

MAIRE TECNIMONT S.p.A.

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING**

**HELD ON 18 FEBRUARY 2015**

**Condensed Report on the outcome of voting for the items on the Agenda of the Shareholders' Meeting**

**Ordinary part**

1. Appointment of a Director – vote on the proposal of the Board of Directors

<b>Shares represented at the Shareholders' meeting</b>	232,622,513 equal to 76.14% of share capital with voting rights
<b>Shares for which voting has been expressed</b>	232,622,512 equal to 76.14% of share capital with voting rights
<b>Favorable shares</b>	232,612,800
<b>Contrary shares</b>	9,711
<b>Abstained shares</b>	1

2. Integration of the Board of Statutory Auditors – vote on the proposal of the Board of Directors

<b>Shares represented at the Shareholders' meeting</b>	232,622,513 equal to 76.14% of share capital with voting rights
<b>Shares for which voting has been expressed</b>	232,622,512 equal to 76.14% of share capital with voting rights
<b>Favorable shares</b>	232,622,511
<b>Contrary shares</b>	0
<b>Abstained shares</b>	1

3. Amendment of the Shareholders' Meeting Regulations

<b>Shares represented at the Shareholders' meeting</b>	232,622,513 equal to 76.14% of share capital with voting rights
<b>Shares for which voting has been expressed</b>	232,622,512 equal to 76.14% of share capital with voting rights
<b>Favorable shares</b>	229,423,718
<b>Contrary shares</b>	9,710
<b>Abstained shares</b>	3,189,084

4. Authorization to exercise competitive activity pursuant to art. 2390 of the Civil Code to a Director

<b>Shares represented at the Shareholders' meeting</b>	232,622,513 equal to 76.14% of share capital with voting rights
<b>Shares for which voting has been expressed</b>	232,622,512, equal to 76.14% of share capital with voting rights
<b>Favorable shares</b>	229,418,177
<b>Contrary shares</b>	15,251
<b>Abstained shares</b>	3,189,084

**Extraordinary part**

1. Proposal to amend the articles 9, 16, 17, 20, 21 and 23 of the By-laws; replacement in the By-laws of references to the Issuer which shall be referred to as the "Company"

<b>Shares represented at the Shareholders' meeting</b>	232,622,513 equal to 76.14% of share capital with voting rights
<b>Shares for which voting has been expressed</b>	232,622,512 equal to 76.14% of share capital with voting rights
<b>Favorable shares</b>	229,423,718
<b>Contrary shares</b>	3,198,793
<b>Abstained shares</b>	1

2. Proposal to amend the article 6 of the By-laws and introduction of articles 6 *bis*, 6 *ter* and 6 *quater* in accordance with article 127 *quinquies* of Legislative Decree 58/1998 and article 20, paragraph 1 *bis* of Decree Law 91/2014 converted by Law 116/2014 (increase of the vote)

<b>Shares represented at the Shareholders' meeting</b>	232,622,513 equal to 76.14% of share capital with voting rights
<b>Shares for which voting has been expressed</b>	232,622,513 equal to 76.14% of share capital with voting rights
<b>Favorable shares</b>	203,832,724
<b>Contrary shares</b>	28,789,788
<b>Abstained shares</b>	1