

THE ORDINARY SHAREHOLDERS' MEETING APPROVES THE FINANCIAL STATEMENTS AT 31 DECEMBER 2018, THE DISTRIBUTION OF A DIVIDEND AND APPOINTS THE NEW CORPORATE BODIES FOR THE PERIOD 2019-2021

- **Financial Statements at 31 December 2018 approved;**
- **Total dividend of Euro 39,108,211.41 approved;**
- **Appointed the new Board of Directors for the period 2019-2021 consisting of 9 members, with 5 independent members and confirmed Fabrizio Di Amato as Chairman;**
- **Appointed the new Board of Statutory Auditors for the period 2019-2021;**
- **Section One of the 2018 Remuneration Report pursuant to Art. 123-ter of Legislative Decree 58/98 approved;**
- **Authorization to purchase and dispose of treasury shares approved;**
- **Approved the amendment of the financial terms of the appointment for the independent audit of the accounts, conferred, in accordance with Italian Legislative Decree no. 39/2010, to the company PricewaterhouseCoopers S.p.A. for the period 2016-2024, with reference to the financial years closed from 31 December 2018 to 31 December 2024, included**

Milan, 29 April 2019 – The Shareholders' Meeting of Maire Tecnimont S.p.A. (the "**Company**") - met today in ordinary session, under the Chairmanship of Fabrizio Di Amato, taking into account the 2018 Group's Consolidated Financial Statements, the Shareholders' Meeting approved:

- i) the Company's financial statements at 31 December 2018, which shows a net profit of Euro 39,466,209.44; and
- ii) the proposal to distribute an overall dividend of Euro 39,108,211.41, equal to one third of the consolidated net profit at 31 December 2018 of Euro 117.4 million.

The Shareholders' Meeting also resolved to appoint the Company's new **Board of Directors**, which will remain in office for the period 2019-2021, until the approval of the financial statements at and for the year ended 31 December 2021, composed of: **Luigi Alfieri, Gabriella Chersicla, Fabrizio Di Amato, Stefano Fiorini, Pierroberto Folgiero, Vittoria Giustiniani, Andrea Pellegrini** and **Patrizia Riva** – drawn from the list submitted by the majority shareholder GLV Capital S.p.A., holder of n.

167,665,134 Maire Tecnimont's shares, with no par value, equal to 51.018% of the shares with voting rights, obtaining 83.36% of the votes – and **Maurizia Squinzi** – drawn from the minority list submitted jointly by several professional institutional investors identified by name in the list filed, holders of n. 9,935,692 Maire Tecnimont's shares, with no par value, equal to 3.023% of the voting right shares.

The Shareholders' Meeting also confirmed **Fabrizio Di Amato** in the role of **Chairman of the Board of Directors**.

Directors Gabriella Chersicla, Vittoria Giustiniani, Andrea Pellegrini, Patrizia Riva and Maurizia Squinzi declared that they satisfied the independence requirements established by the law and the Corporate Governance Code for Listed Companies. Maire Tecnimont S.p.A.'s new Board of Directors thus includes 4 members of the less-represented gender.

The Shareholders' Meeting appointed the new **Board of Statutory Auditors**, which will remain in office for the period 2019-2021, until the approval of the financial statements at and for the year ended 31 December 2021, composed of: **Francesco Fallacara** (Chairman), drawn from the minority list submitted jointly by several professional institutional investors identified by name in the list filed, holders of n. 9,935,692 Maire Tecnimont's shares, with no par value, equal to 3.023% of the voting right shares, **Giorgio Loli** and **Antonia Di Bella** (Standing Statutory Auditors), both drawn from the list submitted by the majority shareholder GLV Capital S.p.A., holder of n. 167,665,134 Maire Tecnimont's shares, with no par value, equal to 51.018% of the shares with voting rights, obtaining 83.33% of the votes.

The Alternate Statutory Auditors **Massimiliano Leoni** and **Alessandra Conte** were drawn from the majority list, whereas the Alternate Statutory Auditor **Andrea Lorenzatti** was appointed from the minority list.

The *curricula vitae* of the members of the Board of Directors and of the Board of Statutory Auditors are available on the Company's website, www.mairetecnimont.com, in the *Governance* section.

To date, the following Directors are holding equities in Maire Tecnimont S.p.A. as indicated: Fabrizio Di Amato (n. 167,666,278 shares) Pierroberto Folgiero (n. 1,144 shares), Luigi Alfieri (n. 289,400 shares), Stefano Fiorini (n. 1,500 shares) and Maurizia Squinzi (n. 5.500 shares).

Moreover, the Shareholders' Meeting voted in favor of Section One of the 2019 Remuneration Report prepared in accordance with Art. 123-ter of the Consolidated Finance Act. The 2019 Remuneration Report distributed to

the attendees and indicating in the second part of the Second Section some changes, having a mere formal nature, concerning information already mentioned in the same, is made available to the public in accordance with the applicable legislation.

Moreover, the Shareholders' Meeting has resolved to authorize the Board of Directors for the purchase and disposal of treasury shares, pursuant to articles 2357 and 2357-*ter* of the Italian Civil Code, article 132 of the Legislative Decree No. 58 of 24 February 1998 ("**Consolidated Finance Act**") and article 144-*bis* of the Consob Issuers Regulation 11971/1999, as amended, according to the terms and conditions proposed by the Board of Directors on 14 March 2019.

The authorization for the purchase of treasury shares is granted up to a max amount of n. 2,000,000 ordinary shares, equal to 0.6% of the shares currently circulated.

The 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 legislations 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) of "*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 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 with no time limits. 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.

Finally, the Shareholders' Meeting has resolved to approve, upon reasoned proposal of the Board of Statutory Auditors, the amendment of the financial terms of the appointment for the independent audit of the accounts, conferred, in accordance with Italian Legislative Decree no. 39/2010, to

the company PricewaterhouseCoopers S.p.A. for the period 2016-2024, with reference to the financial years closed from 31 December 2018 to 31 December 2024 included.

In accordance with art. IA.2.1.2, par. 1 of the Instructions for the Regulations of the Markets organized and managed by Borsa Italiana S.p.A., the Company, moreover, announces that:

- i) the detachment of the coupon no. 5, representative of the dividend is set for 6 May 2019 (i.e. "ex date"), with payment from 8 May 2019 (i.e. "payment date");
- ii) the dividend of Euro 0.119 per share, gross of any legally mandated withholding per each share in circulation at the date the coupon no. 5 is detached, for a total amount of Euro 39,108,211.41, equal to one third of the net profit consolidated at 31 December 2018 of Euro 117.4 million, is earned on the 2018 net profit of Euro 39,466,209.44; the remaining Euro 357,998.03 are allocated to retained earnings;
- iii) pursuant to art. 83-*terdecies* of the Consolidated Finance Act, dividend entitlement will be determined on the basis of the accounts of the intermediary set out in art. 83-*quater*, paragraph 3 of the Consolidated Finance Act, at the end of the accounting day of 7 May 2019 (i.e. "record date").

A summary report of all the votes will be made available on the Company's website at www.mairetecnimont.com at the page <https://www.mairetecnimont.com/en/governance/shareholders-meeting-documents/ordinary-shareholders-meeting-29-april-2019>, pursuant to Article 125-*quater* of the Consolidated Finance Act, within the term of five days from the Shareholders' Meeting.

The minutes of the Company's Shareholders' Meeting will be made available to the public according to the terms and conditions established in applicable legislation.

Dario Michelangeli, in his capacity as Manager Responsible for preparing corporate accounting documents, hereby declares, pursuant to art. 154-bis, paragraph 2 of Legislative Decree 58/1998, that the accounting information contained in this press release corresponds to the documented results, books and accounting entries.

Maire Tecnimont S.p.A.

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.

Institutional Relations and Communication

Carlo Nicolais, Tommaso Verani
public.affairs@mairetecnimont.it

Media Relations

Image Building

Alfredo Mele, Alessandro Zambetti
Tel +39 02 89011300
mairetecnimont@imagebuilding.it

Investor Relations

Riccardo Guglielmetti
Tel +39 02 6313-7823
investor-relations@mairetecnimont.it