

DECISIONS ON CORPORATE GOVERNANCE

Milan, 14 March 2019 – Maire Tecnimont S.p.A. (the “**Company**”) announces today that the Board of Directors has examined and approved the 2019 Remuneration Report, pursuant to article 123-*ter* of Italian Legislative Decree 58/1998 (“**TUF**”) and the 2018 Report on Corporate Governance and Ownership Structure, pursuant to article 123-*bis* of the TUF, and the Sustainability Report 2018, containing the Non-financial Statement under D. Lgs. 254/2016.

On 7 March 2019, the Board of Directors has also examined the requirements of independence of Directors Gabriella Chersicla, Vittoria Giustiniani, Andrea Pellegrini, Patrizia Riva and Maurizia Squinzi, pursuant to the Corporate Governance Code of Borsa Italiana S.p.A. and the TUF.

Ordinary Shareholder’s Meeting call

The Board of Directors has resolved to call an ordinary Shareholders’ Meeting to be held on 29 April 2019, on first call, and, if required, on 30 April 2019 on second call, in order to approve the financial statements for the fiscal year as at 31 December 2018, the allocation of the year’s result and the approval of the first section of the 2019 Remuneration Report pursuant to article 123-*ter*, paragraph 3, of the TUF.

Taking into account that, at the meeting of the above mentioned convened Shareholders’ Meeting, the mandate of the Board of Directors and the Statutory Auditors currently in office will expire, the same Shareholders’ Meeting shall also be called to *i*) appoint the new Directors of the Company- after determining the number, the duration in office and the remuneration owed to them – and the Chairman of the Board of Directors, *ii*) appoint the new Statutory Auditors and the Chairman of the Board of the Statutory Auditors, determining their remuneration.

On today’s date, the Board of Directors has also resolved upon the proposal of submitting to the shareholders’ meeting the **authorization to purchase and dispose of treasury shares**, up to a maximum amount of no. 2,000,000 ordinary shares, equal to 0.6% of the shares currently in circulation. The request for authorization for the purchase and disposal of treasury shares aims at allowing the Company to purchase and dispose of ordinary shares, in full compliance with the European and national regulations currently in force for all purposes permitted by the applicable rules, including those relevant to art. 5 of the EU Regulation 596/2014 (“**MAR**”) and according to the practices accepted by Consob as per art. 13 MAR, in compliance with terms and manner which will be possibly approved

by the competent corporate bodies, and, as and when required, to supply treasury shares dedicated to the third cycle (2018) *2016-2018 Employee Share Ownership Plan dedicated to Employees of Maire Tecnimont Group* approved by the ordinary shareholders' meeting of 27 April 2016 pursuant to art. 114-*bis* of TUF.

The Board of Directors intends to propose to the Shareholders' meeting to resolve that the authorisation for the purchase of the treasury shares shall have a duration of 18 months, while the authorisation for the disposal of the treasury shares is requested unrestricted in time. In addition to the above, the proposal provides that the unit price for the purchase of shares will be established from time to time for each individual transaction, provided that purchases of shares may be made at a price not higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out also provided that the above mentioned unit price may not be lower in the minimum of 10% and not higher in the maximum of 10% than the reference price of the security on the Stock Market trading session on the day prior to each individual transaction.

At the date of this press release, the Company does not hold treasury shares.

Details on the proposal relating to the authorisation of purchases and disposal of treasury shares are available in the Explanatory Report, pursuant to art. 125-*ter* of the TUF and art. 73 of the Issuers' Regulations, adopted by the resolution n. 11971 of 14 May 1999 (**Issuers' Regulations**) and in compliance with the Attachment 3A – Table n. 4 of the said Issuers' Regulations, approved today by the Board of Directors.

Finally, the Shareholders' Meeting will be called to resolve upon the proposal to amend the economic terms of the mandate for the external independent audit activities on the financial reports conferred to PricewaterhouseCoopers S.p.A. per the period 2016-2014, including 2018 – 2024 financial years.

Appointed the new responsible in charge of Internal Audit

The Board of Directors, on today's date, has also appointed until revocation as proposed by the Chairman of the Board of Directors, taking into account the favourable opinion of the Director in charge of the internal control and risk management system, of the Risk and Sustainability Control Committee and of the Board of Statutory Auditors, Ms Erica Vasini as the Company's new Responsible of Internal Audit.

Ms Erica Vasini replaces Mr. Valerio Actis Grosso who resigned from the office of the Company's Internal Audit today. Mr. Valerio Actis Grosso will be in charge of another office within the Maire Tecnimont Group.

The Company thanks Valerio Actis Grosso for the activity and the contribution made during the office.

The Sustainability Report 2018, containing the Non-financial Statement under D. Lgs. 254/2016, will be made available to the public at the Company's registered office in Rome and the operative offices in Milan, on the website www.mairetecnimont.com ("Investors" section – "Results and Presentations"), as well as on the "1info" authorised storage mechanism (www.1info.it).

The call notice of the Shareholders' Meeting, all the Explanatory Reports by the Board of Directors and, with reference to the proposal to amend the economic terms of the mandate of the External Independent Auditors, the relevant proposal of the Board of Statutory Auditors and the proposal presented by the External Independent Auditors, the 2019 Remuneration Report and the 2018 Report on Corporate Governance and Ownership Structure will be made available to the public at the Company's registered office in Rome and operative office in Milan, on the website www.mairetecnimont.com under section "Governance" – "Shareholders' Meeting Documents" "2019" as well as on the "1info" (www.1info.it) authorised storage system.

Maire Tecnimont SpA

Maire Tecnimont S.p.A. is a company listed with the Milan stock exchange. It heads an industrial group (the Maire Tecnimont Group) that leads the natural resources processing sector (plant engineering in the oil&gas downstream industry, with specific technological and execution capabilities). Through its subsidiary NextChem the Group operates in the field of Green Chemistry and technologies supporting the energy transition. The Maire Tecnimont Group operates in approximately 45 different countries, numbering around 50 operative companies and a workforce of more than 6,100 employees, along with approximately 3,000 additional Electrical & Instrumentation professionals. For more information: www.mairetecnimont.com.

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