


**Maire Tecnimont - Società per azioni**

Registered Office in Rome, Via Castello della Magliana, 75 - Milan Offices, Via Gaetano De Castillia, 6A

Share Capital euro 16,125,000.00 fully paid-in

Tax Code/VAT and Rome Business Register No. 07673571001 - n. R.E.A. 1048169

## SHARE GROUPING

Maire Tecnimont S.p.A. hereby discloses – pursuant to article 85-bis of Consob Regulation n 11971/99 – that, in execution of the resolution (registered with the Registrar of Companies of Rome on 6 June 2013) made by Maire Tecnimont S.p.A.'s extraordinary Shareholders' Meeting held on 6 June 2013, the share grouping transaction regarding n. 322,500,000 outstanding shares shall be performed on 10 June 2013 according to a ratio of n.1 of newly issued share without expressed face value and with regular dividend (ISIN code IT0004931058, coupon n.1) every n.10 shares without expressed face value (ISIN code IT0004251689, coupon n.5) owned without any reduction of the share capital, in the absence of a face value.

Maire Tecnimont S.p.A.'s share capital shall therefore remain equal to euro 16,125,000 and be divided into n. 32,250,000 shares.

The grouping transaction shall be carried out with Monte Titoli S.p.A. and be managed by the depository intermediaries through the issuance of the new shares grouped, in replacement of the outstanding shares.

In order to facilitate the grouping transactions and the management of any fractional share that may result therefrom, Maire Tecnimont S.p.A. gave Banca IMI S.p.A. the mandate to act as counterparty in the period going from 13 June 2013 to 21 June 2013 and based on the intermediary's request, for the management of the fractional shares deriving from the grouping of newly issued shares lacking or exceeding the minimum entity necessary to enable shareholders to hold an integer number of shares.

The depository intermediaries shall receive instructions from Monte Titoli S.p.A. so that shareholders holding a number of shares lower than 10, receive n.1 newly issued share, when submitting relevant request thereof, against payment of the corresponding price.

The fractional shares shall be paid without expenses relating to duties or commissions, based on Maire Tecnimont S.p.A.'s official stock price registered on the Stock Exchange before the performance of the grouping transaction on 7 June 2013. This price shall be communicated to Monte Titoli S.p.A. and the depository intermediaries on 10 June 2013.

## FILING OF THE MINUTES OF THE SHAREHOLDERS' MEETING

The minutes of the extraordinary Shareholders' Meeting held on 6 June 2013 together with the minutes of the ordinary Shareholders' Meeting of 30 April 2013 are made available to the public at the registered office in Rome, the Milan offices, in the Company's website and at Borsa Italiana S.p.A..

Rome, 8 June 2013