

ORDINARY SHAREHOLDERS' MEETING CALL NOTICE

The Shareholders of Maire Tecnimont S.p.A. ("**Maire Tecnimont**" or the "**Company**") entitled to attend and to exercise their voting right are called to the ordinary Shareholders' Meeting to be held on 15 April 2021, at 10:30 a.m., **exclusively by means of telecommunication on first call**, and, if necessary, on second call on 16 April 2021, at 10:30 a.m.

The Shareholders' Meeting shall be called to resolve on the following

Agenda:

1. Financial Statements at 31 December 2020, proposals regarding the allocation of the result for the year and the distribution of a dividend by using available reserves
 - 1.1 Financial Statements at 31 December 2020, Consolidated Financial Statements at 31 December 2020, 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 result for the year; relevant and consequent resolutions;
 - 1.3 Proposal on the distribution of a dividend by using available reserves; relevant and consequent resolutions.
2. Report on the 2021 Remuneration Policy and fees paid
 - 2.1 Approval of the 2021 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. Adoption of the "*2021-2023 Long-term Incentive Plan of the Maire Tecnimont Group*" pursuant to art. 114-bis of Italian Legislative Decree No. 58/1998; relevant and consequent resolutions.
4. Authorization to purchase and dispose of treasury shares; relevant and consequent resolutions.

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

At the date hereof, Maire Tecnimont's subscribed and paid-in share capital amounts to Euro 19,920,679.32, divided into 328,640,432 ordinary shares without par value, which, pursuant to article 120, paragraph 1 of Italian Legislative Decree No. 58/1998 (the "**Consolidated Finance Act**" or "**CFA**") and art. 6-bis of the Company By-laws, correspond to 496,305,566 voting rights. As the date of the present notice, the Company does not own any treasury shares.

On the Company website www.mairetecnimont.com (section "Governance" - "Shareholders' Meeting Documents" - "2021"), information on the share capital amount and its relevant composition are indicated in detail.

Increased vote

The extraordinary Shareholders' Meeting of 18 February 2015 approved the introduction to the By-laws of Maire Tecnimont (articles 6-bis, 6-ter and 6-quater) of the increased vote discipline, with the result that, in accordance with article 120, paragraph 1, of the CFA, share capital shall refer to the total number of voting rights.

Following the voting rights' increases achieved to the date of the present notice, the total number of voting rights is 496,305,566. For more information, also as regards the special list pursuant

to art. 6-*quater* of the By-laws, (the "**Special List**"), reference is made to the Company website www.mairetecnimont.com (section "Governance" – "Increased Voting Rights").

Maire Tecnimont, in accordance with art. 6-*quater*, paragraph 3 of the By-laws, will update the Special List (where needed) by the 5th market day open from the end of each calendar month, and in any event no later than the seventh trading day prior to the date set for the Shareholders' Meeting (the so-called record date, i.e. by 6 April 2021).

Attendance of the Shareholders' Meeting

Pursuant to art. 106, paragraph 4 of the Italian Decree-Law 17 March 2020, No. 18 laying down "*Measures to strengthen the National Health Service and economic support for families, workers and businesses related to the epidemiological emergency from COVID-19*" converted, with amendments, into the Italian Law 24 April 2020, No. 27 and as last extended with Italian Law Decree No. 183/2020, converted into the Italian Law 26 February 2021, No. 21 (the "**D.L. Cura Italia**"), in order to contain the risks associated with the ongoing Covid-19 health emergency, **any intervention in the Shareholders' Meeting of those who have the right to vote will be made exclusively through Computershare S.p.A., the Company's Appointed Representative, under art. 135-*undecies* of the CFA**, to which proxy will have to be granted, with the following procedures and conditions.

In compliance with the provisions of art. 106, paragraph 2 of the D.L. Cura Italia, the Shareholders' Meeting will be held exclusively by telecommunication devices, which will ensure the identification of the attendees, their participation and the exercise of the right to vote, without the need for the chairman and the secretary to be in the same venue.

Entitlement to attend and vote at the Shareholders' Meeting

In accordance with the provisions of art. 10 of the By-laws and with the current regulations, those who have the right to vote may participate in the Shareholders' Meeting. The legal power to participate in the Shareholders' Meeting and exercise the right to vote shall be attested by a communication confirming such a right in favour of the person entitled to vote, by the intermediary on the basis of the accounting registration at the end of the seventh trading day which is open prior to the date fixed for the Shareholders' Meeting on first call (**record date, that is 6 April 2021**). All crediting and debiting of the securities accounts subsequent to the date of 6 April 2021 have no relevance for the right to participate in and exercise the right to vote at the Shareholders' Meeting. The above communication of the intermediary shall be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting on first call (that is by 12 April 2021). However, all of the above without prejudice to the entitlement to speak and vote if communications have reached the Company after the above deadlines, as long as by the beginning of the Shareholders' Meeting works of each individual call.

Procedures for voting by correspondence or by electronic means are not provided.

Granting proxies and/or subdelegations to the Appointed Representative

Pursuant to article 106, paragraph 4 of the Italian Decree-Law Cura Italia, those who are entitled to vote, should they decide to attend the Shareholders' Meeting, **will have to choose between:**

- i) be represented, under art. 135-*novies* of the CFA, through proxy and/or subdelegation, by Computershare S.p.A, Appointed Representative of the Company under art. 135-*undecies* of the CFA. Proxy and/or subdelegation shall necessarily indicate voting instructions on the proposals on the agenda to be voted. For this purpose, it can be used the proxy and/or subdelegation form available on the Company's website www.mairetecnimont.com ("Governance" section – "Shareholders' Meeting Documents" – "2021"), to be sent together with an identity document of the delegator - and, when

the delegator is a legal person, a document proving the powers for the issuing of the proxy - within 6.00 p.m. of the day prior to the date of the Shareholders' Meeting exclusively to Computershare S.p.A. (that may also accept them after the aforementioned deadline and until the opening of the meeting), along with the voting instructions, at the certified e-mail address ufficioroma@pecserviziolitoli.it. In case of granting a sub-delegation to the Designated Representative, the sub-delegating party must also send to the latter, following the instructions reported on the form itself, a copy of the proxy received and the declaration certifying the conformity of the copy with the original one and the identity of the delegator. Proxies and subdelegations with relevant voting instructions may be conferred by electronic document signed electronically under article 21, paragraph 2, of Legislative Decree n. 82/2005;

- ii) confer, under art. 135-*undecies* of the CFA, with no charges for the delegating party except for transmission costs, proxy indicating voting instructions on all or some of the proposals on the agenda, to Computershare S.p.A., the Company's Appointed Representative. The proxy to the Appointed Representative, with the voting instructions, together with an identity document of the delegator - and, if the delegator is a legal person, a document proving the powers for release of the same - must be sent exclusively to Computershare S.p.A. at the certified e-mail address ufficioroma@pecserviziolitoli.it, by the end of the second open trade day preceding the date set for the Shareholders' Meeting, also in the calling following the first, and therefore also in the second calling (i.e. 13 April 2021 and 14 April 2021).

The original proxy, relevant instructions and copy of the related documentation must be transmitted to Computershare S.p.A. (Ref. "Proxy Form Shareholders' Meeting Maire Tecnimont S.p.A."), Via Monte Giberto 33, 00138 Rome.

The proxy form is available on the Company's website www.mairetecnimont.com (section "Governance" - "Shareholders' Meeting Documents" - "2021"). Proxies take effect only for proposals in respect of which voting instructions are given. Proxies and voting instructions may always be revoked within the above deadline.

For any clarification and/or information, please refer to the Designated Representative Computershare S.p.A. that can be contacted at the number +39 06 45417401 or at the e-mail address ufficiorm@computershare.it.

The Company reserves the right to integrate and/or modify the instructions above indicated in consideration of occurring needs, subsequent to the current emergency situation and its currently unforeseeable developments.

Right to integrate the agenda or submit additional resolution proposals on items already on the agenda

Pursuant to article 126-*bis* of the CFA, 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 (i.e. by 26 March 2021), 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 notice to the following certified e-mail address: 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 resolution proposals 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 by 31 March 2021.

Shareholders requesting integrations to the agenda or submitting resolution proposals on items already on the agenda, shall prepare a report on the items they propose to discuss justifying the proposed resolutions or on the reasons for the additional resolution proposals on items already on the agenda. Said report shall be sent to the Board of Directors before the deadline for

submission of the integration request. The report will be made available to the public, accompanied by any assessments of the Board of Directors, together with the publication of the news of the agenda integration or the presentation of additional resolution proposals.

The integration of the agenda is not allowed for items on which the Shareholders' Meeting shall resolve, in accordance with the law, on the proposal of the Directors or on the basis of a project or a report prepared by the same Directors that is different to those set out in art. 125-ter, paragraph 1, of the CFA.

Faculty to individually submit resolution proposals before the meeting

In addition to the foregoing, taking into account that participation in the Shareholders' Meeting is provided exclusively through the Designated Representative, those entitled to participate in the Shareholders' Meeting who intend to formulate resolution proposals on items on the agenda are invited to submit them in advance, within 31 March 2021, with the same procedures indicated in the preceding paragraph. Such proposals will be published on the Company's website within 2 April 2021, in order that those entitled are allowed to vote in an informed manner also taking into account such new proposals and in order that the Designated Representative is allowed to collect voting instructions also on them, if any. The applicant must provide suitable documentation proving the legitimacy for the attendance to the Shareholders' Meeting and proving the issuing of the proxy for the Designated Representative for the participation in the Shareholders' Meeting.

Right to ask questions

Pursuant to article 127-ter of the CFA, Shareholders may ask questions on the items on the agenda even before the Shareholders' Meeting, but in any case within the seventh trading day, preceding the date fixed for the Shareholders' Meeting on first call (i.e. by 6 April 2021) by notice to the following certified 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 making the request and by the communication issued pursuant to the currently applicable regulatory provisions by the intermediaries, certifying the Shareholder qualification. However, the communication to intervene in the Shareholders' Meeting is not due in the event that the same, reaches the Company from the intermediary himself. The ownership of the right to vote can also be attested after the submission of applications, provided that attested within 9 April 2021 (i.e., within the third day following the aforementioned deadline for submitting the applications).

The questions thus received will be answered within three days before the meeting. (i.e., by 12 April 2021) by publication on the Company's website www.mairetecnimont.com (section "Governance" - "Shareholders' Meeting Documents" - "2021").

Documentation

The documentation relating to the agenda items - including the Explanatory Reports of the Board of Directors, the related resolution proposal and the Information Document on the "2021-2023 Long-term Incentive Plan of the Maire Tecnimont Group" - will be made available to the public in accordance with the provisions of law on the website of the Company www.mairetecnimont.com (section "Governance" - Shareholders' Meeting Documents" - "2021") and on the authorized storage device 1info (www.1info.it), giving simultaneous disclosure to the public. In particular, the Directors' Explanatory Reports on the items on the agenda and the Information Document on the "2021-2023 Long-term Incentive Plan of the Maire Tecnimont Group" are published currently with the present call notice, while the Annual Financial Report at 31 December 2019 with the other documents as per art. 154-ter of the CFA, the "2020 Sustainability Report" containing the Consolidated Non-Financial Declaration as at 31 December 2020, the "Report on the 2021 Remuneration Policy and fees paid", the "Report on Corporate

Governance and Ownership Structure 2020”, shall made available to the public at least 21 days before the Shareholders’ Meeting at first call (i.e. by 25 March 2021). At least 15 days before the date of the Shareholders' Meeting at first call, i.e., in the case in point, by 31 March 2021, the documentation pursuant to art. 77, paragraph 2-*bis* of Consob Regulation No. 11971/1999 and art. 15, paragraph 1, letter a) of the Markets Resolution adopted by Consob Resolution No. 20249/2017, will also be deposited at the registered office in Rome, Viale Castello della Magliana 27 and at the operative offices of Milan, at Via Gaetano De Castillia 6A and may be accessed by appointment to be fixed by sending a special request to the following certified e-mail address: corporatesecretary@pec.mairetecnimont.it and in any case in compliance with the rules in force from time to time issued by the competent national and local authorities aiming to manage the risks associated with the ongoing Covid-19 health emergency.

Shareholders may request copy thereof.

This notice is published on the Company’s website www.mairetecnimont.com (section “Governance” - “Shareholders' Meeting Documents” - “2021”), on the authorised storage device 1info (www.1info.it) and in extract form in the newspaper “Milano Finanza”.

Rome, 16 March 2021

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