

MAIRE TECNIMONT S.P.A.
Registered office: Rome, Viale Castello della Magliana, 75
Operative office: Milan, Via Gaetano De Castillia, 6A
Share capital Euro 19,689,550.00 fully subscribed and paid-in
TAX ID VAT and registration Rome Companies Register 07673571001
R.E.A. (Economic Administrative Index) 1048169

**REPORT BY THE BOARD OF DIRECTORS OF MAIRE TECNIMONT S.P.A. ON THE PROPOSALS
CONCERNING ITEM 1 ON THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING OF
MAIRE TECNIMONT S.P.A.
CONVENED FOR 28 APRIL 2015, ON FIRST CALL,
AND 29 APRIL 2015, ON SECOND CALL.**

Item 1 on the agenda - Company Financial Statements at 31 December 2014, Consolidated Financial Statements at 31 December 2014, Directors' Report, Report by the Board of Statutory Auditors and Independent Auditors' Report.

Reference is made to the Report on Operations which will be published in accordance with the law.

Rome, 19 March 2015

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