

**MAIRE TECNIMONT – Società per Azioni**

Registered office at Via Castello della Magliana 75, Rome

Operative office at Via Gaetano De Castilia 6/A, Milan

Share Capital euro 19,689,550.00, fully subscribed paid-in

Tax Code/VAT no. and Rome Companies House registration no. 07673571001 - Econ. &amp; Admin. Index (REA) no. 1048169

## NOTICE CALLING THE ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

Shareholders entitled to attend and to exercise their voting right are called to the ordinary and extraordinary Shareholders' meeting to be held on 30 April 2014, at 15:00, at the Company's operating offices in Milan, Via Gaetano De Castilia, 6/A, on **first call**, and, if necessary, on second call on 2 May 2014, at 10:30, in the same venue.

The Shareholders' meeting shall resolve upon the following

**Agenda:****Ordinary part**

1. Company Financial Statements at 31 December 2013, Consolidated Financial Statements at 31 December 2013, Directors' Report, Report by the Board of Statutory Auditors and Independent Auditors' Report.
2. Remuneration Report; relevant and consequent resolutions.
3. Integration of the Board of Statutory Auditors.

**Extraordinary part**

1. Authorisation to the convertibility, in accordance with Art. 2420-bis, paragraph 1 of the Italian Civil Code, of the equity-linked debt-loan issued by the Company and named "€80 million 5.75 percent. Unsecured Equity-Linked Bonds due 2019" and related divisible share capital increase in exchange for cash payment, exclusively for the purpose of its conversion, with exclusion of stock options pursuant to Art. 2441, paragraph 5 of the Italian Civil Code, for a total maximum amount of Euro 80,000,000.00 (including the premium). Related and consequential resolutions.

**Information on the share capital of Maire Tecnimont S.p.A.**

At the date hereof, the share capital subscribed and paid-in by Maire Tecnimont S.p.A. amounts to Euro 19,689,550.00, divided into 305,527,500 ordinary shares without par value, each giving right to one vote at the Shareholders' meeting. The Company does not own treasury shares.

**Attendance of the Shareholders' meeting**

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. 17 April 2014). Credit and debit entries in current accounts after 17 April 2014 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 2014). 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 operative offices of Milan may be used, that are also available on the Company website at [www.mairetecnimont.it](http://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 Castilia 6A, 20124 Milan, Italy, or by notice to the following e-mail address: [corporatesecretary@pec.mairetecnimont.it](mailto:corporatesecretary@pec.mairetecnimont.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 Computershare S.p.A., designated specifically to this end 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: Computershare S.p.A. (Ref. "Maire Tecnimont S.p.A. Shareholders' Meeting Proxy"), Via Monte Giberto 29, 00138 Rome, Italy, if possible faxing the original true copy thereof ahead to 06 45417450 or e-mailing it to [ufficioroma@pecserviziottoliti.it](mailto:ufficioroma@pecserviziottoliti.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](http://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 right**

Pursuant to art. 126-bis of Italian Legislative Decree no. 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 to the Company by registered letter to: Maire Tecnimont S.p.A. Group Corporate Secretary, Via Gaetano De Castilia 6A, 20124 Milan, Italy, or by notice to the following e-mail address: [corporatesecretary@pec.mairetecnimont.it](mailto:corporatesecretary@pec.mairetecnimont.it). The request shall be supported by the certification issued by the intermediaries attesting the identity of the Shareholders submitting the request, the overall shareholding held as well as the ownership of said shareholding.

The supplementing of the agenda or submission of proposed resolutions on items already on the agenda is declared in the same way as envisaged for the publication of this notice, at least fifteen days prior to the date scheduled for the Shareholders' meeting (namely 15 April 2014).

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.

**Right to ask questions**

Pursuant to art. 127-ter of Italian Legislative Decree no. 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 2014), by sending them by registered letter to: Maire Tecnimont S.p.A. Group Corporate Secretary, Via Gaetano De Castilia 6A, 20124 Milan, Italy or by notice to the following e-mail address: [corporatesecretary@pec.mairetecnimont.it](mailto: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 making the request 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.

**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 Viale Castello della Magliana 75, at the operative office of Milan, at Via Gaetano De Castilia 6A, 20124 Milan, and on the Company website at [www.mairetecnimont.it](http://www.mairetecnimont.it). In particular, the Directors' memos are published at the same time as this call notice, while the Annual Report with the other documents as per art. 154-ter of the Consolidated Finance Act, the Remuneration Report, the Report on Corporate Governance and Ownership Structure and the Directors' memo for the extraordinary Shareholders' meeting on the share capital increase in accordance with Art. 2441, paragraph 6 of the Italian Civil Code, and the Independent Auditors' Report provided for by Art. 158, paragraph 2 of Italian Legislative Decree no. 58/1998, shall be published at least 21 days before the Shareholders' meeting (i.e. 9 April 2014).

Shareholders may request copy thereof.

It is specified that the Board of Statutory Auditors will be integrated without applying list voting, in accordance with the methods analytically described in the related memo.

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 aforementioned documentation on business days from Monday to Friday, from 09:30 a.m. to 4:30 p.m. This notice is published in the "Italia Oggi" daily newspaper and on the Company website at [www.mairetecnimont.it](http://www.mairetecnimont.it).

Rome, 31 March 2014

On behalf of the Board of Directors  
The Chairman  
(Fabrizio Di Amato)