 2.1 of the agenda:

The Shareholders’ Meeting approved by majority vote.

357,274,530 votes in favour.

20,292,210 votes against.

0 votes abstained.

0 non-voting.

With regard to the resolution proposal concerning item 2.2. of the agenda:

The Shareholders' Meeting approved by majority vote.

358,765,565 votes in favour.

18,801,175 votes against.

0 votes abstained.

0 non-voting.

All as detailed in the attachments.

The **Chairman** announced the result and moved on to the **third item on the agenda** (i.e. 3. *Investment and incentive Plans, pursuant to art. 114-bis of Italian Legislative Decree no. 58/1998. 3.1. Conversion of the monetary incentive plan named "2019-2021 Long-term Incentive Plan of the Maire Tecnimont Group" into incentive plan based on Maire Tecnimont S.p.A.'s shares; relevant and consequent resolutions. 3.2. Adoption of the "2020-2022 Long-term Incentive Plan of the Maire Tecnimont Group"; relevant and consequent resolutions. 3.3. Adoption of the "2020-2022 Employees Share Ownership Plan of the Maire Tecnimont Group"; relevant and consequent resolutions. 3.4 Adoption of the "2020-2024 Long-term Investment Plan to support the Green Acceleration project of the Maire Tecnimont Group, based on the subsidiary NextChem's financial instruments"; relevant and consequent resolutions.*).

At the invitation of the Chairman, the Secretary then read out the proposals for resolutions as transcribed below.

As no one took the floor and with no change to those in attendance, the **Chairman** then put to the vote (at 10.48), by means of communication, by the Appointed Representative, of the votes cast by the same on the basis of the voting instructions received, the proposals read out and transcribed below:

Resolution proposal concerning the item 3.1 of the agenda:

"the Ordinary Shareholders' Meeting of Maire Tecnimont S.p.A., based on the Report of the Board of Directors prepared in accordance with art. 114-bis and art. 125-ter of the CFA and the Information Document concerning the "2019-2021 Long-Term Incentive Plan of the Maire Tecnimont Group", prepared in accordance with art. 84-bis of Issuers Regulation, which we refer to, noted the proposal of the Remuneration Committee and the favorable opinion of the Board of Statutory Auditors pursuant to art. 2359 of the Italian Civil Code, having regard to art. 114-bis of the CFA and the regulations issued by Consob

resolved

1. *to approve, pursuant to and for the effects of art. 114-bis of the CFA, the conversion of the monetary incentive plan named "2019-2021 Long-Term Incentive Plan of the Maire Tecnimont Group" reserved to the Chief Executive*

Officer and Chief Operating Officer of Maire Tecnimont S.p.A., as well as to selected Top Managers of Group's companies, into an incentive plan based on the Company's ordinary treasury Shares. The terms, conditions and modalities of implementation of the plan are described in the relevant Informative Document, made available to the public in the terms and with the modalities envisaged from the enforced norm, to which it is referred (the "2019-2021 LTI Plan");

2. *to confer upon the Board of Directors, with express power to sub-delegate, the widest powers necessary or appropriate to proceed, having heard the Remuneration Committee and the Board of Statutory Auditors as for its competences, with the full implementation of the conversion of the monetary Bonus into Rights to receive ordinary Shares held in the Company portfolio, including, but not limited to, the power of: (i) defining the detailed mechanism to determine the number of Rights to be awarded for free to each Beneficiary following the conversion of the Bonus; (ii) amending and/or supplementing the 2019-2021 LTI Plan Rules accordingly by carrying out any fulfilments, formalities or communications that are necessary or appropriate for the purposes of managing and/or implementing the 2019-2021 LTI Plan, in compliance with the terms and conditions described in related Information Document and in the Rules. The above is without prejudice to the fact that to the beneficiaries of the 2019-2021 LTI Plan shall be guaranteed benefits equivalent to those arising from the approved Plan."*

Resolution proposal concerning the item 3.2 of the agenda:

"the Ordinary Shareholders' Meeting of Maire Tecnimont S.p.A., based on the Report of the Board of Directors prepared in accordance with art. 114-bis and art. 125-ter of the CFA and the Information Document concerning the "2020-2022 Long-Term Incentive Plan of the Maire Tecnimont Group", prepared in accordance with art. 84-bis of Issuers Regulation, which we refer to, noted the proposal of the Remuneration Committee and the favorable opinion of the Board of Statutory Auditors pursuant to art. 2359 of the Italian Civil Code, having regard to art. 114-bis of the CFA and the regulations issued by Consob

resolved

1. *to approve, pursuant to and for the effects of art. 114-bis of the CFA, the adoption of the incentive plan named "2020-2022 Long-Term Incentive Plan of the Maire Tecnimont Group" reserved to the Chief Executive Officer and Chief Operating Officer of Maire Tecnimont S.p.A., as well as to selected Top Managers of Group's companies. The terms, conditions and modalities of implementation of the plan are described in the relevant Informative Document, made available to the public in the terms and with the modalities envisaged from the enforced norm, to which it is referred (the "2020-2022 LTI Plan");*

2. *to confer upon the Board of Directors, with express power to sub-delegate, the widest powers necessary or appropriate to proceed, having heard the Remuneration Committee and the Board of Statutory Auditors as for its competences, with the full implementation of the 2020-2022 LTI Plan, including, but not limited to, the power of: (i)*

identifying by name the Beneficiaries other than the Chief Executive Officer and the Chief Operating Officer; (ii) defining the detailed mechanism to determine the number of Rights to be awarded for free to each beneficiary; (iii) determining in detail the annual Conditions of Access and the performance objectives of the 2020-2022 LTI Plan, on the basis of which the Shares may be awarded to the beneficiaries; (iv) determining in detail the terms and conditions of the grant of Shares to the beneficiaries; (v) carrying out any fulfilments, formalities or communications that are necessary or appropriate for the purposes of managing and/or implementing the 2020-2022 LTI Plan, in compliance with the terms and conditions described in relevant Information Document.”

Resolution proposal concerning the item 3.3 of the agenda:

“the Ordinary Shareholders’ Meeting of Maire Tecnimont S.p.A., based on the Report of the Board of Directors prepared in accordance with art. 114-bis and art. 125-ter of the CFA and the Information Document concerning the “2020-2022 Employees Share Ownership Plan”, prepared in accordance with art. 84-bis of Issuers Regulation, which we refer to, noted the proposal of the Remuneration Committee and the favorable opinion of the Board of Statutory Auditors pursuant to art. 2359 of the Italian Civil Code, having regard to art. 114-bis of the CFA and the regulations issued by Consob

resolved

- 1. to approve, pursuant to and for the effects of art. 114-bis of the CFA, the adoption of a new incentive plan named “2020-2022 Employees Share Ownership Plan”, reserved to the employees of Group’s companies. The terms, conditions and modalities of implementation of the plan are described in the relevant Informative Document, made available to the public in the terms and with the modalities envisaged from the enforced norm, to which it is referred (the “2020-2022 Employees Share Ownership Plan”);*
- 2. to confer upon the Board of Directors, with express power to sub-delegate, the widest powers necessary or appropriate to proceed, having heard the Remuneration Committee and the Board of Statutory Auditors as for its competences, with the full implementation of the 2020-2022 Employees Share Ownership Plan, including, but not limited to, the power of: (i) identify the Beneficiaries; (ii) define the mechanism for determining the number of Rights to be awarded to each beneficiary for free; (iii) determine the performance objectives, based on which the Shares may be granted to the beneficiaries; (iv) establish the terms and conditions for granting the Shares to the beneficiaries; and (v) carry out any obligation, formality or communication that is necessary or appropriate to manage and/or implement the 2020-2022 Employees Share Ownership Plan, in compliance with the terms and conditions described in relevant Information Document.”.*

Resolution proposal concerning the item 3.4 of the agenda:

“the Ordinary Shareholders’ Meeting of Maire Tecnimont S.p.A., based on the Report of the Board of Directors prepared in accordance with art. 114-bis and art. 125-ter of the CFA and the Information Document concerning the “2020-2024

Long-term Investment Plan to support the Green Acceleration project of the Maire Tecnimont Group, based on financial instruments of the subsidiary NextChem's", prepared in accordance with art. 84-bis of Issuers Regulation, which we refer to, noted the proposal of the Remuneration Committee and the favorable opinion of the Board of Statutory Auditors pursuant to art. 2359 of the Italian Civil Code, having regard to art. 114-bis of the CFA and the regulations issued by Consob

resolved

- 1. to approve, pursuant to and for the effects of art. 114-bis of the CFA, the adoption of the investment plan named "2020-2024 Long-term Investment Plan to support the Green Acceleration project of the Maire Tecnimont Group, based on financial instruments of the subsidiary NextChem's", reserved to the Chief Executive Officer and Chief Operating Officer of Maire Tecnimont S.p.A., to selected Top Managers as well as to other identified key resources of Group's companies who are deemed capable of significantly contributing to the success of the Green Acceleration project. The terms, conditions and modalities of implementation of the plan are described in the relevant Informative Document, made available to the public in the terms and with the modalities envisaged from the enforced norm, to which it is referred (the "2020-2024 NextChem Plan");*
- 2. to confer upon the Board of Directors, with express power to sub-delegate, the widest powers necessary or appropriate to proceed, having heard the Remuneration Committee and the Board of Statutory Auditors as for its competences, with the full implementation of the 2020-2024 NextChem Plan, including, but not limited to, the power of:*
 - (i) identifying the names of the Beneficiaries in addition to the Chief Executive Officer and Chief Operating Officer of Maire Tecnimont S.p.A.;*
 - (ii) determining the number of Warrants to be awarded to each beneficiary".*

With regard to the resolution proposal concerning the item 3.1 of the agenda:

The Shareholders' Meeting approved by majority vote.

362,257,473 votes in favour.

15,309,267 votes against.

0 votes abstained.

0 non-voting.

With regard to the resolution proposal concerning item 3.2. of the agenda:

The Shareholders' Meeting approved by majority vote.

359,274,301 votes in favour.

18,292,439 votes against.

0 votes abstained.

0 non-voting.

With regard to the resolution proposal concerning the item 3.3 of the agenda:

The Shareholders' Meeting approved by majority vote.

361,806,041 votes in favour.

15,760,699 votes against.

0 votes abstained.

0 non-voting.

With regard to the resolution proposal concerning the item 3.4 of the agenda:

The Shareholders' Meeting approved by majority vote.

358,769,793 votes in favour.

18,796,947 votes against.

0 votes abstained.

0 non-voting.

All as detailed in the attachments.

The **Chairman** announced the result and, thanking those in attendance, closed the meeting at 10.55 a.m.

The Secretary

The Chairman