

Maire Tecnimont - Società per azioni (Joint stock company)

Registered office at Viale Castello della Magliana 27, Rome
Operative offices at Via Gaetano De Castillia 6A, Milan
Share Capital euro 19,689,550.00, fully subscribed and paid-in
TAX ID VAT and Rome Companies Registration no. 07673571001 - R.E.A. (Economic Administrative Index) 1048169

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 26 April 2017, at 12:00 p.m., at the operative office of Maire Tecnimont S.p.A. ("Maire Tecnimont" or the "Company") in Milan, Via Gaetano De Castillia 6A, on **first call**, and, if necessary, on second call on 27 April 2017, at 10:00 a.m. same place. The Shareholders' Meeting shall be called to resolve on the following

Agenda:

1. Company Financial Statements at 31 December 2016, Consolidated Financial Statements at 31 December 2016, Directors' Report, Report by the Board of Statutory Auditors and Independent Auditors' Report. Resolutions regarding the allocation of the year's profit.
2. Adoption of the 2017-2019 Restricted Stock Plan dedicated to the Company's Chief Executive Officer, to selected Senior Managers and to certain Top Managers of Group companies; relevant and consequent resolutions.
3. Remuneration Report; relevant and consequent resolutions.
4. Authorization to purchase and dispose of treasury shares, subject to revocation of the authorization resolved by the Shareholders' Meeting of 15 December 2015; 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 19,689,550.00, divided into 305,527,500 ordinary shares without par value. The Company does not own treasury shares.

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 Legislative Decree 58/1998 ("**Consolidated Finance Act**" or "**CFA**"), share capital shall refer to the total number of voting rights. Shareholders registered in the Special List referred to in article 6-quater of the By-laws may be entitled to the vote increase - if the regulatory requirements and conditions apply as laid down by the laws and by-laws - on request, by completing the form available at the intermediaries.

Maire Tecnimont, in accordance with art. 6-quater, paragraph 3 of the By-laws, will update the Special List by the 5th (fifth) 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 Meeting (the so-called record date, i.e. 13 April 2017).

Attendance of the Shareholders' Meeting

Pursuant to art. 10 of the By-laws and in accordance with the current regulations, those who have the right to vote may participate in the Meeting. The legal power to participate in the 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 Meeting on first call (record date, that is 13 April 2017). All crediting and debiting records of the securities accounts subsequent to the date of 13 April 2017 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 21 April 2017). 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 Meeting of each individual call.

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.com.

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, Italy or by notice to the following certified e-mail address: 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 granted, at no cost to the delegating party except for transmission or delivery costs, with voting instructions on all or some of the proposals on the agenda, to Computershare S.p.A., appointed by the Company within the meaning of art. 135-undecies of Legislative Decree, provided that the original copy is received at the following address: Computershare S.p.A. (Ref. "Proxy Shareholders' Meeting Maire Tecnimont S.p.A."), Via Monte Giberto 33, 00138 Rome, possibly anticipating copy with a declaration of conformity to the original by fax to n. 06 45417450 or attached to a certified e-mail to ufficioroma@pec.serviziointitoli.it, by the end of the second trading day prior to the date fixed for the Shareholders' Meeting, even on call following the first and thus also on second call (i.e. respectively by 24 April 2017 and 25 April 2017). The proxy form is available at the registered office of Rome and at the operative offices of Milan and on the Company website at www.mairetecnimont.com. The proxy shall be valid only for the proposals in relation to which voting instructions are conferred. The proxy and voting instructions may be cancelled within the term mentioned above.

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, 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 Castillia 6A, 20124 Milan, Italy or 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 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 11 April 2017).

Shareholders requesting integrations to the agenda or proposing resolutions 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 proposed resolutions on items already on the agenda. Said report shall be submitted 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 proposed resolutions.

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 article 127-ter of the CFA, 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. 23 April 2017) by sending them by registered letter to: Maire Tecnimont S.p.A. Group Corporate Secretary, Via Gaetano De Castillia 6A, 20124 Milan, Italy or 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.

The questions received before the Meeting will be answered at the Meeting at the latest.

Documentation

The documentation relating to the agenda items, including the Explanatory Reports of the Board of Directors and the related proposed resolutions, will be made available to the public in accordance with the provisions of law at the registered office in Rome, Viale Castello della Magliana 27, the operative offices of Milan, Via Gaetano De Castillia 6A, on the website of the Company www.mairetecnimont.com and on the authorized storage mechanism 1info (www.1info.it). More precisely, the Explanatory Reports of the Directors on items 1 and 3 of the the Explanatory Report of the Directors and the Information Document on the 2017-2019 Restricted Stock Plan, drafted pursuant to art. 84-bis of the Consob Issuers' Regulations are published concurrently with this notice, while the Annual Financial Report with the other documents referred to in art. 154-ter of the CFA, the Remuneration Report, the Report on Corporate Governance and Ownership Structure, as well as the Explanatory Report of the Directors on the authorization to purchase and dispose of treasury shares will be made available to the public at least 21 days before the Meeting (i.e. 4 April 2017).

Shareholders may request copy thereof.

The registered office of Rome and the operative 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 9:30 a.m. to 4:30 p.m. This notice is published in the "Milano Finanza" daily newspaper and on the Company website www.mairetecnimont.com.

Rome, 23 March 2017

For the Board of Directors
The Chairman
(Fabrizio Di Amato)