

## Report on Corporate Governance and Ownership Structure

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## **Report on Corporate Governance and Ownership Structure**

Pursuant to article 123-bis of the Consolidated Finance Act (CFA)

Traditional administration and control model

Issuer: **Maire Tecnimont S.p.A.**

Website: **[www.mairetecnimont.com](http://www.mairetecnimont.com)**

**FY 2019**

**Approved by the Board of Directors on 11 March 2020**

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## Glossary

**Code/Self-Regulatory Code:** the Self-Regulatory Code of listed companies approved in July 2018 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria.

**Corporate Governance Code:** the Corporate Governance Code of listed companies approved on 30 January 2020 by the Corporate Governance Committee and promoted by Borsa Italiana S.p.A., ABI, Ania, Assogestioni, Assonime and Confindustria.

**Civil Code/CC:** the Italian Civil Code.

**Board or Board of Directors:** the Issuer's Board of Directors.

**Legislative Decree 231/2001:** Italian Legislative Decree no. 231 of 8 June 2001 "*Regulation of the administrative liability of legal entities, companies and associations, including bodies devoid of legal personality in accordance with article 11 of Italian Law no. 300 of 29 September 2000*", as subsequently amended and supplemented.

**Legislative Decree 254/2016:** Italian Legislative Decree no. 254 of 30 December 2016 "*Disclosure of non-financial information and information on diversity by some companies and large groups*" as subsequently amended and supplemented.

**Issuer / Company / Maire Tecnimont:** Maire Tecnimont S.p.A.

**Financial Year/Period:** the Company financial year ended 31 December 2019, to which the Report refers.

**Group:** the Group managed by Maire Tecnimont.

**Borsa Italiana Regulatory Instructions:** the instructions accompanying the Regulations of the Markets Organised and Managed by Borsa Italiana S.p.A.

**Small and Medium-sized enterprises:** Small and Medium-sized enterprises issuing listed shares, as defined under article 1, paragraph 1, letter w-quater.1) of the Consolidated Finance Act and article 2-ter of Consob Issuers' Regulation.

**Borsa Italiana Regulations:** the Regulation of the Markets Organised and Managed by Borsa Italiana S.p.A.

**Consob Issuers' Regulation:** the Regulations issued by CONSOB with resolution no. 11971 of 1999 (and subsequent amendments) on the matter of issuers.

**MAR Regulation:** Regulation No. 596/2014 of the European Parliament and of the Council on market abuse and the related delegated and implementing regulations.

**Consob Market Regulation:** the Regulations issued by CONSOB with resolution no. 20249 of 2017 (and subsequent amendments) on the matter of markets.

**Consob Related-Party Regulation:** the Regulation issued by Consob no. 17221 of 12 March 2010 (and subsequent amendments) on the matter of transactions with related parties.

**Consob Regulation implementing Legislative Decree 254/2016:** the Regulation issued by Consob by resolution no. 20267 of 18 January 2018, implementing Italian Legislative Decree no. 254/2016 on the disclosure of non-financial information.

**Report:** this Report on corporate governance and ownership structures prepared pursuant to article 123-bis of the CFA.

**Designated Auditor:** the independent auditor or the auditing firm responsible for verifying compliance with the "Non-Financial Statement" pursuant to Legislative Decree 254/2016.

**Appointed Auditor:** the independent auditor or auditing firm appointed for legal audit pursuant to Legislative Decree 39/2010.

**SHRD II:** the Directive (EU) 2017/828 issued by the European Parliament and the Council on 17 May 2017, called "*Shareholders' Rights Directive*".

**Tecnimont:** the subsidiary having strategic relevance, Tecnimont S.p.A.

**Consolidated Finance Act / CFA:** Italian Legislative Decree no. 58 of 24 February 1998 (as subsequently amended).



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## 1. ISSUER'S PROFILE

Maire Tecnimont is the parent company of a leading industrial group operating internationally in the sectors of Engineering & Construction (E&C), Technology & Licensing and Energy Business Development & Ventures, with specific expertise in plant engineering particularly in the hydrocarbon industry (oil & gas, petrochemicals, fertilizers), as well as in power generation from renewable sources, infrastructures and green chemistry and technologies in support of the energy transition.

The Group has solid roots and distinctive competences and technologies in the sector of hydrocarbon treatment: petrochemicals, oil & gas refining and fertilisers. It seeks to contribute, with its work, to accelerate up the world energy transition towards sustainable development and the circular economy, relying on a complete range of services in the value chain. The Group's focus is the chemical transformation of conventional and renewable natural resources into energy and advanced products for the manufacturing industry.

Maire Tecnimont is organized according to the traditional administration and control model, including the Shareholders' Meeting, Board of Directors and Board of Statutory Auditors.

The Board of Directors has established two internal committees having advisory and propositional functions - the Remuneration Committee and the Risk Control and Sustainability Committee - pursuant to the provisions set out in the Self-Regulatory Code.

The Board of Directors has also established a Related-Party Committee which is assigned the tasks and duties envisaged by Consob Related-Party Regulation.

The mandate of legal audit of the accounts for FYs 2016-2024 was assigned by the Company's ordinary Shareholders' Meeting of 15 December 2015 - on the proposal made by the Board of Statutory Auditors - to the independent auditing firm PricewaterhouseCoopers S.p.A. ("**Appointed Auditor**"), with effect starting 27 April 2016, i.e. from the date of the Company's Ordinary Shareholders' Meeting that approved the financial statements as at 31 December 2015.

As from 26 November 2007, Maire Tecnimont shares are traded on the Mercato Telematico Azionario ("**MTA**" or "Telematic Stock Market") organised and managed by Borsa Italiana S.p.A.

Additionally, starting on 3 May 2018, the Maire Tecnimont bonds "*Senior Unsecured Notes due 30 April 2024*" - issued following the public offering in Luxembourg and in Italy launched by the Company on 18 April 2018 and concluded on 24 April 2018 - were traded on the Mercato Telematico delle Obbligazioni ("**MOT**" or "**Telematic Bond Market**") organised and managed by Borsa Italiana S.p.A., as well as on the list of the regulated Luxembourg Stock Exchange.

As at the date of this Report, Maire Tecnimont is controlled, in accordance with article 93 of the Consolidated Finance Act, by Fabrizio Di Amato, who, through the company GLV Capital S.p.A. ("**GLV Capital**"), holds legal control of the Company.

The purpose of the Company's corporate governance system is the creation of long-term sustainable value for the Shareholders and, more in general, for all the stakeholders of the Company and the Group.

Within this context, the Company and the Group undertake to maintain constant relationships with their internal and external stakeholders, also through social responsibility initiatives within the territories where they have a business presence. Moreover, the Group participates in and contributes to international programmes developed by the United Nations (UN Global Compact and Global Compact Network Italia) for the promotion of the protection of human and labour rights, the protection of the environment and the fight against corruption, as well as large scale programmes aimed at a more sustainable international socio-economic development (UN Sustainable Development Goals). The commitment to comply with these initiatives is reflected in the sustainability strategy adopted by Company and the Group.

As at the date on which this Report is approved, the Issuer does not come under the scope of the definition of "SME" in accordance with article 1, paragraph 1, letter w-quater. 1 of the CFA and article 2-ter of the Consob Issuers' Regulation, insofar as it does not exceed the parameters set out by said provisions (see also the Small and Medium-sized Enterprises "SME" issuing listed shares, published on Consob's website at [www.consob.it/web/area-pubblica/emittenti-quotati-pmi](http://www.consob.it/web/area-pubblica/emittenti-quotati-pmi), in which the Issuer is not indicated).



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## **2. INFORMATION ON OWNERSHIP STRUCTURES**

**(pursuant to article 123-bis, paragraph 1, CFA)**

**a) Share capital structure (pursuant to article 123-bis, paragraph 1, letter a), CFA)**

On the date this Report is approved, the subscribed and fully paid-up share capital of Maire Tecnimont amounts to Euro 19,920,679.32, divided into 328,640,432 ordinary shares, with no par value, corresponding, pursuant to article 120, paragraph 1 of the CFA and article 6-bis of the By-laws, to 496,305,566 voting rights.

It should also be noted that the extraordinary Shareholders' Meeting, held on 26 April 2012, has introduced at art. 6 of the Company's By-laws a provision based on which the shareholders' option right in relation to the newly issued shares and to the bonds convertible into shares, may be excluded by the Shareholders' Meeting, i.e. in the case of delegation of powers pursuant to article 2443 of the Civil Code, by the Board of Directors, within ten per cent of the pre-existing share capital and under the conditions set out in article 2441, paragraph 4, sub-paragraph 2, of the Italian Civil Code.

As at the date of this Report, no categories of shares have been issued different to ordinary shares, nor any financial instruments attributing the right to subscribe newly issued shares.

Lastly, it is noted that the incentive plans adopted by the Company do not involve capital increases.

Maire Tecnimont share capital structure is detailed in Table 1, annexed to this Report. In this regard, it is recalled that the By-laws of Maire Tecnimont envisage the increased voting right mechanism and article 120, paragraph 1 of the CFA, as part of the discipline of disclosure obligations of significant shareholdings, provides that for companies whose By-laws allow the increased voting rights, share capital means the total number of voting rights (in this regard, reference is made to paragraph d, below).

**b) Stock transfer restrictions (pursuant to article 123-bis, paragraph 1, letter b), CFA)**

There are no restrictions on the transfer of company shares.

**c) Significant equity holdings (pursuant to article 123-bis, paragraph 1, letter c), CFA)**

Significant holdings in the Maire Tecnimont share capital at 31 December 2019 and at the date of this Report are indicated in Table 1 annexed to this Report, on the basis of the records of the Register of Shareholders and communications received pursuant to article 120 of the CFA and other information in the possession of Maire Tecnimont.

#### **d) Stocks granting special rights (pursuant to article 123-bis, paragraph 1, letter d), CFA)**

As at the date of this Report, no stocks conferring special controlling rights have been issued.

As mentioned under paragraph 2, letter a) of the Report, in order to encourage medium to long term investment and thus the stability of the shareholding structure, the extraordinary Shareholders' Meeting of 18 February 2015 resolved - pursuant to article 127-quinquies of the CFA and article 20, paragraph 1-bis, of Decree Law 91/2014 converted into Law 116/2014 - the inclusion of the mechanism of increased voting rights in the By-laws of Maire Tecnimont, through the introduction of articles 6-bis, 6-ter and 6-quater.

The regulations introduced provides for the allocation of two votes to each ordinary share belonging to the same Shareholder for a continuous period of not less than twenty-four months from the date of registration in a special list of Shareholders (the "**Special List**"), established and maintained by the Company.

In particular, the By-laws provide that the increased voting rights are achieved, after registration in the Special List following request of the owner accompanied by communication certifying shareholding ownership (also for a portion of the shares held), issued by the intermediary where the shares are deposited, with twenty-four months uninterrupted ownership from registration in the Special List and with effect from the fifth trading day of the month following that in which the period of twenty-four months has elapsed.

The increased voting rights already accrued, i.e. the ownership period necessary for accrual thereof already elapsed, are retained in the event of succession following death in favour of the heirs or legatees of the holder of the shares, merger or demerger of the holder of the shares in favour of the company resulting from the merger or beneficiary of the demerger and transfer from one portfolio to another of the UCI managed by the same entity.

In addition, the increased voting rights extend to (i) shares for a free capital increase due to the holder in relation to the shares for which the increase accrued; (ii) shares due in exchange in case of mergers and demergers (if the merger or demerger provides it), and (iii) shares subscribed by the holder in case of exercise of option rights relating to the shares for which the increase accrued.



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The increased voting rights shall cease to apply for shares to be transferred for payment or free of charge, or pledged, subject to usufruct or other constraints that attribute the voting right to a third party and for the shares owned by companies or entities (that own shareholdings exceeding the threshold in article 120 of the CFA) in case of transfer of control of said companies or entities. The increase shall no longer apply also following waiver of the holder, in whole or in part.

The increased voting rights are calculated for each shareholders' meeting resolution, in order to determine the attendance and voting *quorums* based on capital holdings and has no effect on the rights, other than voting, attributed and exercisable under the possession of specific capital thresholds (including thresholds for the submission of lists regarding the appointment of corporate bodies, for the exercise of the liability action or for the appeal of shareholders' meeting resolutions).

The Company has established the Special List of Shareholders who wish to take advantage of the increased voting rights pursuant to article 6-quater of the By-laws and has published on its website ([www.mairetecnimont.com](http://www.mairetecnimont.com), section "Governance" – "Increased voting rights") the operational procedures for registration therein.

Shareholders registered in the Special List under article 6-quater of the By-laws may be entitled to the increased voting rights – under the regulatory requirements and conditions laid down by the laws and By-laws – on request, by completing the form available at the intermediaries.

In accordance with article 6-quater, paragraph 3 of the By-laws, the Company will update the Special List by the 5th (fifth) stock market trading day from the end of each calendar month and, in any event, no later than the so-called *record date* prescribed by the regulations in force (currently at the end of the accounting day of the seventh trading day prior to the date set for the Shareholders' Meeting).

The Company will communicate to the public and to Consob the total amount of voting rights, pursuant to article 85-bis, paragraph 4-bis of Consob Issuers' Regulation.

On 7 April 2017 - following a request made pursuant to article 6-bis, paragraph 2 of the By-laws, provided the assumptions and conditions required by current legislation and by the By-laws apply - the increased voting rights were obtained with reference to 167,665,134 ordinary shares of the Company held by the shareholder GLV CAPITAL which, therefore, starting from that date is entitled to 335,330,268 voting rights.

**e) Employee stock ownership: mechanism for exercising voting rights (pursuant to article 123-bis, paragraph 1, letter e), CFA)**

At the date of this Report, there is no employee stock ownership scheme by means of which voting rights are not exercised directly by the employees.

For further information regarding the share-based incentive plans of the Issuer that provide share ownership for employees, see Section 9 of this Report as well as the Report on the 2020 Remuneration Policy and fees paid, prepared in accordance with articles 123-*ter* of the CFA and 84-*quater* of the Consob Issuers' Regulations, and made available to the public on the Company's website ([www.mairetecnimont.com](http://www.mairetecnimont.com), in the section "Governance" – "Shareholders' Meetings Documents" – "2020").

**f) Restrictions on voting rights (pursuant to article 123-bis, paragraph 1, letter f), CFA)**

As at the date of this Report, there are no restrictions on voting rights.

**g) Shareholders' agreements (pursuant to article 123-bis, paragraph 1, letter g), CFA)**

As at the date of this Report, the Issuer is not aware of any Shareholders' agreements pursuant to article 122 of the CFA.

**h) "Change of control" clauses (pursuant to article 123-bis, paragraph 1, letter h), CFA) and statutory provisions concerning takeover bids (pursuant to article 104-bis, paragraph 1-ter, and 104-bis, paragraph 1)**

The loan agreement, ESG Linked Schuldschein Loan, executed on 6 December 2019 between Maire Tecnimont and a pool of institutional investors, provides for the obligation of the full early repayment of the loan in the event that: (i) the majority shareholder ceases to hold, directly or indirectly, through wholly owned subsidiaries or controlled companies under article 2359 of the Civil Code, over 35% of the voting rights in the Shareholders' Meeting of Maire Tecnimont, or (ii) a subject, other than the majority shareholder, brings its investment, held either directly or indirectly through wholly owned subsidiaries or controlled companies pursuant to article 2359 of the Civil Code, over 35% of the voting rights in the Shareholders' Meeting of Maire Tecnimont, or (iii) the majority shareholder ceases to hold, directly or indirectly through fully owned subsidiaries or controlled companies pursuant to article 2359 of the Civil Code, a percentage of voting rights such as to guarantee the power to appoint or remove the majority of the members of the Board of Directors.



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The loan contract, stipulated on 16 July 2018 between Tecnimont, on the one hand, and Banca IMI S.p.A., Intesa SanPaolo S.p.A., Unicredit Corporate Banking S.p.A., Banco BPM S.p.A. and Banca Monte Dei Paschi di Siena S.p.A., on the other, establishes compulsory early repayment of the loan in the event that: (i) the majority shareholder ceases to hold, directly or indirectly through wholly owned subsidiaries or controlled companies pursuant to article 2359 of the Civil Code, over 35% of the voting rights in the Shareholders' Meeting of Maire Tecnimont, or (ii) a subject other than the majority shareholder brings its investment, held directly or indirectly through wholly owned subsidiaries or controlled companies pursuant to article 2359 of the Italian Civil Code, over 35% of the voting rights in the Shareholders' Meeting of Maire Tecnimont, or (iii) the majority shareholder ceases to hold, directly or indirectly through wholly owned subsidiaries or controlled companies pursuant to article 2359, a percentage of voting rights such as to guarantee the power to appoint or remove a majority of the members of the Board of Directors, or (iv) Maire Tecnimont ceases to hold, directly or indirectly through wholly owned subsidiaries or controlled companies pursuant to article 2359 of the Italian Civil Code, a shareholding representing over 50% of the voting rights in the Shareholders' Meeting of Tecnimont.

The regulation of the bond entered into on 21 April 2017 between Maire Tecnimont, on the one hand, and Amundi AM and Amundi SGR, on the other, provide for the obligation of fully early repayment of the bond in the event that: (i) the majority shareholder ceases to hold, directly or indirectly through wholly owned subsidiaries or controlled companies pursuant to article 2359 of the Italian Civil Code, over 35% of the voting rights in the Shareholders' Meeting of Maire Tecnimont, or (ii) a subject other than the majority shareholder brings its investment, held directly or indirectly through wholly owned subsidiaries or controlled companies pursuant to article 2359 of the Civil Code, over 35% of the voting rights in the Shareholders' Meeting of Maire Tecnimont, or (iii) the majority shareholder ceases to hold, directly or indirectly through wholly owned subsidiaries or controlled companies pursuant to article 2359, a percentage of voting rights such as to guarantee the power to appoint or remove a majority of the members of the Board of Directors, or (iv) Maire Tecnimont ceases to hold, directly or indirectly through wholly owned subsidiaries or controlled companies pursuant to article 2359 of the Italian Civil Code, a shareholding representing over 50% of the voting rights in the Shareholders' Meeting of Tecnimont.

The contract for the concession of a short-term revolving credit facility, stipulated on 8 May 2018 by and between Tecnimont and BayernLB and regulated by English Law, envisages an obligation to the early repayment in full of the loan in the event that: (i) the share ownership of the shareholder in the share capital of the majority shareholder of the Issuer is reduced below 51% or (ii) the majority shareholder reduces its equity stake in Maire Tecnimont to below 51%, or (iii) Maire Tecnimont reduces its shareholding in Tecnimont to below 51%.

Some agreements related to the issuance of bank or insurance guarantees for the projects: Power Plant Punta Catalina, Dominican Republic – Al Dabb’iya Surface Facilities, UAE – IGD Das Island, UAE – Liwa Plastics Project, Oman – Citadel, Egypt – Zohr 2, Egypt – Borouge PP5, UAE, provide the option for the relevant Financial Institutions to require the provision of guarantee deposits or the replacement of existing guarantees in the event of a change of control of Maire Tecnimont and/or the subsidiary Tecnimont and/or the subsidiary KT – Kinetics Technology S.p.A. (“**KT**”).

The agreement for the issuing of a revolving credit facility and/or guaranteed loan/credit facilities executed on 12 April 2019 between KT – Kinetics Technology Azerbaijan Branch and Pasha Bank ASC, under British law, provides for the obligation of an early repayment of the loan, inter alia, in the case of changes in the ownership structure such as to affect the KT capacity to pay back the loan.

The Issuer’s By-laws do not contain provisions that derogate from the provisions regarding the passivity rule provided for by article 104, paragraphs 1 and 1-bis, of the CFA and do not provide for the application of the neutralization rules contemplated by article 104-bis, paragraphs 2 and 3, of the CFA.

### **i) Delegated powers to increase the share capital and authorize the purchase of treasury shares**

#### **(pursuant to article 123-bis, paragraph 1, letter m), CFA)**

As at the date of this Report, the Board of Directors has not been authorised to increase the Issuer’s share capital, in accordance with article 2443 of the Italian Civil Code, nor to issue any share-based financial instruments.

The ordinary Shareholders' Meeting of 29 April 2019 authorised the purchase and disposal of own shares under articles 2357 and 2357-ter c.c., article 132 CFA and Article 144-bis of the Consob Issuer Regulations for a maximum amount 2,000,000 ordinary shares and for a period of 18 months from the approving date by the Shareholders’ Meeting resolution. For more information, please refer to the Explanatory Report of the Board of Directors to the Shareholders’ Meeting drafted under art. 125- ter of the CFA and art. 73 of the Consob Issuers Regulation, and in accordance with Annex 3A - Scheme 4 of the same Issuer Regulation made available to the public on the Company's website ([www.mairetecnimont.com](http://www.mairetecnimont.com), section “Governance” - “Shareholders’ Meeting Documents” - “2019”).

Information regarding programs for the Issuer’s purchase of treasury shares is available on the Company’s website ([www.mairetecnimont.com](http://www.mairetecnimont.com), section “Investors” - “Communications and events” - “Press Releases” - “Buy Back Press Releases”).



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At 31 December 2019 and at 11 March 2020, Maire Tecnimont held no treasury shares.

For the sake of ensuring complete information, it is specified that on 11 March 2020, the Board of Directors resolved to propose to the Ordinary Shareholders' Meeting scheduled for 16 and 17 April 2020, respectively at first and second call, to authorise the purchase and disposal of treasury shares in accordance with articles 2357 and 2357-ter of the Civil Code, article 132 CFA and article 144-bis of the Consob Issuers' Regulation, upon revocation of the authorisation issued by the Shareholders' Meeting of 29 April 2019 for the non-executed part, for a maximum of 20,000,000 ordinary shares and a period of 18 months, starting from the date of the Shareholders' Meeting resolution of authorisation. For more information with regard to this proposal, reference is made to the explanatory report prepared by the Board of Directors for the Shareholders' Meeting to be called and relating to the authorisation of the purchase and disposal of treasury shares, drafted in accordance with article 125-ter of the CFA and article 73 of Consob Issuers' Regulation and in compliance with Annex 3A - Table 4 of said same Issuers' Regulation, made available to the public on the Company's website ([www.mairetecnimont.com](http://www.mairetecnimont.com), section "Governance" - "Shareholders' Meeting Documents" - "2020").

## **I) Management and coordination activities**

### **(pursuant to article 2497 and subsequent of Civil Code)**

In the opinion of the Issuer's Board of Directors, the Company is not subject to direction and co-ordination activities by the parent company GLV Capital, considering: (i) that the decisions relating to the management of the business of the Company and its subsidiaries are made by corporate bodies of the Company and its subsidiaries; (ii) that the Board of Directors has the task, among others, of periodic assessment of the economic, equity and financial performance of the Company and the Group; review and approval of the financial policies and credit access for the Company and the Group; definition of the corporate governance system and rules of the Company and the Group; evaluation of the adequacy of the organizational, administrative and accounting structure of the Company and its subsidiary Tecnimont with strategic relevance, as set forth by the Company's bodies; (iii) that the existence of seven advisory bodies – Coordination Committee, Commercial Committee, Region Committee, Project Development Committee, Internal Sustainability Committee and Internal Committee overseeing the Internal control and risk management system, the SCIR Committee and the *Green Acceleration Advisory Board* - with the role of supporting the CEO, also in his capacity as Director in charge of the internal control and risk management system; evaluation of strategic, corporate and business initiatives and decisions impacting the Group in relation to: i) investments, ii) commercial activities, iii) presence in geographic areas (Regions) of interest to the Group, iv) Project Development initiatives, v) sustainable management of the business, vi) internal control and

risk management system and vii) energy transition and innovation in the green chemistry sector.

At the date of approval of the Report, the direct subsidiary with strategic relevance Tecnimont and the other direct subsidiaries KT-Kinetics Technology S.p.A., NextChem S.r.l., MET Development S.p.A., Neosia S.p.A., Neosia Renewables S.p.A. and MET Gas Processing Technologies S.p.A. are subject, pursuant to article 2497 of the Civil Code, to the management and coordination of Maire Tecnimont.

Maire Tecnimont carries out strategy-oriented and co-ordination activities regarding both the industrial set-up and the activities performed by its subsidiaries. In particular, the Company provides the companies of the Group with support, coordination and guidance in defining their strategies, also as regards policies for “Merger & Acquisition and cooperation agreements, local content”, in the areas of Internal Audit, governance and compliance, institutional relations and communication, relationships with the investors, social responsibility, safety, organisation, development & compensation, technology, legal, corporate affairs, development of human resources and remuneration policies, industrial relations, development of procurement strategies optimised according to specific products categories, improvement in the performance of the entire EPC cycle, coordination of Vendor Management activities, finance and management administration, project controls, contract and subcontract management, system quality, HSE, Project quality & Risk management, general services, communications, as well as activities related to the governance and development of the IT platform of the Group.

\* \* \*

The Issuer specifies that:

- the information required pursuant to article 123-bis, first paragraph, letter i), CFA (“*agreements between the company and the directors... that provide compensation in case of resignation or dismissal without just cause or if the employment is terminated following a takeover bid*”) is illustrated in the Report on the 2020 Remuneration Policy and fees paid, prepared in accordance with articles 123-ter of the CFA and 84-quater of Consob Issuers’ Regulations, and made available to the public on the Company’s website ([www.mairetecnimont.com](http://www.mairetecnimont.com), in the section “Governance” - “Shareholders’ Meetings Documents” - “2020”);
- the information required pursuant to article 123-bis, first paragraph, letter l), CFA (“*regulations applicable to the appointment and replacement of directors as well as to amendments to the By-laws, if different from the applicable additional legal and*”



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*regulatory provisions*") is provided in Section 4.1 of the Report ("*Appointment and replacement of Directors*"), to which reference is made.

### **3. COMPLIANCE**

#### **(pursuant to article 123-bis, paragraph 2, letter a), CFA)**

Maire Tecnimont has adopted a Self-Regulatory Code, drafted in July 2018 by the Corporate Governance Committee of Borsa Italiana S.p.A. and accessible to the public on the website of the Corporate Governance Committee (<https://www.borsaitaliana.it/borsaitaliana/regolamenti/corporategovernance/corporategovernance.htm>).

With reference to the adoption by Maire Tecnimont of the Self-Regulatory Code, it must be noted that in some cases the Company has not adopted the recommendations contained therein. The following sections representing said deviations and the underlying reasons, as well as possible alternative behaviours.

It must also be noted that on 31 January 2020, the Corporate Governance Committee of Borsa Italiana S.p.A. has issued the new Corporate Governance Code, available to the public on the web site of the Corporate Governance Committee (<https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020.pdf>). The companies are invited to adopt the new edition of the Corporate Governance Code starting with the year after 31 December 2020 and to inform the market thereof in the Report to be published in 2022.

To this end, it must be noted that in 2020, the competent functions of Maire Tecnimont will hold special Induction sessions reserved for the Directors of the Board and the Statutory Auditors, and will start an assessment aimed at defining proposals to be submitted to the Board of Directors of the Company with a view to adopting the new Corporate Governance Code. Based on the assessment carried out and the formulated proposals, the Board of Directors will carry out the evaluations falling under its area of responsibility regarding the adoption of the new Corporate Governance Code, and will make all related decisions.

The Issuer and Tecnimont, its subsidiary of strategic relevance, are not subject to non-Italian law provisions that have an impact on the Maire Tecnimont corporate governance structure.

### **4. BOARD OF DIRECTORS**

#### **4.1 APPOINTMENT AND REPLACEMENT OF DIRECTORS**

#### **(pursuant to article 123-bis, paragraph 1, letter l), CFA)**

In compliance with the provisions of article 147-ter of the CFA, the Company By-laws envisages the appointment of Directors and Statutory Auditors by means of a list-based voting mechanism.

Article 14 of the By-laws provides for the appointment of the Directors on the basis of the lists submitted by the shareholders (where the candidates are listed with consecutive numbers) that hold, individually or jointly, at least 2% of the share capital represented by shares with right to vote in the ordinary Shareholders' Meeting, or any other different threshold set forth by Consob. In this respect, it shall be noted that such shareholding threshold determined by Consob for the Issuer, pursuant to article 144-quater of the Issuers' Regulation, with Managerial Resolution passed by the Manager of the Corporate Governance Division, no. 28 of 30 January 2020, is equal to 2.5%.

Lists, signed by those who submit them, must be registered with at the Company's registered office at least 25 days before that set for the Shareholders' Meeting in first calling, together with: (i) a declaration by each single candidate confirming acceptance of the candidacy and also confirming, under their own responsibility, the absence of any causes for ineligibility and incompatibility, as well as the fulfilment of the requirements as specified in the applicable regulations and, if required, the fulfilment of the independence requisite, (ii) a curriculum vitae of each candidate, including specifications regarding any administrative and control offices held in other companies, (iii) a certificate of ownership, at the time when the list is filed with the Company, of the minimum shareholding required for the presentation of the lists (it is noted that, in compliance with the provisions of article 147-ter, paragraph 1-bis, of the CFA, said certificate may also be produced subsequent to the filing of the list, provided that it is within the deadline envisaged for its publication).

The clause envisages that the directors to be elected are those listed in the list that has obtained the largest number of votes except one who shall be selected from the second ranking minority list that has obtained the second major number of votes and who is in no way, also indirectly, connected with the Shareholders that have presented or voted the majority list. In this way, the appointment of a minority Director is ensured in compliance with the provisions of article 147-ter, paragraph 3, of the CFA.

The By-laws, to which reference is made, also regulate the hypothesis in which two or more lists obtain the same number of votes.

The Company By-laws do not envisage a minimum percentage of votes so that a list can participate in the distribution of directors to be elected.

In relation to the balanced proportion of genders, article 14 of the Company By-laws envisages that the lists containing at least three names shall be composed of candidates belonging to both genders, so that at least one-third of the slate candidates (rounded up) belongs to the least represented gender, and the election and the presence in the Board of the least represented



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gender, in compliance with the currently applicable regulatory provisions in the matter of “balanced proportion of genders”, is ensured.

It must be noted that:

- the Conversion Law (article 58-sexies) of the Legislative Decree 124/2019 has amended article 147-ter, paragraph 1-ter and art. 148 of the CFA, effective from 25 December 2019, extending the period of gender balance discipline from three to six consecutive terms;
- Italian Law no. 160 of 27 December 2019 (“**Budget Law 2020**”) has confirmed the effectiveness of the legislation under consideration for six consecutive terms and established that the less represented gender must obtain at least two fifths of the elected Directors (and Statutory Auditors). This appointment criterion applies to six consecutive mandates and starting from the first renewal of the Board of Directors and Control Bodies subsequent to the entry into effect of the afore-mentioned Law (i.e. 1 January 2020). The Board of Directors of Maire Tecnimont was appointed by the Ordinary Shareholders’ Meeting of 29 April 2019 and shall remain in office until approval of the financial statements at 31 December 2021; therefore the Company must ensure the transposition into the By-laws of the new discipline concerning balance gender in time to enable the definition and submission of the lists of candidates for the office of Director and the consequent appointment of the Board of Directors in compliance with the same.

Regarding the election of independent Directors, article 14 of the By-laws provides a specific mechanism to ensure the appointment of the minimum number of directors as required by article 147-ter, paragraph 4, of the CFA. In particular, it provides (i) first, that each list contains a minimum number of candidates with the independence requirements established by law and applicable regulations, and (ii) if among the candidates elected there are not as many Independent Directors as required by law, it shall be required to proceed as follows:

- a) in the event of a majority list, the non-independent candidates (equal to the number of missing Independent Directors) coming last in progressive order in the majority list, shall be replaced by non-elected Independent Directors from the same list according to the progressive order;
- b) in the absence of a majority list, non-independent candidates (in a number equal to the number of missing Independent Directors) which are elected with the lowest number of votes in the lists – and from which no Independent Director has been drawn – shall be replaced by non-elected Independent Directors from the same lists, according to the sequential order.

Lastly, a replacement procedure is also envisaged in order to ensure (in case this were not guaranteed by the aforementioned election criteria) that the Board of Directors is composed pursuant to the currently applicable regulation in the matter of balance proportion of genders.

The Company By-laws do not envisage requisites of independence other than those envisaged by article 148, paragraph 3, of the CFA nor requisites of integrity other than those envisaged by currently applicable law provisions. No professionalism-related requirements are envisaged to hold the position of Director.

If the Board of Directors needs to replace one or more directors, it does so by co-opting - pursuant to article 2386 of the Civil Code - the first non-elected candidate from the list whence the terminated director was taken and so on, if such non-elected candidate is not available or ineligible, provided that such candidates are still eligible and are willing to accept the office. Should no non-elected candidates from the list remain or, in any case, for whatever reason, should it not be possible to meet with the criterion as above disciplined, the Board of Directors shall proceed with the replacement, as the subsequent Shareholders' Meeting shall also do, with the legal majority and without voting lists.

In any case, the Board of Directors and, subsequently, the Shareholders' Meeting shall proceed with the appointment so as to ensure (i) the presence of Independent Directors in the minimum total number required by the currently applicable regulation and (ii) compliance with the currently applicable regulation in the matter of balanced proportion of genders.

It is noted that the Issuer is not subject to any further provisions in relation to the composition of the Board of Directors with respect to the regulations contained in the CFA.

As regards the statutory clauses relating to statutory changes, it is noted that the By-laws do not contain provisions other than those provided by applicable law.

It is also noted that the By-laws, in accordance with article 2365 of the Civil Code, confers to the Board of Directors of the Company the authority to resolve on the adjustment of the By-laws to regulatory provisions.

Lastly, to be noted is that, as better described in Section 2, letter d) above of the Report, to which reference is made, the extraordinary Shareholders' Meeting of 18 February 2015 approved the amendments to the By-laws to introduce the mechanism of the increased voting rights. In this regard, it shall be noted that the increased voting rights are calculated for each Shareholders' Meeting resolution and therefore also for the determination of attendance and voting quorums based on capital threshold. The increase has no effect on rights other than voting rights, entitled and exercisable under certain capital rates and thus also, among other things, for the determination of the capital threshold required for the presentation of lists for the election of the bodies of the Company.

## **Succession plans**



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On 11 March 2020, the Board of Directors, as regards the adoption of a Plan for the succession of the executive Directors pursuant to the criterion 5.C.2 of the Self-Regulatory Code (the “**Succession Plan**”), resolved not to adopt a Succession Plan since the governance structure of the Company, with the presence of two executive Directors and Top Executives, with in-depth management experience and specific expertise in the reference business, enables, in the short term, the management of any on-going concern disruptions arising, for instance, from the replacement of executive Directors at an early date from the expiry of the mandate or following resignations, thus guaranteeing continuity and stability in the conduct of the Company and of the Group, thanks also to the Remuneration Policies of Maire Tecnimont aimed at attracting and retaining people with the professional and management expertise necessary to effectively perform the Group activities. The Board of Directors, in conducting its assessments, has also pro-actively kept into consideration the provisions of the new Corporate Governance Code with particular reference to the size of the Company.

## **4.2 COMPOSITION**

### **(pursuant to article 123-bis, paragraph 2, letters d) and d-bis), CFA)**

Pursuant to article 13 of the By-laws, Maire Tecnimont is administered by a Board of Directors made up of no less than five and no more than eleven members, provided in odd number, who may also not be the shareholders.

The Board of Directors holds office from one to three years and until approval of the financial statements of the last year in which it holds office in compliance with the resolution made by the Shareholders’ Meeting upon its appointment. Directors may be re-elected.

The current Board of Directors, in office until approval of the financial statements at 31 December 2021, was appointed by the Ordinary Shareholders’ Meeting of 29 April 2019 which confirmed all the Directors of the Board already appointed by the Shareholders’ Meeting of 26 April 2016, including the Directors representing minority shareholders.

The Shareholders’ Meeting of 29 April 2019, after determining as nine the number of members of the Board of Directors, has confirmed Fabrizio Di Amato, Pierroberto Folgiero, Luigi Alfieri, Gabriella Chersicla, Stefano Fiorini, Vittoria Giustiniani, Andrea Pellegrini, Patrizia Riva and Maurizia Squinzi as Directors of the Company. At the same time, the Shareholders’ Meeting confirmed Fabrizio Di Amato as Chairman of the Board of Directors.

The current Board of Directors consists of five Independent Directors out of nine. Similarly, the Board Committees established by the Board of Directors pursuant to the Self-Regulatory Code consist of Directors, all non-executive, mostly independent.

For further information regarding the Independent Directors in office, reference is made to Section 4.6 of the Report.

Three lists were submitted to the ordinary Shareholders' Meeting of 29 April 2019 for the appointment of the Directors.

The Directors Fabrizio Di Amato, Pierroberto Folgiero, Luigi Alfieri, Gabriella Chersicla, Stefano Fiorini, Vittoria Giustiniani, Andrea Pellegrini, Patrizia Riva were taken from the list submitted by the Shareholder GLV Capital, which obtained the favourable vote of 351,039,477 shares, equal to 83.36% of the shares attending the Shareholders' Meeting (the "**Majority List**"). It is noted that among the candidates for the office of Director indicated in the Majority List was also Paolo Alberto De Angelis.

The Director Maurizia Squinzi was taken from the list submitted jointly by the shareholders Arca Fondi S.G.R. S.p.A., manager of the funds Arca Azioni Italia and Arca Economia Reale Bilanciato Italia 30; Eurizon Capital SGR S.p.A., manager of the following funds: Eurizon progetto Italia 20, Eurizon pir Italia 30, Eurizon progetto Italia 70, Eurizon azioni Italia, Eurizon pir Italia azioni, Eurizon azioni pmi Italia and Eurizon progetto Italia 40; Eurizon Capital S.A. manager of the following funds: Eurizon Fund - Equity Small Mid Cap Italy, Eurizon Fund - Equity Italy, Eurizon Fund - Equity Italy Smart Volatility; Eurizon Investment SICAV - PB Flexible Macro; Fideuram Investimenti SGR S.p.A., manager of the following funds: Fideuram Italia, Piano Azioni Italia, Piano Bilanciato Italia 50 and PIR Piano Bilanciato Italia 30; Interfund Sicav - Interfund Equity Italy; Mediolanum Gestione Fondi, manager of the following funds: Mediolanum Flessibile Futuro Italia and Mediolanum Flessibile Sviluppo Italia; Mediolanum International Funds Limited – Challenge Funds – Challenge Italian Equity and Pramerica SGR manager of the following funds: Mito 25 and Mito 50, holders, as at the date of submission of the lists, of 9,935,692 shares of Maire Tecnimont, with no par value, equal to 3.023% of the shares with voting rights<sup>1</sup>. This List obtained the favourable vote of 9,935,692 shares, equal to 3.023% of the shares attending the Shareholders' Meeting (the "**First Minority List**"). It must be noted that Alessandro Cortesi was among the candidates for the office of Director in the Minority List.

An additional minority list (the "**Second Minority List**") was submitted by the shareholder INARCASSA, owner of a total 4,464,888 shares of Maire Tecnimont, with no par value, equal to 1.36% of the shares with voting rights.

The three lists submitted to the Ordinary Shareholders' Meeting of 29 April 2019 for the appointment of the Directors are available on the web site of the Company

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<sup>1</sup> Total shareholding was therefore recalculated following the non-submission, within the legal terms, by Fideuram Asset Management (Ireland) – Fonditalia Equity Italy, of the communication/certificate concerning the ownership, as at 4 April 2019, of 365,000 shares corresponding to 0.111% of the shares with voting rights in its favour.



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([www.mairetecnimont.com](http://www.mairetecnimont.com), section “Governance” – “Shareholders’ Meeting Documents” – “2019”).

In relation to seniority of office from the first appointment of the Board Directors, it is noted that: Fabrizio Di Amato and Stefano Fiorini have been in office since the listing, which occurred in November 2007; Luigi Alfieri, Gabriella Chersicla, Vittoria Giustiniani and Patrizia Riva were appointed by the ordinary Shareholders’ Meeting on 30 April 2013, while Andrea Pellegrini was appointed by co-option by the Board of Directors on 11 June 2014 and re-appointed by the ordinary Shareholders’ Meeting on 18 February 2015; Maurizia Squinzi was appointed by the ordinary Shareholders’ Meeting on 27 April 2016.

As from the date of closure of the Financial Year, none of the Board members has resigned nor have there been any changes in the composition of the Board.

With regard to the additional information concerning the composition of the Board of Directors, also in terms of seniority of office from the first appointment of each Director, reference is made to Table 2 Annexed.

In compliance with the provisions of article 144-decies of the Consob Issuers’ Regulation, the personal and professional characteristics of each Director are specified in Annex “A” to this Report.

### **Diversity policies and criteria**

The Board of Directors, at the meeting of 14 March 2019, in view of the Shareholders’ Meeting of 29 April 2019, convened, inter alia, to appoint the Board of Directors for the three year period 2019-2021, has defined the guidelines for the management and professional profiles that are deemed necessary to be represented on the Board as well as the “diversity criteria” applicable to the composition of the Board that must be met.

These guidelines have been included in the Explanatory Report presented by the Board of Directors to the Shareholders’ Meeting of 29 April 2019, drawn up pursuant to article 125-ter of the CFA and related to the appointment of the Board for the three year period 2019-2021, made available to the public on the web site of the Company ([www.mairetecnimont.com](http://www.mairetecnimont.com), section “Governance” – “Shareholders’ Meeting Documents”) - “2019”).

With reference to the Board of Directors in office, it must be noted that: (i) the Board is composed of 4 Directors (out of a total of 9) belonging to the less represented gender, in line with the new article 147-ter, paragraph 1-ter of the CFA; (ii) the Board is characterized by the age diversity of the Directors, taking into account that the age of the Directors is between 47 and 69 years; (iii) the training and professional backgrounds of the Directors currently in office guarantees a balanced combination of profiles and expertise within the administrative body, suitable to ensure the effective performance of the functions assigned to it.

On 11 March 2020, the Board of Directors confirmed, for the three year period 2019-2021, the guidelines and the criteria formulated on 14 March 2019, such as policies applied to diversity, pursuant to article 123-bis, letter d-bis) of CFA, to be applied also in the case of a replacement of the Directors pursuant to article 2386, paragraph 1 of the Italian Civil Code ("**Criteria and Policies on Diversity**").

Criteria and Policies on Diversity provide that, also in order to improve the understanding of the Company's organisation and of its activities, as well as for the development of an effective corporate governance, notwithstanding the law requirements applied to gender balance: (a) the Board is based on the age diversity of its members; and (b) the training and professional backgrounds of the Directors guarantee a balanced combination of profiles and expertise, both nationally and internationally, suitable to ensure the effective performance of all relevant duties.

The Group deems the protection of diversity and inclusion to be essential and fundamental elements of its ethical approach to the management of resources within a context, such as the current one, that is increasingly diversified and heterogeneous.

The multicultural nature that marks the Group's workforce is seen as an essential value, insofar as it encourages and promotes the exchange and optimisation of heterogeneous and transversal key competences. The Group employees come from different cultures and geographic areas: the workforce is therefore highly diversified.

Integration and respect for diversity effectively make a considerable contribution towards innovation and overall change, making the Group yet more attractive to external stakeholders, including in terms of the strengthening of employer branding and the Group's positioning as "Employer of Choice" in the countries in which it operates.

Corporate efforts aim at promoting the strengthening, without exceptions and in all employees, of a sense of belonging to the Group and the awareness of being able to actively participate in its growth.

The above is confirmed by the increase, also during the period, of the number of different nationalities of the employees, from 74 in 2018 to 79 during the year.

In terms of Gender Diversity, the headcount data related to the period show a growth in the number of women, of about 8% compared with the previous year, representing approximately 20% of the total work force. Parental leave data are also definitely positive as all the resources (100%) that have used this benefit, have come back to work.

### **Maximum number of offices held in other companies**

In the belief that each Director considers, with due judgement and sense of duty, prior to taking on a role, the compatibility of the appointments as Director and Statutory Auditor held in other



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companies, the Board believes it appropriate to leave to each Director the assessment of the compatibility of acceptance of corporate offices in Maire Tecnimont with any additional Director or Statutory Auditor offices held in other companies listed on regulated markets, in financial companies, banks, insurance firms or large companies. The average number of offices held in other companies by the Issuer's Directors in 2019 is equal to approximately 4 in unlisted companies. Five Directors out of nine hold 1 office in other listed companies.

### ***Induction Programme***

Taking into account the appreciation expressed by the Board of Directors and the Board of Statutory Auditors for the Induction activities carried out in 2018, the Chairman of the Board of Directors, in line with the recommendations of the Self-Regulatory Code, promoted, also for the Financial Year, the "Induction Session" programmes for Directors and Statutory Auditors of the Company.

In particular, these meetings were organized in order to provide them with adequate knowledge of the business sector in which the Company and the Group operate, also considering its specificity thereof, the business dynamics and their evolution, the principles of proper risk management as well as the regulatory and self-regulatory framework of reference.

In detail, in 2019, the Induction sessions that started in 2018, continued, aiming at the development of the activities carried out by the Maire Tecnimont Group in Green Technologies and in the so-called "energy transition" sectors.

On 13 February 2019, the CEO provided to the Directors and the Statutory Auditors an update on the Green Acceleration Project which enabled the launch of a new business line through a dedicated vehicle in order to create a highly innovative portfolio of new technology and products aimed at better satisfying the new requirements laid down by the current revolution underway in the energy and green chemistry industry.

On 12 June 2019, the CEO, within the scope of the Green Acceleration project, has presented to the Directors and the Statutory Auditors the GreenTech District Model which aims, within the scope of an industrial context characterised by constant evolution and driven also by the energy transition and sustainability requirements, at fostering ideas and capital for the development of new technologies and a more open cultural and strategic approach ("Open Innovation"). At the same Induction session, the concept of "open innovation" that can be implemented through an innovative centre serving all the players of the system, was also presented. The Maire Tecnimont Group, with its strong technological DNA and innovative capacities, also confirmed by the launch of the Green Acceleration project, intends to play a key role in the promotion of a GreenTech District, in the capacity of enabler and accelerator of new green initiatives.

Also on 12 June 2019, the Board of Directors and the Board of Statutory Auditors participated in a public event with the presentation of the system for the mechanical recycling of plastic waste of the subsidiary MyReplast Industries, based in Bedizzole (BS), and of the business strategy of the subsidiary NextChem, in which several analysts, investors, journalists, institutional and business and financial communities representatives have participated.

A tour of the Bedizzole Plant was organised for the Directors and the Statutory Auditors of Maire Tecnimont, guided by the management of the subsidiary MyReplast Industries. The Bedizzole plant represents the most advanced and efficient plant in Europe in the sector of plastic materials recycling. At the end of the tour, a meeting between the management of the Maire Tecnimont Group and the Directors and Statutory Auditors of Maire Tecnimont was organised, as another Induction activity, in order to provide the latter with a better understanding of the organisation of the Maire Tecnimont Group, with the following objectives: (i) share the key elements of the organisational model; (ii) describe the main organisational coordination tools; (iii) summarise the organisational characteristics of the main operational companies.

On 17 September 2019, the Directors and the Statutory Auditors participated in an Induction activity related to the Group Digital Transformation project of the Maire Tecnimont Group, directed by the CEO and Human Resources, ICT and the Process Excellence Senior Vice President. The Strategy for the digital transformation of the Maire Tecnimont Group, structured on two levels, was presented: an in-depth optimisation of the internal processes (digitalising core processes) and the creation of an additional offering of digital services to the customers (digital advantage).

On 17 September 2019, the Directors and Statutory Auditors also received from the Head of Corporate Affairs Governance & Compliance a disclosure on the new provisions introduced by the *Shareholders' Rights Directive II* which entailed a change in the provisions set forth in the Civil Code and the CFA, including the sanctions regime applicable to: 1) Related-Party Transactions; 2) report on remuneration policy and fees paid; 3) identification of the shareholders; 4) right to ask questions before the Shareholders' Meeting is held; 5) transparency of the advisers in the area of voting, institutional investors and asset management.

The Head of Corporate Affairs Governance and Compliance has also updated the Directors and the Statutory Auditors on the announcement made by the Corporate Governance Committee on 23 July 2019 about the upcoming publication of a new edition of the Self-Regulatory Code for the listed companies. During the session, the objective of updating the Code and the emphasis placed on the integration of sustainability in the strategies, in the risk management and in the remuneration policies of the listed companies, and on the development of a more continuous dialogue between the latter and the investors and the other relevant stakeholders, was highlighted. During the session, the proportionality of the recommendations of the new



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Corporate Governance Code as regards the different characteristics based on the size and ownership structure of the listed companies, was also commented on.

On 19 November 2019, the Directors and the Statutory Auditors were invited to participate in the event "Beyond Digital", held at the Maire Tecnimont S.p.A. registered office, addressing the Group Digital Transformation topic which was started by the Maire Tecnimont Group aimed at creating a new operating model focused on the engagement of people and the strengthening of cross-channel processes. For the Marie Tecnimont Group, the digital transformation requires a pragmatic approach for the creation of value through a large portfolio of initiatives and the pervasive involvement of human resources.

Finally, at the meetings held in February and March 2020, the Head of Corporate Affairs Governance & Compliance, in cooperation with the Chairman, provided an Induction to the Committees and the Board of Directors about the Corporate Governance Code.

In particular, the Induction concerned:

- the objectives of the activities of the Corporate Governance Committee of Borsa Italiana S.p.A. which, in formulating the Corporate Governance Code has, in particular, taken into account the development of the international best practices in terms of simplification and streamlining of contents, an increased attention to sustainability and engagement issues with the institutional investors;
- the entry into effect of the Corporate Governance Code (on 1 January 2021) and the planning recommended by the Group Corporate Affairs, Governance & Compliance function of the Company in order to carry out the necessary assessments for the adoption of the Corporate Governance Code and the subsequent amendments to the Company's governance;
- the introduction, through the Corporate Governance Code, of new proportionality standards based on size criteria and a control model with all the related impacts on the Company, taking into account its capitalisation over the three subsequent periods as well as the current ownership structures;
- the contents of the Principles and Recommendations stated in the Corporate Governance Code and in particular i) the role of the administrative body, ii) the composition of the corporate bodies, iii) the functioning of the administrative body and the role of the Chairman, iv) the appointment of the Directors and the self-evaluation of the administrative body, v) the remunerations and vi) the internal control and risk management system.

Some meetings of both the Board of Directors and the Risk Control and Sustainability Committee were also held, aimed at developing the knowledge of the internal control and risk management system of the Company and the Group, also in order to support the definition of the guidelines of the internal control and risk management system, so that the main risks relating to the

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Company and its subsidiaries are correctly identified and adequately measured, managed and monitored, also determining the degree of compatibility of said risks with the strategies approved.

#### **4.3 ROLE OF THE BOARD OF DIRECTORS**

##### **(pursuant to article 123-bis, paragraph 2, letter d), CFA)**

During the Financial Year, 9 Maire Tecnimont's Board of Directors' meetings have been held with an average duration of approximately 2 hours.

For the Financial Year, 11 meetings are expected of the Board of Directors. As at the date of approval of the Report, the Board had met 2 times, respectively on 5 March 2020 and 11 March 2020.

The disclosure to the Directors and Statutory Auditors is made available to them via a dedicated portal, both with full documentation and with summary notes clarifying the most significant, relevant points to the decisions under resolution.

During the year, the Chairman, with the support of the Board's Secretary ensured that the Company's Functions prepared complete and exhaustive documentation related to the agenda items to be made available in advance of the convening dates of the corporate bodies.

In the presence of complex issues and with the support of voluminous documentation, some notes were drawn up by the management of the Company with a summary of the most significant and relevant points in order to provide the necessary information for passing resolutions, notwithstanding the prior forwarding to all Directors and Statutory Auditors of the entire documentation concerning the Agenda items.

Although a specific pre-meeting term by which the documentation must be sent out was not set up, particular attention was placed over the year to ensure an adequate management of the information flows to be provided, in a complete and timely fashion, to the Board of Directors and to the Board's committees, meeting both confidentiality and usability requirements thanks also, as highlighted earlier, to the portal accessible exclusively to the Directors and the Statutory Auditors.

It should also be noted that, normally, all relevant issues are dealt with in advance by the Committees established internally to the Board, which meet on a date prior to the meeting of the Board or during the meetings of the Board itself, where they review, over multiple meetings if necessary, the issues on which resolutions must be discussed and passed in the following meetings.



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The Chairman of the Board of Directors in any case guarantees that during the meeting the time necessary for ample illustration by the delegated bodies in order to make aware decisions is dedicated to the related topics. The Chairman shall also ensure that adequate and accurate clarifications are provided regarding items to promote a constructive debate with the involvement of Statutory Auditors and Directors, including the independent and non-executive.

The Managers of the Issuer responsible for the relevant corporate functions and external consultants were also invited to the Board meetings held in the Financial Year and depending on the items to be discussed, thus valuing the Board's meetings as an opportunity in which all the Directors may acquire adequate information about the management of the Company and the Group and appropriate insights on agenda items.

Specifically, the meetings of the Board of Directors of Maire Tecnimont are regularly attended by the Head of the Group Corporate Affairs, Governance & Compliance function as also the Secretary of the Board of Directors which, if necessary, illustrates the issues of competence of its Function concerning the items on the agenda of the Board of Directors. The meetings of the Board of Directors are also regularly attended by the Group's Chief Financial Officer and the **"Manager responsible for financial reporting"**, and from time to time, depending on the items on the Agenda, by the Group General Counsel, the Head of the function Human Resources Manager, ICT and Process Excellence Senior Vice President of the Company, the Head of Internal Audit, the Head of HSE Group, Project Quality & Risk Management, the Head of Sustainability Reporting or other Executives of the Group to illustrate specific issues related to the business.

The Board of Directors plays a central role in the Company's organization being responsible for the definition and pursue of the strategic objectives of the Company and the Group, as well as to verification of the availability of the controls necessary to monitor the Company and Group Companies performance.

In addition to the powers attributed by law and by the Company By-laws to the Board of Directors, including those specified in article 2381, paragraph 4 of the Italian Civil Code, the Board of Directors has the following powers:

- review and approval of the strategic business plans (including those relating to human resources) and the financial plans and *budgets* of the Company and Group, as well as the periodical monitoring of their implementation;
- review and approval of the draft financial statements, interim management reports and the interim financial report, both of the Company and consolidated;
- the definition of the nature and levels of risk compatible with the strategic objectives of the Company, including in its assessments all the risks that may become relevant in terms of the medium-long term sustainability of the activities of the Company;

- evaluation of the suitability of the general organisational, administrative and accounting structure of the Company and the subsidiary having strategic significance, with particular reference to the internal control and risk management system;
- evaluation of the Company performance taking into particular consideration the information received from the relevant competent bodies and periodically comparing the results achieved against the budget;
- periodic assessment of the economic, equity and financial performance of the Company and the Group;
- definition of the corporate governance and rules of the Company and the Group structure;
- establishment and regulation of the Board internal committees, with the relevant appointments and determination of remunerations;
- attribution and revocation of powers of attorney to the CEO, the Chairman and other Board members, with possible specification of limits and application criteria (for the powers of attorney) and determination of the relevant remuneration;
- review and approval of the proposals from the Remuneration Committee;
- review and approval of the transactions on behalf of the Company and its subsidiaries, when such transactions have significant strategic, economic and financial relevance for the Company. In this respect, it shall be noted that the Issuer's Board of Directors of 29 April 2019 resolved that transactions having the characteristics above specified are, by way of example without limitations: (a) transactions to be accomplished by the Issuer or Group company belonging to the Issuer, relating to the establishment of companies and branches or the acquisition, transfer, disposal in any form of shareholdings or companies or business unit when (i) the relation between net equity involved in the transaction and the Group's consolidated net equity is greater than 5% or (ii) the value of the transaction is greater than 5% of the Group's consolidated net equity; and (b) the issue of personal or real guarantees, of whatever amount, in the interest of the subsidiary, and in the interest of third parties;
- review and approval of operations by the Issuer and Group companies concerning the concession, assumption and early repayment of loans in general, the assumption of financial debt and other financial transactions of any kind, including bank and insurance bonds, worth more than Euro 50 million per transaction;
- merger in the cases envisaged by articles 2505 (incorporation of fully owned subsidiaries) and 2505-bis of the Civil Code (incorporation of companies owned at ninety percent), as well as divisions, when the aforementioned regulations also apply.



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Moreover, in compliance with the Consob Related-Party Regulation, the Company adopted a Procedure for the Management of Transactions with Related-Party, described in further detail in Section 12 of the Report, to which reference is made, which envisages a specific procedure to be applied in carrying out Significant Transactions and Minor Transactions (as defined in the procedure), on the basis of the provisions of Consob Related-Party Regulation, establishing, amongst other matters, that the approval of the first is reserved to the Board of Directors.

Pursuant to article 16 of the Company By-laws, in order for resolutions to be valid, it is necessary that the majority of the Directors in office be present and the resolutions are given a favourable vote by the majority of the attendees.

The Board, respectively upon approval of the annual financial report and half-year financial report, shall evaluate the adequacy of the organizational, administrative and accounting structure of the Issuer and Tecnimont - a subsidiary with strategic relevance whose assets are 48.5% of the consolidated assets of the Company - with particular reference to the internal control and risk management system.

Therefore, with reference to the year, the Board of Directors assessed the adequacy of the organisational, administrative and accounting structure of both the Issuer and Tecnimont, on 25 July 2019 and on 5 March 2020.

These evaluations, which had positive outcomes in both cases, have been conducted on the basis of a report, supported by documentary evidence, provided by the CEO and by Human Resources, ICT and Process Excellence Senior Vice President of the Company, to the Directors and Statutory Auditors on the organizational, administrative and accounting structure, not only of the Issuer but also of the main direct subsidiaries, including Tecnimont.

The Risk Control and Sustainability Committee, whose meetings are duly minuted, received reports over the period from the Director in charge of the Internal control and risk management system, the Head of Internal Audit, the Head of Group Corporate Affairs, Governance & Compliance, the Head of Group HSE, Project Quality & Risk Management of the Company and the Manager of Sustainability Reporting, as well as the Group General Counsel, on the identification, measurement, management and monitoring of the main risks of the Company and the Group.

The Chairman of the Risk Control and Sustainability Committee has always provided information on the activities of the Committee and the results of its preliminary activities at the first Board of Directors' meeting.

With regard in particular to risk management, reference is made to as specified in Section 11 of the Report ("*Internal control and risk management system*").

The Board has also assessed on a quarterly basis the general operating performance, taking the information received from the Executive Directors into account and periodically comparing the results attained against budget.

The Self-Regulatory Code requires that the Board of Directors carries out, at least once a year, an evaluation on the functioning of the Board and its committees, as well as on their size and composition, taking into account characteristics such as professional background, experience, also in management, and the gender of its members and office seniority (the “**Board Evaluation**”).

The Board of Directors, taking into account the first year of the mandate of the Board in office, has entrusted, for the year, the Board Evaluation to the Group Corporate Affairs, Governance & Compliance function of Maire Tecnimont and to the Lead Independent Director.

The annual self-evaluation results were reviewed by the Group Corporate Affairs, Governance & Compliance function, after sharing them with the Lead Independent Director, and were presented to the Board of Directors during the meeting held on 5 March 2020.

The Group Corporate Affairs, Governance & Compliance function of the Company prepared a questionnaire that took into account the recommendations formulated by the Chairman of the Corporate Governance Committee of Borsa Italiana S.p.A. with a letter dated 19 December 2019, in order to identify, also for self-evaluation purposes, the possible developments in the governance of the Company as regards the “areas needing improvements”, also in qualitative terms, identified in 2018 by the Committee.

In addition, in consideration of the approval by the Committee, in January 2020, of the Corporate Governance Code and in anticipation of the assessments that the Board of Directors of the Company will be called upon to carry out, with reference to the adoption and application thereof - the latter, starting from the first period that will begin after 31 December 2020 - the self-evaluation also provided an opportunity i) for assessing, on a preliminary basis, the degree of compliance of the Company with the new principles and recommendations of the Corporate Governance Code and ii) for collecting suggestions and/or guidelines from the Directors of the Board.

The results of the self-evaluation for the period provided a very positive picture that did not show any critical issues as regards the functioning, the composition and the size of the Board of Directors. As regards rules and regulations of corporate governance, the Board of Directors believes that they must be defined according to the Company and the Group’s requirements and in the pursuit of the objective of achieving a sustainable success. The Board of Directors has expressed its approval, on an annual basis, of the work plan prepared by the Head of Internal Audit, and assessed as positive and productive the relationships it maintains with the Board of Statutory Auditors and the Supervisory Body, pursuant to Legislative Decree 231/01,



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as well as with the Independent Auditors. Remuneration policies also obtained a favourable opinion. In particular, the Board believes to have properly reviewed the remuneration policies of the Company and the Group, also in terms of their suitability to achieve the sustainable success of the Company. A positive judgement was also expressed as regards the functioning of the Board in terms of the adequacy of the Agenda items, the information provided by the CEO on the development and performance of the operations in execution of his mandate, the minutes kept at the meetings, the support from the Chairman and the assistance and advisory services provided by the Secretary of the Board of Directors.

The Directors also appreciate the methods applied to the distribution of and the access to the support materials for the resolutions to be passed by the Board which guarantee an adequate usability and confidentiality of the material itself that is deemed to be complete and sufficiently clear, as well as the support provided by the corporate functions that are seen as competent and precise in providing the necessary details and clarifications on specific topics. In this regard, a particular appreciation was expressed for the level of details with which the areas that fall under the scope of the Board of Directors responsibility are managed and for the seriousness and competence with which the functions of the Company support the corporate bodies. The duration and frequency of the meetings of the Board of Directors was deemed to be adequate by the Directors. Positive feedback was also received as concerns the climate and the dynamics within the Board of Directors, the role of the Chairman of the Board and the Induction activities promoted thereby, with the cooperation of the Secretary of the Board of Directors, aimed at providing an adequate knowledge of the Company and the Group, the activities and business reference sectors, the corporate dynamics and their development, also in terms of the sustainable success of the Company, as well as the principles for an effective management of risk and the reference regulatory and self-regulatory framework. As regards composition, the professional and management competences as well as the size of the Board of Directors, a positive judgement was expressed with reference to the composition of the Board of Directors as being balanced and diversified, also in terms of the executive, non-executive and independent members as well as the professional and managerial expertise represented therein, the adequate and appropriate diversity in gender, professional training, age, geographic origin and international experience.

A positive feedback was also given about the Internal Committees of the Board of Directors (Risk Control and Sustainability Committee, Remuneration Committee and Related Party Committee), deemed to be adequate in terms of number, type, expertise of the members and efficacy in the performance of their proposing and consulting roles toward the Board of Directors.

As regards the self-evaluation of the individual Board members, they have declared to have actively participated in the discussions and decisions of the Board, with independent judgement

and free appreciation of the activities carried out by management, and consider that being part of the Board of Directors of the Company is stimulating, in addition to declaring to be perfectly aware of the obligations and responsibilities inherent to their functions.

In paragraph 4.2 of the Report, the criteria and policies on diversity adopted by the Board of Directors are described.

At the date of approval of the Report, the Shareholders' Meeting did not authorize general or advance derogation of the prohibition of competition under article 2390 Civil Code.

#### 4.4 DELEGATED BODIES

##### Chief Executive Officers

Pursuant to article 17 of the Company By-laws, the Board of Directors may delegate its powers, with the exclusion of those expressly reserved by law to the competence of the Board, to an Executive Committee and/or to one or more Board members and appoint power of attorney holders, also on a permanent basis, by single deeds or transactions or by categories of deeds and transactions.

The Shareholders' Meeting of 29 April 2019 appointed Fabrizio Di Amato as Chairman of the Board of Directors, therefore confirming him in the same office held during the previous term. The Board of Directors, which met on the same date at the end of the Shareholders' Meeting, confirmed Pierroberto Folgiero as CEO of the Company, thus maintaining separation of the roles of Chairman and CEO in order to ensure consistency with the previous Board mandates.

During the same meeting, the Board of Directors, while confirming Pierroberto Folgiero as Chief Operating Officer of the Company, attributed to the CEO all the powers of ordinary and extraordinary Company management that are not reserved to the competence of the Board of Directors (specified in Section 4.3 of the Report) or the Chairman, to be exercised in Italy and abroad with individual signature, except where otherwise envisaged.

It should be noted that Pierroberto Folgiero has held the office of Chief Operating Officer of the Company since 22 May 2012.

Pierroberto Folgiero serves as Chief Executive Officer ("**CEO**"), understood as the Executive Director who, by virtue of the powers granted and their actual exercise, is primarily responsible for management of the Issuer.

Specifically, the following Functions report to Pierroberto Folgiero, as Chief Executive Officer of the Company: Administration, Finance and Control, which includes the Group Project Control Contract & Subcontract Management, Sustainability Reporting, Investor Relations and Group Merger & Acquisition and Cooperation Agreements, Human Resources, ICT and Process



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Excellence - which includes the following functions: Group System Quality, Group Organization, Group Security and Group Performance Improvement & Supply Chain Excellence - Group Special Initiatives and Regions Coordination, Legal Affairs & Contracts, Technology, Group HSE, Project Quality & Risk Management and Corporate Strategy.

In addition, Pierroberto Folgiero, as Chief Operating Officer of the Company, is also responsible for defining strategic business of the operational and commercial activities and initiatives to strengthen the geographical presence of the Group. To this end, the following functions report to Pierroberto Folgiero, in his capacity as Chief Operating Officer: *North America Region, Central and South America Region Russia and Caspian Region, Middle East Region, Sub-Saharan Africa Region, North Africa Region, Indian Region, South East Asia and Australian Region, Iran Group Initiatives.*

Pierroberto Folgiero has been assigned the following powers:

- a) to determine the strategies in terms of general guidance and the development policy of Maire Tecnimont and the Group and to implement the Group acquisitions and disposals Plan, defined in the Strategic Plans approved by the Board of Directors;
- b) to monitor the trend of Maire Tecnimont and the Group and to ensure that the organisational, administrative and accounting structure of Maire Tecnimont is suitable for the nature and size of the Company;
- c) to prepare the *budgets* and strategic, business (including those relating to human resources) and financial plans, as well as the investment plans of Maire Tecnimont and the Group, to be submitted to the Board of Directors, and ensure their implementation;
- d) to prepare investment proposals and extraordinary operations for which the Board of Directors is competent to resolve;
- e) to oversee, as Appointed Director in accordance with article 7 of the Self-Regulatory Code, the functionality of the internal control and risk management systems, defining the relevant instruments and implementation methods according to the guidelines defined by the Board of Directors;
- f) to implement the management and coordination of Group companies, also by proposing, by agreement with the Chairman, the appointment of Managing Directors of the companies directly controlled by Maire Tecnimont;
- g) to inform the Board on the work carried out in exercising the powers of attorney assigned during the Board meetings and in any case at least once a quarter.

The Chief Executive Officer is not responsible for interlocking directorate situations, as recommended by the Self-Regulatory Code under application criterion 2.C.6<sup>2</sup>, taking into account that Perroberto Folgiero holds responsibilities only within the Group.

### **Chairman of the Board of Directors**

The Ordinary Shareholders' Meeting of 29 April 2019 appointed Fabrizio Di Amato as Chairman of the Board of Directors, therefore confirming him in the office held during the previous term.

The Board of Directors met following the Shareholders' Meeting and, acknowledging the confirmation by the latter of Fabrizio Di Amato as Chairman of the Board, confirmed the powers conferred to him by the law and the By-laws, as well as the delegated powers and authorities already conferred to him in the previous mandate, as follows:

- 1) as Chairman of the Board of Directors:
  - a) see to the orderly conduct of the Board of Directors' meeting, i.e.:
    - call the Board of Directors' meetings, establishing the agenda and leading the meetings;
    - communicate the items on the agenda and arrange for the Directors to be sent, sufficiently in advance, the most suitable documentation to allow their effective participation in the work of the Board;
  - b) ensure adequate information flows between the Board's committees and the Board, facilitating the consistency of the decisions of the corporate bodies of the Company;
  - c) act as an effective interlocutor of the *Lead Independent Director*, in order to incorporate the contributions of non-executive Directors and Independent Directors;
  - d) oversee the definition of the strategic lines of the Company and the Group also in order to promote international growth and operational excellence programs;
  - e) oversee the implementation of the Strategic Plans of the Company and the Group approved by the Board of Directors;
  - f) oversee, in implementation of the guidelines issued by the Board of Directors, the work of the Internal Audit function;
- 2) as *Group Corporate Affairs, Governance & Compliance and Institutional Relations Senior Executive*:
  - a) manage institutional relations and external relations of the Company and the Group;

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<sup>2</sup> Pursuant to Application Criterion 2.C.6 of the Self-Regulatory Code "The Chief Executive Officer of an issuer (A) does not act as a director of another issuer (B), not belonging to the same group, of which a director of the issuer is Chief Executive Officer (A)".



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- b) manage communication and initiatives to promote the image of the Company and the Group;
  - c) manage and coordinate, in accordance with the guidelines of the Board of Directors, the activities of the *Institutional Affairs and Communication function*;
  - d) oversee the correct management of corporate information;
  - e) propose initiatives in favour of Directors and Statutory Auditors aimed at strengthening their knowledge of the Company and the Group ("*Induction Session*");
  - f) without prejudice to the competence of the Board of Directors, prepare proposals relating to the corporate governance system;
  - g) manage and coordinate, in implementation of the guidelines of the Board of Directors, the activities of the *Group Corporate Affairs, Governance & Compliance function*;
  - h) oversee the fulfilment of reporting disclosure obligations in the field of non-financial information (Sustainability) of the Company and the Group.

Lastly, it is noted that the Chairman, Fabrizio Di Amato, holds direct control of the Company through GLV Capital.

### **Executive Committee**

At the date of this Report, the Board of Directors has not appointed an executive committee.

### **Information flow to the Board**

During the Financial Year, the CEO and Chief Operating Officer Pierroberto Folgiero and the Chairman of the Board of Directors, Fabrizio Di Amato, reported to the Board on their work carried out by virtue of the exercise of the powers assigned them, more or less once a month.

### **4.5 OTHER EXECUTIVE DIRECTORS**

There are no other executive Directors apart from the CEO and Chief Operating Officer Pierroberto Folgiero and the Chairman of the Board of Directors Fabrizio Di Amato.

### **4.6 INDEPENDENT DIRECTORS**

There are currently five Independent Directors on the Board and precisely: Gabriella Chersicla, Vittoria Giustiniani, Andrea Pellegrini, Patrizia Riva and Maurizia Squinzi. The same Directors were also qualified as Independent Directors during the previous term.

The Board of Directors - in implementation of the provisions of the Code and on the basis of the information available and the statements made by the parties concerned - ascertained, in the first meeting after appointment, held on 29 April 2019, that they fulfil the requisites to be qualified as independent according to the application criteria defined in the Code and in compliance with the criteria provided for in article 147-ter, paragraph 4 of the CFA, which makes also reference to the criteria set out in article 148, paragraph 3 of the CFA, disclosing the results of said assessments to the market through a press release.

In addition, with reference to the Financial Year, in the meeting of 5 March 2020, the Board – in implementing the provisions of the Code and based on the available information and declarations provided by the involved parties – has again assessed the fulfilment of the requirement of independence of the Directors Gabriella Chersicla, Vittoria Giustiniani, Andrea Pellegrini, Patrizia Riva and Maurizia Squinzi, and confirmed, following the verifications carried out, that they may qualify as independent pursuant to article 147-ter, paragraph 4 of the CFA and article 3 of the Code, in particular with reference to the application criteria 3.C.1 et seq..

With reference to the audits that the Board of Statutory Auditors is required to carry out pursuant to Application Criterion 3.C.5. of the Code, it is noted that on 29 April 2019, the Board of Statutory Auditors, after the appointment of the Board of Directors, and subsequently on 4 March and, most recently, on 11 March 2020, positively confirmed the correct application of the assessment criteria and procedures adopted by the Board to evaluate the independence of its members and reported the results of the audits carried out.

The outcome of these verifications will be disclosed in this Report and in the Statutory Auditors' report to the Shareholders' Meeting prepared pursuant to article 153 CFA.

Upon their appointment, the Independent Directors elected from both the Majority list and the First Minority List committed to promptly notify the Company of any change in the content of the declaration of independence made by the same.

As for the information regarding the meetings of the Independent Directors held during the Financial Year, in the absence of the other Directors, pursuant to Application Criterion 3.C.6. of the Code, reference is made to the following Section 4.7 of the Report.

#### **4.7 LEAD INDEPENDENT DIRECTOR**

On 29 April 2019, the Board of Directors, taking into account the fact that the Chairman of the Board, Fabrizio Di Amato, is the party that indirectly controls the company, confirmed - in compliance with the recommendations of article 2, Criterion 2.C.4 of the Code - Gabriella Chersicla as *Lead Independent Director* until the approval of the Company's financial statements at 31 December 2021.



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The *Lead Independent Director* is a point of reference for the co-ordination of the requests and contributions of non-executive Directors and, in particular, of Independent Directors. The Code also establishes that the *Lead Independent Director* must collaborate with the Chairman of the Board of Directors in order to guarantee that Directors receive complete and prompt information. Besides, the Lead Independent Director has the right to independently or upon request of other Directors, convene specific meetings of Independent Directors to discuss matters considered to be of interest with respect to the functioning of the Board of Directors or to the Company management.

Upon proposal by the Lead Independent Director, Gabriella Chersicla, during the period, two meetings of the Independent Directors of Maire Tecnimont were held. In these meetings, the Independent Directors analysed and discussed topics concerning the Company, including i) the planning of Induction activities, ii) activities concerning Risk Management, Corporate Management, Corporate Governance & Compliance, Internal Audit and more in general the internal control and risk management system of the Company, also in terms of the internal coordination of the corporate functions involved and the relationships with the corporate and control bodies, and iii) the compensation system of the Group.

During the period, the Lead Independent Director, Gabriella Chersicla, participated in all the meetings of the Board of Directors and in the capacity of Chairman of the Board, in all the meetings of the Risk Control and Sustainability Committee as well as in the meetings of the Related Party Committee.

## **5. PROCESSING OF CORPORATE INFORMATION**

On 25 January 2018, after obtaining the favourable opinion of the Risk Control and Sustainability Committee, the Board of Directors updated the following procedures:

- "*Procedure for managing Inside Information and Potential Inside Information*";
- "*Procedure for managing the List of persons who have access to Inside Information and the List of subjects who have access to Specific Potential Inside Information*"; and
- "*Internal Dealing Procedure*".

The procedures are available on the Issuer's website [www.mairetecnimont.com](http://www.mairetecnimont.com), in the section "Governance" – "Corporate Documents".

## **6. BOARD OF DIRECTORS' INTERNAL COMMITTEES**

**(pursuant to article 123-bis, paragraph 2, letter d), CFA)**

The Board of Directors has established a Remuneration Committee and a Risk Control and Sustainability Committee, both with proactive and advisory functions, in accordance with the provisions of article 4 of the Code.

The functions were not distributed to the Committees differently from as recommended by the Code nor were reserved to the entire Board, without prejudice to that described at paragraph 7 below, on the Appointments Committee.

In line with the provisions of the Consob Related-Party Regulation, the Board of Directors has established the Related-Party Committee, which has been assigned the duties and functions indicated in the Company's "Procedure for Transaction with Related-Party". Pursuant to the express resolution of the Board of Directors the principles and application criteria provided by the Code will apply to the Company's Related-Party Committee. For additional information regarding the composition, functions and duties of this Committee and the Company's "Procedure for Transaction with Related-Party", reference is made to Section 12 of the Report.

At the date of this Report, no committees other than those provided for by the Code or the Related-Party Committee have been established, except as specified in Section 10 of the Report with reference to the attributions on sustainability attributed to the Risk Control and Sustainability Committee and the subsequent Section 17 of the Report ("Further corporate governance practices").

## **7. APPOINTMENTS COMMITTEE**

The Board of Directors, at the meeting of 11 March 2020, resolved not to establish, consistent with the previous mandates, an Appointment Committee, taking into consideration the fact that all assessments in the area of corporate governance, including the co-opt candidatures, are jointly carried out by the entire Board, upon obtaining the opinion of the Board of Statutory Auditors, if necessary. To be noted is that the Board of Directors is composed of five Independent Directors out of nine members – one of whom in the role of Lead Independent Director – and, therefore, a number higher than required by the law.

In addition, the provision of the By-laws regarding election of the Board of Directors through the list voting mechanism ensures a transparent appointment procedure of Directors and the appointment of at least one Director by the minority list.

The Board of Directors, in conducting its assessments, has also kept into an early consideration the provisions of the new Corporate Governance Code with particular reference to the size and the ownership structure of the Company.



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## 8. REMUNERATION COMMITTEE

In accordance with the provisions of article 6 of the Code, the Board of Directors has established the Remuneration Committee.

### **Composition and operations of the Remuneration Committee (pursuant to article 123-bis, paragraph 2, letter d), CFA)**

The Remuneration Committee currently in office was appointed by the Board of Directors on 29 April 2019, following the Shareholders' Meeting, and will remain in office until approval of the financial statements at 31 December 2021.

In particular, the Board of Directors confirmed the previous composition of the Remuneration Committee, which therefore consists of the following members: Andrea Pellegrini, as Committee Chairman, Luigi Alfieri and Vittoria Giustiniani.

All Committee members are non-executive Directors. Moreover, Andrea Pellegrini and Vittoria Giustiniani are Independent Directors. The Board recognises that all Remuneration Committee members, considering the relevant professional profile, have an adequate knowledge and expertise in financial matters or remuneration policies.

The Remuneration Committee has its own operating regulation approved, most recently, by the Board of Directors of 29 April 2019. As envisaged in the Remuneration Committee Regulation, no Director takes part in the Remuneration Committee meetings when proposals to Board of Directors regarding their remuneration are submitted.

The Remuneration Committee Regulation gives the entire Board of Statutory Auditors the right to attend the Committee meetings.

During the year, the Remuneration Committee met 10 times, and precisely: on 12 February, 28 February, 13 March, 8 May, 11 June, 9 July, 24 July, 13 November, 26 November and 10 December 2019. The meetings of the Remuneration Committee lasted an average of 1 hour and were regularly minuted.

The Chairman of the Remuneration Committee regularly provided information to the first Board of Directors on the activities of the Committee and on the issues covered in each meeting of the same.

For 2020, 7 meetings of the Remuneration Committee are scheduled, 3 of which have been already held, respectively, on 19 February, 4 February and 10 March 2020.

For further information on the composition and operation of the Remuneration Committee, reference is made to Table 2 annexed hereto.

All members of the Remuneration Committee have actively participated in all its meetings and in the meetings of the Board of Statutory Auditors and, invited by the Committee itself, the following have also participated: Human Resources, ICT and Process Excellence Senior Vice President Franco Ghiringhelli, Group Development & Compensation Head of Department, and for regulatory and legal profiles, representatives of the Group Corporate Affairs of the Company. The Remuneration Committee has also used the support of external consultants.

### **Functions of the Remuneration Committee**

In compliance with article 6 of the Code and as envisaged by article 3 of the Remuneration Committee Regulation, the Remuneration Committee has the following tasks:

- formulate proposals to the Board of Directors for the implementation of policies regarding the remuneration of executive Directors and executives with strategic responsibilities;
- formulate proposals to the Board of Directors for the implementation of policies regarding the remuneration of the Group's Top Managers, including money and shared-based incentive on the short and long term;
- periodically assess the adequacy, general consistency and concrete application of the policy for the remuneration of the executive Directors and executives with strategic responsibilities, availing itself, in this latter context, of the information provided by the Company CEO;
- submit proposals to the Board of Directors and express opinions regarding the remuneration of the executive Directors and other Directors holding special offices and also concerning the determination of the performance targets correlated to the variable component of their remuneration;
- monitor the implementation of decisions taken by the Board itself, verifying, in particular, the actual achievement of performance targets;
- examine in advance the annual remuneration report which listed companies are required to prepare and make available to the public before the annual Shareholders' Meeting pursuant to article 2364, paragraph 2 of the Civil Code, in accordance with applicable regulatory requirements.

During the Financial Year, the Remuneration Committee periodically assessed the adequacy, overall consistency and concrete application of the policy for the remuneration of Directors and Top Management.

In addition to the above, during the year, in compliance with the redefinition of the Group Remuneration Policies adopted in the previous financial years, the Remuneration Committee



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supported the Board of Directors in the implementation and monitoring of an incentive system defined in the 2019 Remuneration Policy aimed in particular at long-term sustainable value growth. In this regard, to be noted are:

- the 2019-2021 Management by Objectives Plan ("2019-2021 MBO Plan"), addressed to top executives, which gives the right, to the involved subjects, to receive an annual bonus in cash, in response to the need to provide incentives for the achievement of the objectives defined on an annual basis, for the implementation of the Industrial Plan of the Company, and which provides for a part of the bonus being deferred to the end of the three year Plan, in order to associate the annual performance with the long term objectives;
- the Restricted Stock Plan, valid for the three-year period 2017-2019 in favour of the CEO and some other identified Top Executives, which represents an additional retention and co-participation tool for the further development of the Company and creation of value for the stakeholders;
- the 2019-2021 Long-Term Incentive Plan ("2019-2021 LTI Plan"), approved by the Board of Directors at the 25 July 2019 meeting, in favour of the CEO and some selected Top Executives, which is drawn from the need to further strengthen the retention of key resources for the achievement of the strategic objectives and the creation of sustainable value for the shareholders and the stakeholders, enabling the Group to look forward to a stronger growth and to even longer-term corporate development.

In addition, the Remuneration Committee reports to the Shareholders during the annual Shareholders' Meeting on the criteria adopted in the performance of its tasks pursuant to article 2364, paragraph 2, of the Civil Code, where required.

In the meetings of 19 February 2020 and 4 March 2020, the Remuneration Committee first reviewed, and thereafter on 10 March 2020, expressed an opinion in favour of the approval by the Board of Directors of the 2020 Remuneration Policy and of the Report on the 2020 Remuneration Policy and fees paid for the period, pursuant to article 123-ter of the CFA, that all listed companies shall prepare and make available to the public before the annual Shareholders' Meeting as per article 2364, paragraph 2 of the Civil Code, in compliance with currently applicable regulatory provisions, on the Company's website ([www.mairetecnimont.com](http://www.mairetecnimont.com), section "Governance" - "Shareholders' Meeting Documents" - "2020").

It should be noted that SHRD II has introduced, inter alia, relevant changes in the area of remuneration, amending article 123-ter of the CFA and the nature of the vote of the shareholders on the Remuneration Policy under "First Section" of the Report on the Remuneration Policy and fees paid, requiring that it must be of a binding nature. Pursuant to article 123-ter of the CFA, the "Second Section" of the Report on the Remuneration Policy and fees paid is submitted to the shareholders' voting that, however, will not be of a binding nature.

The Report on the 2020 Remuneration Policy and fees paid was approved by the Board of Directors at the meeting of 11 March 2020. "First Section" shall be submitted for approval, with binding vote, to the next Shareholders' Meeting of the Company, scheduled for 16 April 2020 on first call and for 17 April 2020 on second call. Likewise, "Second Section" shall be submitted for approval to the Shareholders' Meeting, with non-binding vote.

In the performance of its Functions, the Remuneration Committee has had access to the necessary information and corporate functions in order to accomplish its tasks relying, in particular, on the support of the Human Resources, ICT and Process Excellence, to which the Group Development & Compensation function of the Company reports.

As envisaged in article 7 of the Regulations of the Remuneration Committee, the latter may resort to external consultants for the performance of its tasks.

In particular, Maire Tecnimont, upon verifying the independence of the selected company, has availed itself of the remuneration-related advisory services provided by Willis Towers Watson, leading company in industry remuneration surveys by advisory activities and certification of corporate compensation systems.

No specific financial resources have been allocated to the Remuneration Committee since the same Committee avails itself - as above mentioned for the performance of its tasks - of the means and corporate structures of Maire Tecnimont and may avail itself of external consultants, the expenses of which are paid for by the Company up to a maximum amount from time to time established by the Company.

## **9. DIRECTORS' REMUNERATION**

### **General remuneration policy**

For information on the general remuneration policy, reference should be made to the Report on the Remuneration Policy 2020 and fees paid, prepared pursuant to article 123-ter of the CFA and made available to the public on the website of the Company ([www.mairetecnimont.com](http://www.mairetecnimont.com), section "Governance" - "Shareholders' Meeting Documents" - "2020"), approved by the Board of Directors on 11 March 2020, on a proposal from the Remuneration Committee.

### **Share-based remuneration plans**

The Ordinary Shareholders' Meeting of 26 April 2017 approved, pursuant to article 114-bis of the CFA, the introduction of a new long-term retention system based on the allotment of Company's shares (the "2017-2019 Restricted Stock Plan"). For further information, reference should be made to the "2017 Remuneration Report" prepared pursuant to article 123-ter of the CFA, the Explanatory Report prepared pursuant to article 114-bis of the CFA and article 84-ter



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of the Consob Issuers' Regulation and the Information Document prepared pursuant to article 84-bis of Consob Issuers' Regulation, available on the Company's website ([www.mairetecnimont.com](http://www.mairetecnimont.com), section "Governance" - "Shareholders' Meeting Documents" - "2017").

The Board of Directors at the meeting of 25 July 2019 approved the Long-Term Incentive Plan 2019-2021 ("LTI Plan 2019-2021"). This Plan was generated from the need to further strengthen the retention of key resources for the achievement of the strategic objectives and the creation of sustainable value for the Shareholders and the Stakeholders, allowing the Group to look forward to stronger growth and even longer-term corporate development. The Plan, approved by the Board of Directors, provides for the assignment to the CEO and General Manager of a cash bonus at the end of the vesting period, based on the extent by which the performance objectives were achieved. In order to align even further the interests of management with those of the Shareholders in terms of creation of the sustainable and long-term value of the Company, using the conversion right set forth in Paragraph 5 of the Regulations of said Plan, on 11 March 2020, the Board of Directors of the Company approved, with the favourable opinion of the Remuneration Committee and having heard the Board of Statutory Auditors within its competence, the proposal to submit to the Shareholders' Meeting the conversion of the cash bonus into Maire Tecnimont S.p.A. shares, pursuant to article 114-bis of the CFA, notwithstanding the provisions set out in the Regulations, i.e. that "benefits equal to those provided for in this Plan, must be guaranteed". The Board has also confirmed the application method of the Plan, as described above. According and subsequently to the approval by the Shareholders' Meeting of the authorisation for the conversion of the Bonus in Shares, all Beneficiaries shall be informed about the number of shares they have the right to receive using as a reference the value of the cash bonus communicated in the Letter of Invitation to join the Plan and the value of the Maire Tecnimont S.p.A. share, calculated as the average of the closing price during the quarter February-March-April prior to the conversion of the Bonus.

For further information, reference should be made to the "Report on the 2020 Remuneration Policy and fees paid" prepared pursuant to article 123-ter of the CFA and the Explanatory Report prepared pursuant to article 114-bis of the CFA and article 84-ter of the Consob Issuers' Regulation as well as the Information Document prepared pursuant to article 84-bis of the Consob Issuers' Regulation, available on the Company's website ([www.mairetecnimont.com](http://www.mairetecnimont.com), section "Governance" - "Shareholders' Meeting Documents" - "2020").

## **Remuneration of Executive Directors**

For information on the policy for the remuneration of Executive Directors, see the Report on the 2020 Remuneration Policy and fees paid.

## **Incentive mechanisms for the Head of Internal Audit and of the Executive Responsible for preparing the Company's financial reports**

Dario Michelangeli, Administration and Financial Statements Vice President of Maire Tecnimont, has been assigned, in his capacity as Executive Responsible for preparing the Company's financial reports - appointed by the Board on 27 April 2016, upon the favourable opinion of the Board of Statutory Auditors - additional gross annual fees of Euro 30,000, as resolved unanimously by the Board in the meeting held on 9 May 2019 and with the favourable opinion of the Remuneration Committee and the Board of Statutory Auditors which, at the meeting of 8 May 2019, deemed appropriate to review the remuneration already resolved on by the Board of Directors meeting of 12 May 2016 of an annual gross amount of Euro 15,000, proposing to raise it to Euro 30,000, as indicated above.

For the office of Executive Responsible for preparing the Company's financial reports, no specific incentive mechanisms apply.

On 14 March 2019, by a Board of Directors resolution, upon proposal of the Chairman of the Board of Directors, after receiving a favourable opinion from the Director Responsible for the Company's Internal Control and Risk management system and the Risk Control and Sustainability Committee, having also consulted with the Board of Statutory Auditors, Erica Vasini was appointed, until revocation, as the new Head of Internal Audit of Maire Tecnimont.

The Board of Directors has conferred a mandate to the Chairman of the Board of Directors to define the remuneration package of the Head of Internal Audit, Erica Vasini, in line with the Company policies.

As regards the variable component of the remuneration package of the office in question, the Board of Directors at the meeting of 9 May 2019, upon proposal by the Remuneration Committee and upon the opinion of the Board of Statutory Auditors, has approved the proposal to assign, for 2019, to Erica Vasini, an incentive mechanism based on individual objectives related exclusively to the activities set forth in the mandate conferred thereto, pursuant to the 6.C.3 Principle of the Self-Regulatory Code.

The Board of Directors of 12 June 2019 has subsequently approved, upon proposal by the Remuneration Committee and upon consulting with the Board of Statutory Auditors, the specific objectives to be assigned to the Head of Internal Audit, Erica Vasini, reserving the right to assess the level of achievement within the first few months of 2020. The Remuneration Committee of 19 February 2020, upon obtaining the opinion of the Board of Statutory Auditors, proposed, based on the final assessment of the level of achievement of the objectives assigned, to recognise the related variable bonus. The Board of Directors, on 11 March 2020, approved, inter alia, this proposal.



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The Head of Internal Audit receives a fixed annual remuneration consistent with the corporate policies.

The Board has assured that said Manager is equipped with adequate resources for the execution of the relevant responsibilities.

### **Remuneration of non-executive Directors**

For information on the policy for the remuneration of non-executive directors, see the Report on the 2020 Remuneration Policy and fees paid.

### **Indemnity to Directors in the case of resignation, dismissal or termination following to a take-over bid**

#### **(pursuant to article 123-bis, paragraph 1, letter i), CFA)**

For information on indemnity to Directors in the case of resignation, dismissal or termination following to a take-over bid (pursuant to article 123-bis, par. 1, letter i), of the Consolidated Finance Act), reference is made to the relevant section of the Report on the 2020 Remuneration Policy and fees paid.

As better represented in Section 4.1 of this Report, the Board of Directors did not resolve a succession Plan.

## **10. RISK CONTROL AND SUSTAINABILITY COMMITTEE**

In accordance with the provisions of article 7 of the Code, the Maire Tecnimont Board of Directors has established the Risk Control and Sustainability Committee.

### **Composition and operation of the Risk Control and Sustainability Committee (pursuant to article 123-bis, paragraph 2, letter d), CFA)**

The current Risk Control and Sustainability Committee has been appointed by the Board of Directors on 29 April 2019, following the Shareholders' Meeting, and shall remain in office until the 2021 financial statements are approved.

In particular, the Risk Control and Sustainability Committee is formed by Gabriella Chersicla, as Committee Chairman, Stefano Fiorini and Maurizia Squinzi.

All Committee members are non-executive Directors and Gabriella Chersicla and Maurizia Squinzi are also qualified as Independent Directors. The Board recognises that all Risk Control

and Sustainability Committee members, considering the relevant professional profile, have an adequate knowledge and expertise in financial and accounting or risk management matters.

Please note that the Risk Control and Sustainability Committee, appointed by the Board of Directors on 27 April 2019 and in office until 29 April 2019 was composed of: Gabriella Chersicla, as Chairman of the Committee, Stefano Fiorini and Andrea Pellegrini. All the Committee's members, in its previous composition, were non-Executive Directors and Gabriella Chersicla and Andrea Pellegrini were also qualified as Independent Directors.

The Risk Control and Sustainability Committee has its own operating regulation, approved by the Board of Directors most recently on 29 April 2019.

During the year, the Risk Control and Sustainability Committee met 9 times, on 12 February, 6 March, 13 March, 8 May, 11 June, 24 July, 16 September, 23 October and 10 December 2019. The meetings of the Risk Control and Sustainability Committee lasted an average of 2 hours and 30 minutes and were regularly minuted. The Chairman of the Risk Control and Sustainability Committee regularly provided information to the first Board of Directors on the activities of the Committee and on the issues covered in each meeting of the same.

For the Financial Year 2020, 10 meetings of the Risk Control and Sustainability Committee are scheduled, 3 of which were held, respectively, on 18 February, 5 March and 10 March 2020.

For further information on the composition and operation of the Risk Control and Sustainability Committee, reference is made to Table 2 annexed hereto.

The meetings of the Risk Control and Sustainability Committee are regularly attended by the Board of Statutory Auditors, the Chief Executive Officer, and in the capacity of Director responsible for the internal control and risk management system, by the Chief Financial Officer of the Group, the Executive Responsible for preparing the Company's financial reports, the Head of the Group Corporate Affairs, Governance & Compliance, and from time to time upon invitation of the Committee itself and regarding some specific items of the Agenda, representatives of the Independent Auditors, the Group General Counsel, the Head of Internal Audit, the Head of Group HSE, Project Quality & Risk Management, the Head of Sustainability Reporting and the Supervisory Body pursuant to Legislative Decree 231/2001 and, in general, depending on the items on the Agenda to be discussed, Top Executives of the Company and external consultants.

### **Functions attributed to the Risk Control and Sustainability Committee**

Based on the recommendations contained in the Code and in compliance with article 3 of the Risk Control and Sustainability Committee Regulation of Maire Tecnimont, the Risk Control and Sustainability Committee:



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- a) assists the Board of Directors in carrying out the tasks entrusted to the same by the Code and the law relating to internal control and risk management, namely:
- (i) definition of the guidelines to be used for the internal control and risk management system, so that the main risks concerning the Company and its subsidiaries, including all risks that can be relevant with a view to sustainability in the medium to long term of the activity of the Company and the Group, are properly identified and also adequately measured, managed and monitored, determining the level of compatibility of said risks with a business management consistent with the strategic objectives identified;
  - (ii) periodic assessment, at least once a year, of the adequacy of the internal control and risk management system with respect to the Company's characteristics and risk profile as well as of its efficacy;
  - (iii) approval at least once a year of the audit plan prepared by the Head of Internal Audit function, having consulted with the Board of Statutory Auditors and the Director Responsible for the internal control and risk management system;
  - (iv) description, in the annual report on corporate governance, of the main characteristics of the internal control and risk management system and the methods of coordination between the entities involved, and for the assessment of adequacy of the same;
  - (v) preliminary assessment of the additional Report, pursuant to article 11 of EU Regulation no. 537/2014, on the results of the auditing activity that the Board of Statutory Auditors is required to send, together with any observations, to the Board of Directors;
- b) expresses to the Board of Directors its opinion on the appointment, revocation and remuneration of the Head of the Internal Audit function and on the adequacy of the resources guaranteed to the same for the performance of the relevant tasks;
- c) in collaboration with the Executive Responsible for preparing the Company's financial reports, after having heard the Independent Auditor and the Board of Statutory Auditors, assesses the proper application of accounting principles and their uniformity for the purposes of preparing the consolidated financial statements;
- d) expresses opinions on specific aspects relating to the identification of the Company's main risks;
- e) receives, at least every six months, evaluations and reports from the Supervisory Body on the functioning and compliance of the organization, management and control model adopted by the Company pursuant to Legislative Decree 231/2001 (the "Decree 231");
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- f) reviews the periodic reports drafted by the Internal Audit function concerning the evaluation of the internal control and risk management system as well as those having particular relevance;
- g) monitors the autonomy, adequacy, efficacy and efficiency of the Internal Audit function;
- h) may ask the Internal Audit function to perform audits on specific operating areas, giving concurrent communication to the Chairman of the Board of Statutory Auditors;
- i) supports, with adequate investigations, evaluations and decisions of the Board of Directors relating to the management of risks arising out of prejudicial acts, which the Board of Directors has become aware of;
- l) carries out advisory and consultative functions with respect to the Board of Directors regarding sustainability, namely:
  - (i) examines and assesses sustainability issues related to the exercise of business activity and the dynamics of interaction with stakeholders;
  - (ii) examines and assesses the system for collecting and consolidating data for the preparation of the Group's "Sustainability Report", containing the "Non-Financial Statement" pursuant to Legislative Decree 254/2016;
  - (iii) preventively examines the Group "Sustainability Report" containing the "Non-Financial Statement" pursuant to Italian Legislative Decree no. 254/2016, formulating an opinion for approval by the Board of Directors;
  - (iv) monitors the Company's positioning on sustainability issues, with particular reference to the Company's positioning in ethical sustainability indices;
  - (v) expresses, at the request of the Board of Directors, opinions on any further sustainability issues;
- m) reports to the Board at least twice a year, on the occasion of the approval of annual and interim financial reports, on the activities carried out and on the adequacy of the internal control and risk management system.

In the Financial Year, the Control and Risk Committee examined the periodical accounting reports with special focus, together with the Executive Responsible for preparing the Company's financial reports and with the Independent Auditors, on the correct use of the accounting principles adopted and their consistency for the purposes of drafting the consolidated financial statements.

These activities were last carried out by the Committee, with reference to the draft financial statements and the consolidated financial statements at 31 December 2019, at the meeting held 10 March 2020.



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Moreover, the Risk Control and Sustainability Committee, once every six months, examined the regular reports by the Head of the Internal Audit, and received the reports from the Supervisory Body on the function of and compliance with the Organisational, Management and Control Model adopted by the Company in accordance with Legislative Decree 231/2001 (the "**Model 231**" or the "**Model**").

Once every six months, it also provided support to the Board in evaluating the adequacy, efficacy and proper operation of the internal control and risk management system, expressing the opinions for which they are competent, and communicates to the Board, on the occasion of the approval of the Annual and Half-Yearly Financial Report, on the investigation activities performed, also considering what reported by the Supervisory Body and Head of Internal Audit. The Risk Control and Sustainability Committee supported the Board of Directors in the prior examination of periodic financial reports, budgets, business plan and the methodologies and results of the Group Impairment Test analysis.

The Risk Control and Sustainability Committee was also kept constantly informed about the progress of risk management activities, by the Head of Group Process, QHSE & Risk Management.

During the Financial Year, the Board of Directors did not become aware of facts detrimental to the Company and the Group.

During the Financial Year, the Committee also promoted meetings with specific Company Functions, identified from time to time, in order to monitor the activities and processes of competence for assessment of the adequacy of the organizational, administrative and accounting structure of the Company as well as that of Tecnimont, the subsidiary having strategic relevance, with particular reference to the internal control and risk management system.

Again during the year, the Committee monitored the preparation of the Group's "Sustainability Report" for 2019, containing the "Non-Financial Statement" pursuant to Italian Legislative Decree 254/2016, examining and assessing the process used to collect and consolidate data and its consistency with the "Reporting procedure and internal control for the preparation of the Sustainability Report".

On 10 March 2020, the Committee also reviewed, issuing its favourable opinion for approval by the Board of Directors, the Group's "Sustainability Budget" for 2019, containing the "Non-financial Statement" as per Legislative Decree 254/2016.

See paragraph 4.2 above, sub-paragraph "Induction Programme" for the related activities that involved the Risk Control and Sustainability Committee.

In the performance of its functions, the Risk Control and Sustainability Committee has access to the information and corporate Functions that are necessary in order to accomplish its tasks.

As envisaged in article 7 of the Risk Control and Sustainability Committee Regulation, the Committee may avail itself of external consultants for the performance of its tasks.

No specific financial resources have been allocated to the Risk Control and Sustainability Committee since the same Committee avails itself - as above mentioned - for the performance of its tasks of the Issuer's means and corporate structures and of external consultants, the expenses of which are paid for by the Company up to a maximum amount from time to time established by the Company.

## **11. INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM**

The Board of Directors defines the guidelines for the internal control and risk management system, comprising the rules, procedures and organizational structures aimed at assuring the identification, measurement, management and monitoring of the main corporate risks.

The Board of Directors (i) defines the guidelines to be used for the internal control and risk management system, so that the main risks regarding the Company and its subsidiaries are properly identified and also adequately measured, managed and monitored, determining the level of compatibility of said risks with a business management consistent with the identified strategic objectives; (ii) assesses, at least every six months, the adequacy of the internal control and risk management system with respect to the company's characteristics and risk profile as well as of its efficacy.

In exercising these functions, the Board of Directors avails itself of the collaboration of the Director responsible for the Internal control and risk management system - identified in the person of the CEO, Pierroberto Folgiero - and of the Risk Control and Sustainability Committee which, among other things, periodically reviews the report prepared by the Head of the Group HSE, Project Quality & Risk Management function related to the risk profile for the commercial phase (pre-tendering, tendering/tendered) and for the executive phase (executive projects) and for the activities performed by the corporate functions (Enterprise Risk Management); it also takes into consideration the Organization and Management Models of the Company and the Group companies pursuant to Legislative Decree 231/2001, adopted therein.

The Board of Directors appointed the Head of Internal Audit, ensuring that the same is provided with adequate means to perform related functions, also from the point of view of the operating structure and the internal organization procedures for access to the information required to perform the related task.



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The Company Internal control and risk management system is based on the following: a set of procedures including Group Standards, Procedures and Operating Instructions; separation of responsibilities; a tracking system of transactions performed, management controls, powers of attorney and delegations; activation levels matrices; expenditure regulation, i.e. a verification system pursuant to Law 262/2005; and a stringent application of the Code of Ethics of the Company and of the Model 231.

The Group adopts a risk management system integrated with the “internal control and risk management system”, in order to properly ensure authenticity, accuracy, reliability and timeliness of financial information. In fact, the Group management is convinced that the financial risk management cannot be considered separately from the internal control and risk management system as both are elements of the same system and only in this way it is possible to ensure an accurate, reliable and timely financial information.

In particular, to manage risks associated with financial disclosures, the Group adopted a specific control system, the details and operating methods of which are reported in the paragraph below.

### **Main characteristics of the internal control and risk management systems in relation to the financial reporting process**

#### **(pursuant to article 123-bis, paragraph 2, letter b), CFA)**

The risk management system related to financial reporting adopted by the Group is based on the requirements of the CoSO Report model that guided its design, implementation and maintenance. This model, developed by the Committee of Sponsoring Organizations of the Treadway Commission and accepted by the Code, is characterized by the presence of the following five components:

1. control framework;
2. risk assessment;
3. information and communication;
4. control activity;
5. monitoring.

The administrative and accounting control model is subject to a continuous process of updating and maintenance aimed at ensuring the effectiveness and coordination of the main elements of the system with respect to the organizational and governance evolution of the Company and the Group.

It must be noted that in 2016, a project was launched for the review of the administrative and accounting control model, following which there was a review of the scoping method, an update of the mapping of key processes in terms of potential impact on financial disclosures, a mapping of the risks and control objectives related to each process, as well as a review of the controls in place in order to ensure the maximum effectiveness in risk mitigating. A process for the identification of the critical issues and management of remediation has been implemented in order to initiate virtuous processes for the implementation of improvement actions.

During the year, a project for the overall review of the Segregation of Duties (SOD) was launched. Within its context, the map of sensitive activities and the risk matrix were updated. The new model will be adopted beginning 2020.

### **Phases of the internal control and risk management system in relation to the financial reporting process**

For the purposes of fulfilling the obligations, pursuant to article 154-bis of the CFA, attributed to the Manager responsible for the financial reporting, the model for managing risks related to said reporting adopted by the Group comprises the following main categories of activities:

- the identification of the scope of the Group companies and of the relevant processes in terms of potential impact on financial reporting (scoping). This assessment is carried out in relation to the specific level of relevance, in both quantitative terms, for the level of significance of the potential impact on the consolidated financial statements, and in qualitative terms (taking into account the specific risks related to the business or the process);
- the mapping, through flow charts, of the processes deemed to be most relevant for financial reporting, the identification of the Process Owners and the assessments of all related main risks and control objectives;
- the identification, for each risk related to processes deemed as relevant in terms of financial reporting, the administrative-accounting control activities and related Control Owners;
- the on-going monitoring and update of the model (processes, risks and controls) based on the organisational development of the Group, in addition to the formal periodical verification of the correct design of each process and control, with the cooperation of the the Process Owners and the Control Owners;
- the periodic test of the effectiveness of the key controls. In order to ensure the independence and objectivity of the results, this activity is carried out by the *Financial Controls* function which reports directly to the Manager responsible for financial



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reporting and not in a hierarchical line with the units responsible for implementing the controls.

- a reporting process to the Board of Directors, also through the Risk Control and Sustainability Committee, which guarantees, among other things, adequate information about the results of monitoring activities carried out regarding administrative-accounting procedures;
- an attestation process to the outside, based on the reports and declarations made by the Executive Responsible for preparing the Company's financial reports in accordance with article 154-bis of the CFA jointly with the CEO (in the name and on behalf of the Board of Directors), as part of the drafting of the annual financial statements and half-year financial report, to ensure the correctness of the accounting information that the company provides to its shareholders, third parties and the market.

In addition to the controls defined on the process level, controls operating across the Group or individual companies (Entity Level Controls) are also defined and updated as integral part of the system. These controls are monitored through a check-list that covers each of the five fundamental elements of the CoSO Report. In addition, great attention is paid to the general aspects of development and management of the information systems supporting the processes (IT General Controls - ITGC) and the automatic controls at the level of a single corporate process that is relevant for financial reporting.

The management of the Risk and Control Matrix, the activities used for the model update (periodical assessments) and the execution of the Effectiveness Tests are carried out through a dedicated IT support system.

### **Roles and functions involved**

The risk management system related to financial reporting adopted by the Group includes the involvement of many parties in various levels of the organizational structure in order to ensure, consistent with the various responsibilities of each, the constant updating of the model over time and the maximum integration of controls with operational activities.

As a key element of the control system, the Process Owners are identified that are regularly called upon to express their opinion with respect to the design of the model for their part of competence, in terms of representation of the process and effective definition and attribution of controls.

In addition, for each control, the *Control Owners* that have the responsibility to oversee the effective implementation of the controls, are identified.

The operational activities for updating of the model, execution of tests and monitoring of mitigation actions of gaps are undertaken by the Manager responsible for the financial reporting of the Company with the help of a dedicated structure (Financial Controls), in synergistic cooperation with the Internal Audit function.

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During the Financial Year, the Risk Control and Sustainability Committee provided the Board of Directors with regular updates on the Committee's operation, on the outcomes of the controls carried out and on the operation of the internal control and risk management system, highlighting that the latter was adequate in relation to the Issuer's size and operating and organizational structure.

On 14 March 2019, 25 July 2019 and 11 March 2020, the Board of Directors, acknowledging the reports made by the Risk Control and Sustainability Committee and also based on the report made by the Head of Internal Audit, the Supervisory Body, the Manager responsible for financial reporting and the Head of Group HSE, Project Quality & Risk Management expressed an opinion of congruity, efficacy and effective operation of the internal control and risk management system.

### **11.1 DIRECTOR RESPONSIBLE FOR THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM**

On 29 April 2019, following the appointment of the new Board of Directors for the three year period 2019-2021, the Board confirmed, consistent with the previous mandates, the CEO Pierroberto Folgiero as Director responsible for the internal controls and risk management system.

The Director Responsible for the internal control and risk management system:

- identifies the main risks of the Company, taking into account the characteristics of the activities performed by the Issuer and its subsidiaries and periodically submits them to the Board;
- implements the guidelines defined by the Board, managing the planning, implementation and management of the internal control and risk management system, continuously verifying the overall suitability and effectiveness ;
- also deals with the adaptation of said system to the dynamics of operating conditions and the legislative and regulatory context;
- can request the Internal Audit function to perform verifications on specific areas of operation and compliance with internal rules and procedures in the execution of company



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operations, giving simultaneous notification to the Chairman of the Board of Directors, the Chairman of the Risk Control and Sustainability Committee and the Chairman of the Board of Statutory Auditors;

- promptly reports to the Risk Control and Sustainability Committee (or to the Board of Directors) on issues and problems in the course of its activities or of which it became aware so that the Committee (or the Board) can take appropriate action;
- expresses an opinion on the proposals made to the Board of Directors the appointment, removal of the Head of the Internal Audit function.

The Company has also established an Internal Committee to oversee the internal control and risk management system (the "**SCIR Committee**", which has an advisory role, assisting the Director Responsible for the internal control and risk management system, with the task of aiding the corporate functions involved in the internal control and risk management system, optimising the respective processes of competence and liaising with the Group's organisational structure, in line with the Company's strategic objectives.

The SCIR Committee, of which the Head of Human Resources, ICT and Process Excellence, the Chief Financial Officer of the Group, the Executive Responsible for preparing the Company's financial reports, the Head of the Group Corporate Affairs, Governance & Compliance, the General Counsel for the Group, the Head of the Internal Audit and the Head of the Group HSE, Project Quality and Risk Management are permanent members, also pursues the aim of maximising the effectiveness and efficiency of the internal control and risk management system, avoiding operative overlapping in the areas of activity in which the Functions are involved, as well as any duplication in the controls under their respective areas of competence.

## **11.2 HEAD OF THE INTERNAL AUDIT FUNCTION**

On 14 March 2019, on the proposal of the Chairman of the Board of Directors, the Board of Directors itself, after having obtained a favourable opinion of the Director Responsible for the internal control and risk management system, and of the Risk Control and Sustainability Committee, having consulted with the Board of Statutory Auditors, resolved to appoint, until revocation, Erica Vasini as Head of Internal Audit for Maire Tecnimont.

It should be noted that the said office was held by Valerio Actis Grosso until 14 March 2019, the date from which he resigned from office.

The Head of Internal Audit is not responsible for any of the operational areas and depends hierarchically on the Board of Directors. The Chairman of the Board of Directors, due to the

competence assigned to the same, supervises, in execution of the guidelines of the Board of Directors, the activity of the Internal Audit function.

The Board of Directors has also conferred a mandate to the Chairman of the Board of Directors to define the remuneration package of the Head of Internal Audit, in line with the Company policies. For additional information, see paragraph 9 of this Report.

The Head of Internal Audit is responsible to verify, both continuously and in relation to specific needs and in compliance with the international standards of his profession, the operations and suitability of the internal control and risk management system through an Audit Plan approved by the Board of Directors, after consulting with Risk Control and Sustainability Committee, the Board of Statutory Auditors and the Director Responsible for the internal control and risk management system, based on a structured process of analysis and prioritization of the main risks.

The Head of Internal Audit in office pro tempore, within the scope of her activities:

- has had direct access to the information needed for the performance of her duties;
- has available the resources necessary to fulfil her responsibilities.

The Head of Internal Audit in office pro tempore has prepared the periodical reports containing adequate information on her activities, in addition to an assessment on the effectiveness of the internal control and risk management system. These reports were forwarded to the members of the Control Risk and Sustainability Committee, the Board of Statutory Auditors and the Chairman of the Board of Directors, as well as the Director Responsible for the internal control and risk management system.

During the period, the head of Internal Audit in office pro tempore:

- has carried out the audit tasks set forth in the annual Audit plan, approved by the Board of Directors on 7 March 2019. The support provided to the Supervisory Bodies for the execution of the testing of the Model 231, adopted by the Companies and the Sister Companies under the following paragraph 11.3, is an integral part of the Audit Plan. The results of these activities, included in the Internal Audit report, have been shared with the Functions involved, with which the Action Plans have been defined as regards the identified areas needing improvement and the recommendations issued. These Action Plans are subject to monitoring by the Internal Audit function through follow-up activities;
- has supported the Supervisory Bodies in monitoring compliance with the Code of Ethics of the Group and the Organisation, Management and Control Models pursuant to Legislative Decree 231/01 and in carrying out assessment activities following all reports received, even if anonymous;



- has verified, as part of the Audit Plan, the reliability of information systems including accounting systems.

### **11.3 ORGANISATIONAL MODEL (pursuant to Legislative Decree 231/2001)**

Since 2006 the Board of Directors of the Company has deemed it necessary to adopt its own Model 231, thus meeting the need to ensure fair and transparent conditions in the conduct of business and in the management of the Company's activities, especially with regard to prevention of the offences referred to in Legislative Decree 231/2001 and has appointed a collegial Supervisory Board with autonomous powers of initiative and control.

The Board of Directors has updated the Model over time, most recently with a resolution of 25 July 2019.

The Model 231 consists of a "General Part"<sup>3</sup> and a "Special Part". In the "General Part", after a brief illustration of the legal regime concerning the entity's responsibility, an illustration is provided of the tools applied to the governance and to the internal control and risk management system adopted and implemented by the Company, of the areas exposed to the predicate offences pursuant to Decree 231 ("**231 Offences**"), of the disciplinary system, of the functioning and duties of the Supervisory Body that must oversee the functioning and compliance with the Model, and ensure its update with all related training and communication activities. The "Special Part" contains the "Protocols", developed with reference to each area of activity that are exposed to any of the potential 231 Offences. Each "Protocol" provides a set of rules and principles of control and conduct to be adopted and implemented in order to mitigate the risk of committing offences under administrative liability pursuant to Legislative Decree 231/2001.

The rules contained in Model 231 (General Part and Special Part) of the Company are integrated with those of the Group Code of Ethics<sup>4</sup>, which expresses the principles of "corporate ethics" that Maire Tecnimont recognizes as its own and for which it requires compliance by all recipients of the Code of Ethics and Model 231. The Code of Ethics, available in Italian and English language, is a single document for the entire Group and as such all companies controlled directly or indirectly by Maire Tecnimont are required to adopt it and abide by the contents.

During the period, Maire Tecnimont updated the Group Code of Ethics in order to consolidate and renew the standards and ethical values of the Group, taking into account the evolution of the economic and business context where it operates and the development in the laws in terms

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<sup>3</sup> The General Part of Model 231 of the Company is available on the website [www.mairetecnimont.com](http://www.mairetecnimont.com), in the section "Governance - Corporate Documents".

<sup>4</sup> The Code of Ethics is available on website of [www.mairetecnimont.com](http://www.mairetecnimont.com) under section "Governance - Corporate Documents".

of administrative liability of the entities, also in reference with whistleblowing legislation, as well as social and reporting responsibilities about non-financial information. The new Code of Ethics has been approved by the Board of Directors of the Parent Company Maire Tecnimont on 25 July 2019.

With reference to the composition of the Supervisory Body, it is noted that the Board of Directors continues to deem that the functions of said body are to be conducted by a person specifically and exclusively dedicated to supervisory activities on the operation, observance and updating of Model 231 and implementation within the Company, of the dictates of Decree 231. The Supervisory Body of Maire Tecnimont is collegial and consists of two external members, one of whom acts as Chair and Head of Internal Audit of the Group, experts in legal issues, economics and analysis of the corporate control system.

On 29 April 2019, the Company's Board of Directors, following the expiry of the mandate of the Supervisory Body then in office, appointed - under article 6, paragraph 1, letter b) of Legislative Decree 231/2001 - as members of the Supervisory Body of the Company, Franco Rossi Galante (Chairman), Iole Anna Savini (external member) and Erica Vasini (internal member). This composition is already in line with the Recommendations of the Corporate Governance Code aimed at ensuring coordination among the different subjects involved in the internal control and risk management system. The Supervisory Body will remain in office until approval of the financial statements as at 31 December 2021.

Moreover, the Italian companies directly controlled by Maire Tecnimont (so called "Sister Companies"), including Tecnimont, have adopted their own Model 231, which is updated in compliance with legislative and organisational changes, and have established their own Supervisory Body.

In 2019, the "Sister Companies" updated their Model 231 with the support of an "Integrated Work Group"<sup>5</sup> - represented by several functions of the Parent Company in order to coordinate the activities for the update of the Model 231 - and of specialised technical consultants in this area.

As regards the subsidiaries under Italian law, either recently established or acquired during the period, the preliminary activities for the adoption of the model continued.

In reference to the activities for the training and communication of the Model, it must be noted that, in addition to specific sessions in a classroom, for the employees of Maire Tecnimont and the Sister Companies, an on-line course is available on the e-learning platform.

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<sup>5</sup> The Integrated Work Group consists of Group Corporate Affairs, Governance & Compliance - Legal Affairs & Contracts - Group Organization, ICT & System Quality - Group HSE, Project Quality & Risk Management - Internal Audit.



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## **11.4 INDEPENDENT AUDITORS**

The Shareholders' Meeting held on 15 December 2015 resolved to appoint, upon proposal of the Board of Statutory Auditors and with effect from the approval of the annual financial statements at 31 December 2015, the Independent Auditors PricewaterhouseCoopers S.p.A. as the legal auditor of the accounts for the 2016-2024 Financial Years.

Therefore, since the Ordinary Shareholders' Meeting held on 26 April 2016, which approved the financial statements as at 31 December 2015, the appointment for the legal audit of the Company's accounts is assigned to PricewaterhouseCoopers S.p.A., which also performs the legal audit of the accounts of the other Group companies.

As regards the assignment of the appointment for the legal audit of the Company's accounts, reference is made to the documentation on the second item of the agenda of the Ordinary Shareholders' Meeting of 15 December 2015, available to Shareholders on the Company's website [www.mairetecnimont.com](http://www.mairetecnimont.com), in the section "Governance" - "Shareholders' Meeting Documents" - "2015".

## **11.5 MANAGER RESPONSIBLE FOR THE FINANCIAL REPORTING OF THE COMPANY AND OTHER COMPANY'S ROLES AND FUNCTIONS**

In compliance with the provisions of article 154-bis of the CFA and in accordance with the relevant appointment methods envisaged in article 23 of the Company By-laws, on 29 April 2019 the Board of Directors, after receiving a favourable opinion of the Board of Statutory Auditors, confirmed Dario Michelangeli, Administration and Financial Statements Vice President of Maire Tecnimont, in the capacity of the Executive Responsible for preparing the Company's financial reports, as already appointed to this office in the previous mandates.

At the time of appointment, the Board of Directors vested the Executive Responsible for preparing the Company's financial reports with all the powers and means necessary to exercise the tasks assigned to him.

Please remember that article 23 of the Issuer's By-laws establish that the Executive Responsible for preparing the Company's financial reports shall be appointed by the Board of Directors, following compulsory consultation with the Board of Statutory Auditors. Should the Board of Directors deviate from said opinion, it must justify its decision. Furthermore, in accordance with the Company By-laws the Executive Responsible for preparing the Company's financial reports must have an experience of at least three years in administration, finance and control and must fulfil the integrity requirements envisaged for Directors.

## **11.6 COORDINATION BETWEEN SUBJECTS INVOLVED IN THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM**

First, in line with as recommended by the Code, the Company distinguished roles and responsibilities of those involved in the internal control and risk management system, in order to optimize interaction between them and maximize efficiency of said system, avoiding duplication of work within their respective areas of activities and competence and duplication of controls.

As already mentioned in paragraph 11.1 of this Report, the Company in May 2018 has also established, with advisory duties, at the service of the Director Responsible for the internal control and risk management system, the SCIR Committee which is responsible to support the corporate functions involved in the internal control and risk management system, optimising the respective processes of competence and liaising with the Group's organisational structure, in line with the Company's strategic objectives.

Maire Tecnimont supported the corporate bodies involved in the Internal control and risk management system (Board of Directors, Risk Control and Sustainability Committee, Board of Statutory Auditors and the Executive Responsible for preparing the Company's financial reports) with duties and responsibilities prescribed by laws and regulations, some corporate functions (Group HSE, Project Quality & Risk Management, Internal Audit, Group General Counsel, Group Corporate Affairs, Governance & Compliance, the Sustainability Reporting function, the Financial Controls function and the System Quality function), which form a stable part of the organizational structure. These functions operated in an integrated and interdependent manner, also under the scope of the SCIR Committee of which they are members, periodically reporting the results of their activities to the Risk Control and Sustainability Committee, permanently involving the Board of Statutory Auditors, the Chief Executive Officer, also as Director Responsible for the Internal control and risk management system, the Group Chief Financial Officer, the Executive Responsible for preparing the Company's financial reports and the Head of the Group Corporate Affairs, Governance & Compliance.

Every six months, upon approval of the half-yearly Financial Report and the annual Financial Report, the representatives of the Appointed Auditor and the Supervisory Body of Maire Tecnimont are also invited to the meetings of the Risk Control and Sustainability Committee, where they present the results of their audit activities.

In addition, with specific reference to the disclosure obligations of non-financial information, as already anticipated in Section 10 of this Report, it is noted that, in order to define roles, responsibilities, management methods and control of reporting activities for the preparation of the "Sustainability Report", containing the "Non-Financial Statement", the Company issued the "Reporting procedure and internal control for the process of preparing the Sustainability Report".



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This Procedure has, in particular, the objective of establishing and maintaining a solid and reliable data collection and consolidation system for the preparation of the “Sustainability Report”, with which Maire Tecnimont intends to ensure to its stakeholders non-financial information aimed at understanding the Group’s performance and the impact of its activities.

The subjects involved with different responsibilities and roles in the reporting and internal control activities during the preparation process of the “Sustainability Budget” include: the Board of Directors, which is responsible to guarantee that the Declaration of a non-financial nature is drawn up and published in compliance with Legislative Decree 254/16 and the Consob Regulation implementing Legislative Decree 254/2016; the Risk Control and Sustainability Committee, the Board of Statutory Auditors which, within the scope of the functions assigned to it by the Regulations, is responsible for ensuring compliance with Legislative Decree 254/16 and the Consob Regulation implementing Legislative Decree 254/2016, the Internal Sustainability Committee, the Sustainability Reporting function, the Competent Functions and the Designated Auditor.

Additional opportunities for exchange of information flows are represented by the meetings between the bodies and audit functions, organized by the Board of Statutory Auditors, which may be attended from time to time by the Group General Counsel, the Heads of Group HSE, the Project Quality & Risk Management, the Internal Audit and Group Corporate Affairs, the Governance & Compliance, the representatives of the Independent Auditors and the Designated Auditor, the members of the Supervisory Body pursuant to Legislative Decree 231/2001 and the Executive Responsible for preparing the Company’s financial reports.

At least annually, a meeting is also held between the Supervisory Body of the Company and the Supervisory Bodies of the Sister Companies, in order to achieve an overall view of the efficiency of the internal control and risk management system.

The Chairman of the Risk Control and Sustainability Committee is the liaison with the Board of Directors reporting to the same, continuously, on the findings of the preliminary investigation of the Committee formulated based on the information from time to time received by the parties involved in various capacities in oversight of the internal control and risk management system.

At least once a year, the Board of Directors approves the Audit Plan prepared by the Head of Internal Audit, after consulting with the Statutory Auditors and the Director Responsible of the internal control and risk management system.

The subjects involved in the internal control and risk management system, therefore, operate in a coordinated and integrated manner with each other within the Company general organizational, administrative and accounting structure, with the shared goal of maximizing the efficiency of the system, to ensure the safeguarding of assets and the effectiveness of

Company's processes and procedures, and to ensure the reliability of financial and non-financial information, as well as the assumption of decisions, by the Board of Directors.

## 12. DIRECTORS' INTERESTS AND RELATED-PARTY TRANSACTIONS

In compliance with the provisions of the Consob Related-Party Regulations, the Board of Directors of the Company approved, most recently on 14 March 2018, an internal procedure for the management of Related-Party Transactions (the "**Procedure**"), available on the web site of the Issuer [www.mairetecnimont.com](http://www.mairetecnimont.com), in the section "Governance" - "Corporate Documents".

The Related-Party Committee Regulation, most recently approved by the Board of Directors on 29 April 2019 and on the adoption of which the Related-Party Committee has expressed a positive opinion, governs functioning of the Committee and, specifically, its constitution, composition and duration (including the replacement of members who have stood down from office), identifying its functions and regulating the convening and events of meetings.

The Procedure is applied in relation to Related-Party Transactions (the concept of which is described in the relevant definitions of the Consob Related-Party Regulation, expressly referred to by the Procedure) implemented directly by the Company or through its subsidiaries.

In particular, the Procedure identifies the discipline applicable to two categories of Related-Party Transactions: (i) Significant Related-Party Transactions (identified based on the criteria indicated in the Consob Related-Party Regulation) and (ii) Minor Related-Party Transactions (the concept of which is identified in the Consob Related-Party Regulation), envisaging specific provisions in relation to the initiation and approval of the same.

In compliance with the provisions of article 8 ("Procedures for significant Related-Party Transactions for companies adopting traditional and one-tier administration and control systems") of the Consob Related Parties Regulation, Significant Transactions may only be approved by the Board of Directors, and the involvement of the Related-Party Committee is also envisaged. In particular, the Related-Party Committee shall express its justified binding opinion on the Company's interest in the execution of each Significant Transaction as well as on the substantial fairness and convenience of the relevant conditions. Pursuant to article 3, paragraph 12, should the Related-Party Committee express an opinion against the implementation of Significant Transaction, such transaction shall not be approved by the Board of Directors and, consequently, shall not be implemented. The rules of the Procedure do not establish for Significant Transactions for which the shareholders' meeting is competent that, in the event of a negative opinion of the Related-Party Committee, they may be authorised by the



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Shareholders' Meeting if the majority of "voting non-related shareholders" do not rule against the transaction (referred to as a "whitewash" in the Shareholders' Meeting).

On the other hand, with regard to Minor Transactions, these may be approved by the body (CEO, Board of Directors, Shareholders' Meeting) qualified by law or by the Company By-laws to adopt the relevant decision. It is also envisaged that prior to approval of the transaction, the Related-Party Committee expresses a justified (non-binding) opinion on the Company's interest in the transaction completion as well as on the substantial fairness and convenience of the conditions envisaged.

Should Minor Transactions be approved despite the negative non-binding opinion of the Related-Party Committee, the circumstances should be disclosed, within fifteen days from the closure of each quarter, in an Information Document containing the indication of the Minor Transactions approved in the quarter of reference along with the negative non-binding opinion expressed by the Related-Party Committee, that shall be annexed to said document.

Each quarter, specific subsequent disclosure obligations requirements are envisaged for the CEO vis-a-vis the Board of Directors and the Board of Statutory Auditors on the execution of both Minor and Significant Transactions.

It is also envisaged that the Board of Directors has the right to adopt framework resolutions regarding numerous very similar transactions in relation to (i) transactions involving the supply of property, and (ii) the delivery of services, including consultancy services, in compliance with the provisions envisaged in article 12 of Consob Related-Party Regulation.

The Procedure envisages certain exemptions from its application, identified on the basis of the provisions of Consob Related-Party Regulation, including:

- Shareholders' Meeting resolutions regarding fees payable to Board members and resolutions regarding the remuneration of Directors covering particular offices (as per article 2389, paragraph 3, of the civil code and article 19 of the company By-laws);
- Transactions of Insignificant Amount (as defined in the Procedure);
- Ordinary Transactions completed under Conditions Equivalent to Market Conditions or Standard Conditions (as defined in the Procedure based on the provisions of Regulation 17221/2010);
- Shareholders' Meeting resolutions relating to remuneration for members of the Board of Statutory Auditors (pursuant to article 2402 of the Civil Code);
- Intragroup transactions or Transactions with or between subsidiaries, also jointly, in addition to those with affiliated companies, if there are no Significant Influence in the subsidiaries or affiliated companies counterparties of the transaction (as defined in the Procedure), of other related parties of Maire Tecnimont.

It is hereby specified that the Procedure envisages, both with reference to the approval of Highly Significant Transactions and with reference to Minor Transactions (falling under the Board of Directors' competence), that the Directors shall be informed about any interest (even indirect) of the members of the corporate bodies in such transactions. The Minor Transactions falling under the competence of the CEO who is holding an interest, even on behalf of third parties, shall remain under the Board's competence. Moreover, if in relation to a Significant Transaction or a Minor Transaction any one member the Related-Party Committee may not be qualified as "Non-Related Director" (as defined in the Procedure) with respect to any given transaction, the functions pertaining to the Related-Party Committee are performed by the two other members of the Related-Party Committee, who shall adopt a unanimous decision. In the event that two members of the Related-Party Committee may not be qualified as "Non-Related Directors" (as defined in the Procedure) with respect to the transaction in question, the functions pertaining to the Related-Party Committee shall be performed by the non-related member of the Related-Party Committee. For lack thereof, the opinion will be given by an independent expert appointed by the Board of Directors (equivalent supervision).

Over the course of the Financial Year, there have been no significant transactions with related parties.

### **The Related-Party Committee and its duties**

The current Related-Party Committee has been appointed by the Board of Directors on 29 April 2019, following the Shareholders' Meeting, and will remain in office until the 31 December 2021 financial statements are approved.

In particular, the Board of Directors confirmed the previous composition of the Remuneration Committee which, therefore, is composed of: Gabriella Chersicla, as the Committee's Chairman, Andrea Pellegrini and Patrizia Riva. All the Committee's members are Independent Non-Executive Directors, as required by Consob's Related-Party Regulation.

In accordance with article 3 of the Procedure, the Related-Party Committee:

- a) carries out its duties in accordance with the provisions of current legislation, the Procedure, Consob Related Party Regulation and Consob Communication no. DEM/10078683 of 24 September 2010, specifically:
  - (i) it can suggest that the Board of Directors make changes or supplement the Procedure;
  - (ii) it is entitled to request clarifications and additional information;
  - (iii) it expresses documented opinions on the Company's interest - and, where applicable, on that of the companies it directly and/or indirectly controls - in the implementation



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of Related-Party Transactions, whether Significant or Minor Transactions, expressing an opinion on the convenience and substantial correctness of the conditions envisaged, upon receipt of suitable and prompt information;

- b) reports to the Board at least once every six months, during approval of the annual and half-year Financial Reports on its work, also on the basis of the information received from the competent offices of the Company.

During the year, the Related Party Committee met 7 times, on 12 February, 13 March, 14 March, 9 July, 24 July, 28 November and 10 December 2019. The meetings of the Related-Party Committee lasted, on average, 1 hour and 20 minutes and were regularly minuted. The Chairman of the Related-Party Committee regularly provided information to the first Board of Directors on the activities of the Committee and on the issues covered in each meeting of the same. The Board of Statutory Auditors regularly took part in the meetings of the Related Third-Party Committee.

For 2020, 2 meetings of the Related-Party Committee are scheduled, one of which was already held on 10 March 2020.

### **13. APPOINTMENT OF STATUTORY AUDITORS**

The Board of Statutory Auditors is appointed by the Company's Ordinary Shareholders' Meeting, in accordance with article 21 of the Company By-laws in compliance with the provisions of article 148 of the CFA and the relevant implementing provisions as per articles 144-quinquies and following of the Issuers' Regulation.

In particular, article 21 of the Maire Tecnimont By-laws envisages that Statutory Auditors be appointed based on lists consisting of two sections: one for candidates for the role of Standing Statutory Auditor, the other for candidates for the role of Alternate Statutory Auditor, where candidates are listed by a progressive number. The lists can be presented by the Shareholders who possess, individually or jointly, at least 2% (two percent) of the shares entitled to vote at the Ordinary Shareholders' Meeting, or any other threshold of participation required by the regulations issued by Consob. In this respect, it shall be noted that such shareholding threshold determined by Consob for the Issuer, pursuant to article 144-quater of the Issuers' Regulation, with Managerial Resolution of the Corporate Governance Department Managers, no. 28 of 30 January 2020, is equal to 2.5%.

Lists, signed by those who submit them, must be filed with at the Company's registered office at least twenty five days before that set for the Shareholders' Meeting, together with: (i) information relating to the identity of the shareholders presenting them, indicating the total

percentage of shareholding held and certification attesting to the ownership of said shareholding (it being understood that, in compliance with the provisions of article 147-ter, paragraph 1-bis, of the CFA, said certification may also be produced after the list has been deposited, provided it is within the deadline envisaged for publication of the same); (ii) declarations by means of which the individual candidates accept their nomination and certify, on their own responsibility, that there are no grounds for incompatibility and that they are in possession of the requirements envisaged in the current regulations; (iii) a curriculum vitae relating to the personal and professional characteristics of the candidates, indicating their administration and control roles in other companies; and (iv) a statement of the shareholders other than those who hold, even jointly, a controlling shareholding or relative majority shareholding, certifying the absence of any relationship pursuant to article 144-quinquies of the Consob Issuers' Regulations.

Pursuant to article 20 of the By-laws, the Board of Statutory Auditors must be composed of 3 (three) Standing Statutory Auditors and 3 (three) Alternate Statutory Auditors.

Additionally, in order to ensure gender balance in the composition of the Board of Statutory Auditors, the By-laws sets out provisions similar to those for the appointment of the Board of Directors. The Company's By-laws will adopt the new discipline on gender balance in sufficient time to allow definition and presentation of the candidates' lists for the office of Statutory Auditor and the subsequent appointment of the Statutory Auditors' Board in accordance with it (in this regard, refer to the previous paragraph 4.1 above), also taken into account Consob Communication No. 1/20 on 30 January 2020<sup>6</sup>.

The procedure for appointment of the Board of Statutory Auditors, governed by article 21 of the By-laws, provides the Standing Statutory Auditors will be elected from the first two candidates from the list obtaining the highest number of votes ("**Majority List**") and the first candidate from the list obtaining the second highest number of votes ("**Minority List**") and which has been submitted by shareholders who are not related, even indirectly, to the shareholders who submitted or voted the Majority List, and this candidate will also be appointed Chairman of the Board of Statutory Auditors. The first two alternate candidates of the Majority List and the first alternate candidate of the Minority List shall be elected Alternate Statutory Auditors.

In case more lists have obtained the same number of votes, a new vote is held between these lists by all eligible voters present at the Shareholders' Meeting and the candidates are elected from the list that will get a simple majority of votes.

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<sup>6</sup> See Communication No. 1/20 of 30 January 2020 with respect to "Clarifications regarding the changes in the provisions referred to in Articles. 147-ter and 148 of D.lgs. 58/98 (CFA) on gender balance in the corporate bodies of listed companies, introduced by Law 160 of 27 December 2019 ("Balance Law 2020")".



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If the manner described above does not ensure the composition of the Board of Directors, in its Standing members, in compliance with applicable provisions regarding the balance between genders, there must be, among the candidates for the office of Standing Statutory Auditor of the Majority List, the necessary replacements, according to the sequential order in which candidates are listed.

In the event of death, resignation or disqualification of a Standing Statutory Auditor from office, the same shall be replaced until the next Shareholders' Meeting, by the first Alternate Statutory Auditor belonging to the same list of the Statutory Auditor being replaced, that shall ensure compliance with the applicable provisions concerning the balance between genders.

In the event of replacement of the Chairman, the chair is taken until the next Meeting, by the alternate member from the Minority List.

In the event of presentation of a single list or in the event of a tie between two or more lists, the Chairman is replaced, until the next Shareholders' Meeting, by the first Standing Statutory Auditor belonging to the list of the withdrawn Chairman.

If the Alternate Statutory Auditors cannot complete the Board of Statutory Auditors, the Shareholders' Meeting shall be convened to integrate the Board of Statutory Auditors, with the legal majorities and in accordance with legislation and regulations.

In particular:

- if it is necessary to replace the (i) Standing Statutory Auditor and/or the Chairman or (ii) the Alternate Statutory Auditor taken from the Minority List, the unelected candidates listed in the same Minority List shall be proposed for the position, regardless of the section in which their names were listed and the individual that obtains the highest number of votes in favour shall be elected;
- in the absence of candidates to be proposed according the preceding paragraph and in the event Standing Statutory and/or Alternate Statutory Auditor(s) taken from the Majority List need to be replaced, the provisions of the Civil Code apply and the Shareholders' Meeting decides by a majority of votes.

It remains understood that, in any case of replacement, the composition of the Board of Statutory Auditors must comply with the regulation in force on gender balance.

Should lists of candidates for the appointment of the Board of Statutory Auditors not be submitted, the Shareholders' Meeting shall proceed with the appointment based on the ordinary law provisions and without list voting.

## 14. COMPOSITION AND FUNCTIONING OF THE BOARD OF STATUTORY AUDITORS

**(pursuant to article 123-bis, paragraph 2, letters d) and d-bis), CFA)**

Statutory Auditors remain in office for three Financial Years until the Shareholders' Meeting called to approve the financial statements relating to the third Year of their office term.

Article 21 of the By-laws envisages that the members of the Board of Statutory Auditors must comply with the regulation in force on balance between genders.

In compliance with the legal and regulatory provisions governing said matter, the appointment of Statutory Auditors depends on their compliance with the maximum number of offices held, without prejudice to their duty to inform Consob and to resign from one or more offices where said limits have been exceeded.

The current Board of Statutory Auditors of Maire Tecnimont was appointed by the ordinary Shareholders' Meeting of 29 April 2019 and shall remain in office until the shareholders' meeting called to approve the financial statements as at 31 December 2021. Its members are: Francesco Fallacara (Chairman), Giorgio Loli and Antonia Di Bella (Standing Statutory Auditors), as well as Massimiliano Leoni, Alessandra Conte and Andrea Lorenzatti (Alternate Statutory Auditors). All Statutory Auditors (Standing and Alternate Statutory Auditors) held the same office also in the previous term, with the exception of Alessandra Conte (Roberta Provasi was Alternate Auditor until 29 April 2019).

Three lists were submitted to the ordinary Shareholders' Meeting of 29 April 2019 for the appointment of the Board of Statutory Auditors.

The Standing Statutory Auditors, Giorgio Loli as well as Antonia Di Bella and the Alternate Statutory Auditors Massimiliano Leoni and Alessandra Conte were elected from the list submitted by the shareholder GLV Capital, which obtained the favourable vote of 350,892,019 shares, accounting for 83.33% of the shares in attendance at the Shareholders' Meeting (the "**Majority List**"). It should be noted that among the candidates on the Majority List was also Andrea Marrocco as candidate for the office of Standing Statutory Auditor as well as Alessandra Conte and Andrea Bonelli as candidates for the office of Alternate Statutory Auditors.

The Chairman of the Board of Statutory Auditors, Francesco Fallacara, and the Alternate Statutory Auditor Andrea Lorenzatti were appointed from the list submitted jointly by the Shareholders Arca Fondi SGR S.p.A. manager of the funds Arca Azioni Italia and Arca Economia Reale Bilanciato Italia 30; Eurizon Capital SGR S.p.A. manager of the following funds: Eurizon progetto Italia 20, Eurizon pir Italia 30, Eurizon progetto Italia 70, Eurizon azioni Italia, Eurizon pir Italia azioni, Eurizon azioni pmi Italia and Eurizon progetto Italia 40; Eurizon Capital S.A.



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manager of the following funds: Eurizon Fund - Equity Small Mid Cap Italy, Eurizon Fund - Equity Italy, Eurizon Fund - Equity Italy Smart Volatility; Eurizon Investment SICAV - PB Flexible Macro; Fideuram Investimenti SGR S.p.A. manager of the following funds: Fideuram Italia, Piano Azioni Italia, Piano Bilanciato Italia 50 and PIR Piano Bilanciato Italia 30; Interfund Sicav - Interfund Equity Italy; Mediolanum Gestione Fondi manager of the following funds: Mediolanum Flessibile Futuro Italia and Mediolanum Flessibile Sviluppo Italia; Mediolanum International Funds Limited – Challenge Funds – Challenge Italian Equity and Pramerica SGR manager of the funds Mito 25 and Mito 50, holders of 9,935,692 shares of Maire Tecnimont, with no par value, equal to 3.023% of the shares with voting rights<sup>7</sup>. This List obtained the favourable vote of 9,935,692 shares, equal to 3.023% of the shares attending the Shareholders' Meeting (the "**First Minority List**"). It is stated that the First Minority List did not include other candidates for the office of Standing Statutory Auditor and Alternate Statutory Auditor of the Company.

A further Minority List (the "**Second Minority List**") was submitted by the shareholder INARCASSA, which owns a total of 4,464,888 shares of Maire Tecnimont, with no par value, equal to 1.36% of the shares with voting rights.

The three lists submitted to the Ordinary Shareholders' Meeting of 29 April 2019 for the appointment of the Board of Statutory Auditors are available on the web site of the Company ([www.mairetecnimont.com](http://www.mairetecnimont.com), section "Governance" – "Shareholders' Meeting Documents" – "2019").

As from the date of closure of the Financial Year, none of the members of the Board of Statutory Auditors has resigned nor have there been any changes in the composition of the Board of Statutory Auditors.

As regards the meetings (within the so-called "Induction Session" programs) with the Directors and the Statutory Auditors, recommended by the Self-Regulatory Code and aimed at providing them with adequate knowledge of the sector of activity in which the Company and the Group operate, business dynamics and their evolution, the principles of proper risk management as well as the regulatory and self-regulatory reference framework, reference is made to the section of the Report on the Board of Directors (Section 4.2, paragraph "Induction Programme").

The remuneration of the members of Board of Statutory Auditors is commensurate to the commitment required, the importance of the role as well as the dimensional and sectoral characteristics of the Company.

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<sup>7</sup> Total shareholding was therefore recalculated following the non-submission, within the legal terms, by Fideuram Asset Management (Ireland) – Fonditalia Equity Italy, of the communication/certificate concerning the ownership, as at 4 April 2019 of 365,000 shares corresponding to 0.111% of the shares with voting rights in its favour.

With regard to information relating to the composition of the Board of Statutory Auditors, reference is made to Table 3 annexed to this Report.

In compliance with the provisions of article 144-decies of the Issuer's Regulation, the personal and professional characteristics of each Statutory Auditor are indicated in Annex "B" hereto.

In 2019, the Board of Statutory Auditors met on 19 occasions and the meetings lasted on average one hour and 15 minutes.

The Board of Statutory Auditors has scheduled 14 meetings for 2020. At the date of approval of the Report, the Board had met 5 times, respectively on 28 January 2020, 25 February 2020, 4 March 2020, 5 March 2020 and 10 March 2020.

The Board of Statutory Auditors, following the Shareholders' Meeting that appointed it, has verified the independence of its members (in accordance with the criteria laid down by article 148, paragraph 3 of the CFA and Application Criterion 8.C.1 of the Code) and has carried out regular checks of these requirements on 12 December 2019 and most recently on 25 February 2020, when it ascertained that the requirements of independence continued to be met by its members, applying all criteria envisaged by article 148, paragraph 3, CFA and the Code. In compliance with the provisions of Criterion 8.C.1. of the Code, on 4 March 2020, the Board of Statutory Auditors submitted to the Board of Directors the results of the periodic verifications of the permanence of the independence requirements of its members, so that the latter outlines them in the Report, in a manner consistent with that envisaged for Directors.

The "*Rules of conduct governing boards of statutory auditors of listed companies*" issued by the National Board of Accountants and Auditors (the "**Rules of Conduct**") state that the Board of Statutory Auditors is required to carry out, after its appointment and subsequently with annual frequency, an evaluation about its own performance as regards the planning of its activities, the suitability of its members, the adequate composition of the body in terms of requirements of professionalism, competence, integrity and independence as well as adequate available time and resources proportionate to the complexity of the tasks (the "**Self-evaluation**"), the results of which must be subject to specific disclosure in the Report on Corporate Governance and Ownership Structure pursuant to article 123-bis of Legislative Decree 1998/58.

The Self-evaluation for the year was carried out through specific questionnaires prepared by the Group Corporate Affairs, Governance & Compliance function of the Company which, in determining the adequacy of the composition of the Board of Statutory Auditors, took also into consideration the guidelines under article 8 of the Self-Regulatory Code.

The profiles subject to evaluation by the members of the Board of Statutory Auditors were the following: (i) evaluation of their performance as regards the planning of their activities; (ii) functioning and climate within the Board of Statutory Auditors, role of the Board of Statutory Auditors and interactions with the Independent Auditor, the corporate control functions, the supervisory bodies and the Boards of Statutory Auditors of the Companies and subsidiaries; (iii)



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adequacy of the composition of the Board of Statutory Auditors and their professional expertise;  
(iv) Self-evaluation of the individual Statutory Auditors.

The results from the Self-evaluation for the year were preliminarily reviewed by the afore indicated Function of the Company, shared in an aggregate form with the Board of Statutory Auditors which, in compliance with the provisions of the Rules of Conduct, kept a record of the Self-evaluation process and the formalisation of its results in the "Self-evaluation Report" drawn up by the Board of Statutory Auditors for the Board of Directors of the Company (the "**Self-evaluation Report**").

The results of the Self-evaluation for the year provided a very positive picture, not identifying any critical issues as regards the performance and planning of its activities, its functioning and the composition of the Board of Statutory Auditors, also in terms of the professional profiles of its members.

In particular, as regards the evaluation of the performance of the Board of Statutory Auditors and the planning of its activities, a very positive evaluation was expressed regarding: i) the planning of its activities which took into account the recommendations of the Code and of the Conduct Rules and ii) the effective and timely supervisory activities carried out on transactions of particular importance for the Company and the Group based on which the Board of Statutory Auditors requested, when needed, some additional information from the Executive Directors, the corporate management and the control functions of the Company.

As regards the functioning and the climate of the Board of Statutory Auditors, its role in interacting with the Independent Auditor, the control corporate functions, the supervisory bodies and the Boards of Statutory Auditors of the Company and of the subsidiaries, a positive judgement was expressed about: i) the climate of the meetings was evaluated as open and positive and characterised by the willingness to share opinions, even divergent ones, with the other members; ii) collaboration and team spirit characterises the performance of the Board of Statutory Auditors; iii) the relationships with the functions of the Company (and in particular with the Control functions), with the appointed auditor and the designated auditor who allow the Statutory Auditors to acquire the information they need for the fulfilment of their control obligations; iv) the support provided by the Company's functions (and, in particular, the Control functions), was evaluated as effective also thanks to the direct participation in the meetings and the detailed information and clarifications provided on specific topics; v) the meetings with the appointed auditor and the designated auditor, in particular for an exchange of information during the auditing process related to the reports/certifications under their respective areas of competence, which were deemed by the Statutory Auditors as adequate in terms of frequency, duration and informative content; vi) analysis activities carried out by the Board of Statutory Auditors as regards the additional Report issued by the Independent Auditors pursuant to article 11 of the Regulation 537/2014 and, in particular, any areas needing improvements contained therein and vii) the meetings with the Board of Statutory Boards of the subsidiaries for an

exchange of information between the control bodies regarding their administrative and control systems as well as the general performance of the Company, pursuant to article 151, paragraph 2 of CFA which, in 2019, were regularly and effectively kept.

A positive judgement was also expressed by the Statutory Auditors regarding: i) the agenda of the meetings which were consistent with the scheduled control activities, adequate also compared with the time spent on discussion and sufficiently clear; ii) the materials requested by the Board of Statutory Auditors for carrying out control activities under their areas of responsibility, which are promptly provided by the appropriate functions of the Company and that are deemed to be complete, clear and exhaustive; iii) the method for the distribution of and access to the materials intended for the meetings of the Committees and the Board of Directors of the Company – in which the Board participates so as to perform the control activities under its area of responsibility – which guarantee an adequate usability and confidentiality thereof; iv) regular participation of the Statutory Auditors in the meetings and time dedicated to the performance of their duties were deemed to be adequate for the diligent fulfilment of their tasks and v) exchange of information with the Supervisory Bodies pursuant to Legislative Decree 231/01 of the Company and the subsidiaries, was deemed to be adequate in terms of frequency, duration and informative content.

With reference to the adequacy of the Board of Statutory Auditors composition and professional competences, a positive judgement was also expressed as regards the composition of the Control Body, deemed to be balanced and diversified, also in terms of professional competences and diversity in gender, professional training and age. The Board of Statutory Auditors, confirming that it performs a self- evaluation on the adequacy of its composition also in quantitative-qualitative terms, believes that the Control Body is effectively using its professional expertise and the experience of its members.

As regards the Self-evaluation of the individual Statutory Auditors, all members of the Board of Statutory Auditors: i) declare to dedicate a sufficient amount of time to the performance of their duties in the Company; ii) believe that the positions currently held outside of Maire Tecnimont enable them to effectively perform their roles, dedicating the time necessary for their tasks; iii) consider it professionally stimulating to be part of the Board of Statutory Auditors of the Company and iv) declare to be aware of the obligations and responsibilities inherent to their role. The Statutory Auditors, overall, believe to be knowledgeable of the activities, the organisation and internal control and risk management system of the Company and the Group.

The Board of Statutory Auditors attends all Committee meetings, meets regularly with the Boards of Statutory Auditors of the subsidiaries and with the Supervisory Body of Maire Tecnimont.

The Board of Statutory Auditors, in carrying out its activities, receives regular information from the Functions of the Company responsible for the management of the internal control and risk



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management system (including the Head of Internal Audit) and attends meetings of the Risk Control and Sustainability Committee, to which it is invited on a permanent basis. The methods of coordination between the parties involved in various capacities in the internal control and risk management system of the Company are described in Section 11.6 of this Report, to which reference is made.

The Board of Statutory Auditors meets regularly for mutual exchange of information with representatives of the Appointed Auditor and Designated Auditor, the members of the Supervisory Body pursuant to Legislative Decree 231/2001 and the Executive Responsible for preparing the Company's financial reports.

The Board of Directors of the Company, in the meeting of 11 March 2020, confirmed not to have assigned to the Board of Statutory Auditors the duties of Supervisory Body in accordance with Legislative Decree no. 231/2001 with the understanding that these functions must be performed by a subject specifically and exclusively dedicated to supervisory activities as regards the functioning, compliance with and update of the Model and implementation within the scope of the Company of the provisions under Decree 231.

It is recalled that Decree 231, as most recently amended by Italian Legislative Decree no. 135/2016, assigns to the Board of Statutory Auditors the functions of internal control Committee and financial auditing which, in particular, is responsible for:

- informing the competent body of the results of the legal audit and sending to said body the additional report pursuant to article 11 of Regulation no. 537/2014, accompanied by any comments;
- monitoring the financial reporting process and presenting recommendations or proposals aimed at guaranteeing its integrity;
- monitoring the effectiveness of the internal quality control and risk management systems of the company and, where applicable, of the Internal Audit, as regards the financial information of the audited entity, without violating its independence;
- monitoring the legal audit of the annual financial statements and the consolidated financial statements, also taking into account any results and conclusions of the quality controls performed by Consob pursuant to article 26, paragraph 6, of Regulation no. 537/2014, where available;
- verifying and monitor the independence of the legally-required auditors or auditing firms pursuant to articles 10, 10-bis, 10-ter, 10-quater and 17 of Legislative Decree 39/2010 and article 6 of Regulation no. 537/2014, in particular as regards the adequacy of the provision of services other than the audit of the entity subject to it, in compliance with article 5 of this regulation;

- being responsible for the procedure for the selection of Independent Auditors or auditing firms and recommending Independent Auditors or auditing firms to be appointed pursuant to article 16 of Regulation (EU) No. 537/2014.

For further details on the activities performed during the Financial Year by the Board of Statutory Auditors, reference is made to the report on the supervisory activity of the Board of Statutory Auditors.

### **Diversity policies and criteria**

With specific reference to the “diversity criteria”, already reflected in the current composition of the Board of Statutory Auditors and deriving from the application of the regulatory provisions and self regulation, it must be noted that: (i) a Standing Statutory Auditor and an Alternate Statutory Auditor belong to the less represented gender, in accordance with the legislation on balance between genders; (ii) without prejudice to the requirements of professionalism required by law, the training and professional development of the members of the Board of Statutory Auditors currently in office guarantees the appropriate skills to ensure the correct performance of the functions assigned to it.

It should also be noted that the Board of Directors, in the meeting held on 14 March 2019, in view of the Shareholders’ Meeting convened for 29 April 2019 for the renewal of the Board of Statutory Auditors for the three years 2019-2021, defined, upon consulting with the Board of Statutory Auditors and in compliance with the provisions of the Self-Regulatory Code and due consideration of the results of the self-assessment of the Board of Statutory Auditors for 2018, guidance as to the composition of the auditing body, also in respect of diversity criteria such as age, gender balance and training and professional experience.

These guidelines have been included in the Explanatory Report of the Board of Directors in the Shareholders’ Meeting of 29 April 2019, drawn up pursuant to article 125-ter of the CFA and related to the appointment of the Board of Statutory Auditors for the three year period 2019-2021, made available to the public on the web site of the Company ([www.mairetecnimont.com](http://www.mairetecnimont.com), section “Governance” – “Shareholders’ Meeting Documents” - “2019”).

On 11 March 2020, the Board of Directors confirmed, for the three year period 2019-2021, the guidelines and the criteria formulated on 14 March 2019, such as policies applied to diversity, pursuant to article 123-bis, letter d-bis) of CFA, to be applied to the Board of Statutory Auditors (“Criteria and Policies on Diversity”).

The Criteria and Policies applicable to the Board of Statutory Auditors on Diversity provide that, also in order to improve the understanding of the Company’s organisation and of its activities, as well as for the development of an effective corporate governance, notwithstanding the law requirements applied to professionalism and gender balance: (a) the Board of Statutory Auditors



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is made up of different aged members; and (b) the training and professional expertise of the Statutory Auditors can guarantee a balanced combination of profiles and experience, both nationally and internationally, able to ensure the correct fulfilment of all the controls assigned to the competence of the Board of Statutory Auditors.

## **15. RELATIONS WITH SHAREHOLDERS**

The Board of Directors of Maire Tecnimont intends to continue to promote and maintain an ongoing dialogue with the shareholders and the stakeholders that are relevant for the Company, in compliance with the respective roles and also taking into account the engagement policies adopted by the institutional investors and the asset managers.

The Company has set up an Investor Relator function which ensures a correct, continuous and complete dialogue with the stakeholders, notwithstanding that the provision of documents and in general the disclosure of information regarding the Company must be carried out in compliance with the "*Procedure for the management of inside information and potential inside information*" adopted by Maire Tecnimont. The Responsible for the relationships with the Institutional Investors and the other Shareholders (Investor Relator) is Riccardo Guglielmetti.

The Company has established two Sections "Investors" and "Governance" in its website ([www.mairetecnimont.com](http://www.mairetecnimont.com)), easily identifiable and accessible, for publishing information concerning the Company, which are of certain importance to Shareholders and the stakeholders in general.

The Issuer, for the transmission and storage of Regulated Information, has chosen to use the system called IINFO ([www.1info.it](http://www.1info.it)), managed by Computershare S.p.A.

## **16. SHAREHOLDERS' MEETINGS**

### **(pursuant to article 123-bis, paragraph 2, letter c), CFA)**

With regard to Shareholder's Meeting operation, article 9 of the By-laws envisages that the Shareholders' Meeting shall be called, also in more convocation, pursuant to and in accordance with the law, at the Company registered office or elsewhere provided that it is in Italy, by means of notices containing the information envisaged by the currently applicable legal and regulatory provisions.

In any case, ordinary Shareholders' Meetings shall be convened within 120 (one hundred and twenty) days from the closure of the financial year or within 180 (one hundred and eighty) days, in the cases provided for by law.

The Shareholders' Meeting resolves with the attendance and voting quorums required by the law.

The Meeting is competent to decide on matters specified by the Law. It shall be clarified that article 15 of the By-laws attributes to the Board of Directors resolutions concerning: (i) the creation and suppression of branches; (ii) which directors, in addition to those indicated in the By-laws, represent the Company; (iii) the reduction of the share capital in case of any shareholder's withdrawal; (iv) the adjustment of the Company By-laws to regulatory provisions; (v) the transfer of the registered office to another municipality in Italy; (vi) merger resolutions in the cases envisaged by articles 2505 and 2505-bis of the Civil Code, as well as divisions resolutions in the cases in which such regulations apply.

The vesting of the Board of Directors with powers that by law fall within the purview of the Shareholders' Meeting, in compliance with this article, shall not deprive the shareholders of their main powers to adopt concerning resolutions.

In accordance with article 10 of the By-laws of Maire Tecnimont, the legal power to participate in the Meeting and exercise the right to vote shall be attested to by a communication confirming such a right delivered to the Company, which has been prepared by the intermediary in favour of the person entitled right to vote, 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.

More specifically, article 10 establishes that: *"Those with voting rights can attend shareholders' meetings. The legal power to participate in the meeting and exercise the right to vote shall be attested to by a communication confirming such a right delivered to the Company, which has been prepared by the intermediary in favour of the person entitled right to vote, 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. The communication of the intermediary referred to in this article 10 must reach the Company by the end of the third trading day preceding the date fixed for the meeting in first call or by another deadline required by governing law and regulations from time to time in force.*

*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.*

*Each shareholder entitled to attend the Shareholders' Meeting may be represented by a proxy, within the scope of and in accordance with the law. Shareholders retain the right to notify the Company of the proxy to attend the Shareholders Meeting by transmission of same to the email address indicated in the Shareholders' Meeting notice.*

*Ordinary and extraordinary shareholders' meetings are governed by the relative Shareholders' Meeting Regulations approved by the shareholders in an ordinary meeting".*



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It should be noted that the By-laws envisage the increased voting rights, for a description of which reference is made to Section 2, letter d) above.

On 4 July 2007, the Company adopted, as most recently amended on 18 February 2015, a Meeting Regulation with the aim of governing the ordered and functional performance of the Shareholders' Meetings. The Maire Tecnimont Shareholder's Meeting Regulation may be consulted on the Issuer's website [www.mairetecnimont.com](http://www.mairetecnimont.com), under the section "Governance" - "Shareholders' Meeting Documents".

In order to guarantee each shareholder the right to voice their opinion on the items under discussion, in compliance with the provisions of article 9, Application criterion 9.C.3, of the Self-Regulatory Code, article 16 of the Company Shareholder's Meeting Regulation rules that shareholders concerned should file the request to the Chairman, after reading of the item on the agenda to which the request refers and after the Chairman establishes the method for requests and interventions and the order thereof.

In the Financial Year, an ordinary Shareholders' Meeting was held on 29 April 2019 and was attended by almost all Directors and by all Statutory Auditors.

The Board of Directors prepared and made available to Shareholders in advance, in the manner and within the time provided by law, all documentation on the topics on the agenda.

Through the Chairman of the Board of Directors and the CEO, the Board also reported to the Shareholder's Meeting on the activities conducted and scheduled and has always attempted to provide Shareholders with the correct information so that they may be able to make informed decisions regarding Shareholders' Meeting.

The ordinary Meeting of 29 April 2019 was attended by all the members of the Remuneration Committee of the Company.

Over the course of the Financial Year, there have been no significant changes in the Issuer's ownership structure.

With regard to the complete information relating to the relevant shareholdings in the capital of Maire Tecnimont, reference is made to Table 1 Annexed hereto.

During the year, a 22.96% decrease was recorded in the capital of the Company from Euro 1,055,395,883 at 28 December 2018 (last day of trading in 2018) to Euro 813,056,429 at 30 December 2019 (last day of trading in 2019).

The number of ordinary shares of the Company, i.e. 328,640,432 at 31 December 2018, did not change during the year and it did not change further as at this Report date.

It should be recalled that due to the increased voting rights envisaged by the By-laws, the share capital of Maire Tecnimont - in accordance with article 120, paragraph 1 of the CFA and the provisions of article 6-bis of the By-laws - is the total number of voting rights.

At 31 December 2019 the share capital of Maire Tecnimont, expressed in the number of voting rights, was 496,305,566 and it did not change as at this Report Date.

## **17. ADDITIONAL CORPORATE GOVERNANCE PRACTICES**

### **(pursuant to article 123-bis, paragraph 2, letter a), CFA)**

As regards corporate governance practices in addition to those indicated in the previous paragraphs and effectively applied by Maire Tecnimont, it is recalled that starting January 2018, the Risk Control and Sustainability Committee has been assigned new functions concerning sustainability, a description of which is given in paragraph 10 above.

Moreover, for the sake of completeness, it is noted that the Company's organisation has the following internal committees: Coordination Committee, Commercial Committee, Region Committee, Project Development Committee, Internal Sustainability Committee and Internal Committee for the Internal Control and Risk Management System (the "SCIR Committee"). These committees perform activities in support of the CEO in the evaluation of strategic initiatives and decisions, Corporate and Business, including local content issues, with Group value and impact, related to investments, business activities and presence in geographical areas (Regions) of the Group's interest, Project Development initiatives, sustainable business management and the optimisation of processes of internal control and risk management and coordination.

It is also reported the establishment of the Maire Tecnimont "Green Acceleration Advisory Board", a strategic advisory body assisting the Chairman of the Board of Directors and the Chief Executive Officer, with the task to further strengthen within the Group the level of awareness and knowledge concerning the energy and industrial transition, currently in process, as well as the impacts thereof. The "Green Acceleration Advisory Board" of Maire Tecnimont is responsible for promoting the Group identity as a major and innovative player in the green chemistry with the objective of becoming a reference for the development of the circular economy.

The Maire Tecnimont "Green Acceleration Advisory Board" comprises not only the Chairman of the Board of Directors and the Chief Executive Officer but also high-profile experts, both national and international, with various specific competences and expertise.



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## **18. CHANGES AFTER THE CLOSURE OF THE FINANCIAL YEAR OF REFERENCE**

From the end of the Financial Year, there no changes to be reported.

## **19. CONSIDERATIONS ON THE LETTER OF 19 DECEMBER 2019 FROM THE CHAIRMAN OF THE CORPORATE GOVERNANCE COMMITTEE**

The letter from the Chairman of the Corporate Governance Committee of 19 December 2019 was sent to the Chairman of the Board of Directors, the Chief Executive Officer and the Chairman of the Board of Statutory Auditors of the Company on 21 December 2019.

Said letter was brought to the attention of the Risk and Sustainability Control Committee on 18 February 2020, the Remuneration Committee on 19 February 2020 and the Board of Directors on 5 March 2020.

As indicated in Section 4.3 of this Report, the questionnaires for the Board Evaluation for the year also took into consideration the recommendations made in the aforementioned letter.

The first recommendation from the Corporate Governance Committee concerns the management of the sustainability of the company's activities and its capacity to continue to create value in the long-term, benefiting the shareholders also taking into account the interests of other stakeholders who are relevant for the Company and more specifically: *"the Committee invites the Board of Directors to integrate the sustainability of corporate activities into the definition of the strategies and remuneration policy, also based on a relevance analysis of the factors that may impact the generation of value in the long term"*.

The Board of Directors, at the meeting of 5 March 2020, has confirmed its full compliance with and application of the afore-mentioned recommendation having already integrated, as from the previous period, the sustainability indicators both into its Business Plan and Remuneration Policies.

More information is available, as regards the Business Plan 2020-2024, in the Sustainability Budget 2019, containing the Consolidated Non-Financial Statements pursuant to Legislative Decree 254/2016 and as regards the remuneration policies, in the Report on Remuneration 2020 and fees paid.

The second recommendation from the Committee regards the quality of the reporting to the Board of Directors, more specifically: *"the Committee recommends that the Companies attend, also as regards the regulation of the Board activities, to an adequate management of the*

*information flows to the Board of Directors, ensuring that the confidentiality requirements are protected without compromising the completeness, usability and timeliness of said information flows”.*

The Board of Directors, in the meeting of 5 March 2020, has expressed its full approval of the afore-mentioned recommendation agreeing on the importance of a correct, complete and timely information flow toward the corporate bodies, about which the Company continues to guarantee its utmost commitment and attention. Confidentiality is guaranteed with the use, by the Company, of an electronic platform dedicated to Directors and Statutory Auditors for the transmission of the necessary documentation prior to the Board meetings and to the internal committees.

With the third recommendation, the Corporate Governance Committee invites the Boards of Directors to ensure a concrete and full application of the independence criteria recommended by the Code and more specifically: *“the Committee invites the Boards of Directors to strictly apply the independence criteria defined in the Code, and the control bodies to oversee and ensure the correct application of said criteria. The Committee, in addition to reiterating the exceptional nature and the necessary individual reasons – as they relate to each individual Director – for derogating from any of the independence criteria recommended by the Code, invites the issuers to pay close attention to the assessment of the importance of the relationships to be evaluated. To this end, the Committee invites the Boards of Directors to define ex-ante the quantitative and/or qualitative criteria to apply to the assessment of the importance of the relationships subject to evaluation. These criteria should concern the overall position, not limited to a simple economic benefit, of the Director whose independence is subject to evaluation, and should be reflected in an adequate and transparent disclosure to the market in the report on corporate governance.”*

The Board, at the meeting of 5 March 2020, has highlighted the attention placed by the Corporate Governance Committee, in general, on the independence of the Directors and, more specifically, on the application suggestions in terms of the importance of the relationships subject to evaluation for the purpose of independence certification. Within the scope of a broader assessment activity which will be carried out by the Company in 2020, aimed at the identification of governance choices for compliance with the new Corporate Governance Code, a specific analysis shall be performed regarding independence matters.

The last recommendation of the Corporate Governance Committee regards the remuneration of non-executive Directors and of the members of the control body, especially in the medium-small sized enterprises and more specifically, it states that: *“keeping in mind the reference benchmark, the Committee recommends to the administrative bodies – and to the committees responsible for remuneration matters – to verify that the amount of remuneration for the non-executive Directors and the members of the control body is adequate to the expertise, the*



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*professional background and commitment required by their position. A useful parameter could be, to this end, a reference to the remuneration practises applied in the sectors and in companies of a similar size, also considering comparable international experience.”*

In this respect, the Board, at the meeting of 5 March 2020, stated that the remunerations granted to the non-executive Directors and the members of the control body are appropriate to their competence, professional background and the commitment required for their positions.

## **Tables**

**Table 1: Information on the ownership structure**

<b>Share capital structure</b>				
	<b>No. of shares</b>	<b>% of share capital</b>	<b>Listed (list markets) / non-listed</b>	<b>Rights and obligations</b>
Ordinary Shares	328,640,432	100	Listed on MTA organized and managed by Borsa Italiana S.p.A.	Rights and Duties pursuant to law and articles of association
Shares with multiple vote	-	-	-	-
Shares with limited voting right	-	-	-	-
Shares with no voting right	-	-	-	-
Other	-	-	-	-

<b>Other financial instruments (attributing the right to subscribe newly issued shares)</b>				
	<b>Listed (list markets) / non-listed</b>	<b>No. of outstanding instruments</b>	<b>Category of shares subject to conversion / exercise</b>	<b>No. of shares subject to conversion / exercise</b>
Convertible bonds	-	-	-	-
Warrant	-	-	-	-

As at 31.12.2019 and as at 11/03/2020

<b>Share capital structure</b>			
<b>Declaring party</b>	<b>Direct shareholder</b>	<b>% shareholding of total no. of ordinary shares (*)</b>	<b>% shareholding of share capital expressed in no. of voting rights (**)</b>
Fabrizio DI AMATO	GLV CAPITAL S.p.A. (***)	<b>51.018%</b>	<b>67.565%</b>
Yousif Mohamed Ali Nasser AL NOWAIS	Arab Development Establishment (ARDECO)	<b>4.733%</b>	<b>3.134%</b>

(\*) Total no. of ordinary shares: 328,640,432

(\*\*) Share capital expressed no. of voting rights pursuant to article 120, paragraph 1 of Legislative Decree 24 February 1998, no. 58 (CFA) and as provided by article 6 bis of the Articles of Association: 496,305,566

(\*\*\*) Shareholder that since 7 April 2017, has achieved the voting right increase.

**Table 2: Structure of the Board of Directors and Committees**

Board of Directors														RCSC		RC	
Office	Members	Year of birth	Date of first appointment *	In office from	In office to	Slate (M/m) **	Exec	Non Exec	Indep from Code	Indep from TUF	Attendance***	No. other offices****	*** **	** *	** ** *	***	
Chairman	Di Amato Fabrizio	1963	10.09.2007	29.04.2019	Approv. Statement 31.12.2021	M	X		NA		10/10	4					
CEO • ( )	Folgiere Pierroberto	1972	31.10.2012	29.04.2019	Approv. Statement 31.12.2021	M	X		NA		10/10	4					
Director	Alfieri Luigi	1952	30.04.2013	29.04.2019	Approv. Statement 31.12.2021	M		X			10/10	3			(M)	10/10	
Director □	Chersicla Gabriella	1962	30.04.2013	29.04.2019	Approv. Statement 31.12.2021	M		X	X	X	10/10	4	(C)	9/9			
Director	Fiorini Stefano	1962	10.09.2007	29.04.2019	Approv. Statement 31.12.2021	M		X			10/10	12	(M)	8/9			
Director	Giustiniani Vittoria	1964	30.04.2013	29.04.2019	Approv. Statement 31.12.2021	M		X	X	X	9/10	1			(M)	10/10	
Director	Pellegrini Andrea	1964	11.06.2014	29.04.2019	Approv. Statement 31.12.2021	M		X	X	X	9/10	3	(M) A.	3/3	(C)	10/10	
Director	Riva Patrizia	1970	30.04.2013	29.04.2019	Approv. Statement 31.12.2021	M		X	X	X	9/10	6					
Director	Squinzi Maurizia	1950	27.04.2016	29.04.2019	Approv. Statement 31.12.2021	m		X	X	X	10/10	1	(M) B.	5/6			
<b>Directors withdrawn/removed during the financial year</b>																	
NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA	
<b>Quorum required for presentation of slates during final nomination: 2,5%</b>																	
<b>No. of meetings held during financial year:</b>				<b>BoD: 10</b>					<b>CRSC: 9</b>				<b>RC: 10</b>				

(\*) By date of first appointment of each director is the date in which the Director has been appointed for the first time (ever) on the Board of Directors of the Company.

(\*\*) The initial "M" indicates the Director has been elected from the majority slate. The initial "m" indicates the Director has been elected from the minority slate

(\*\*\*) The columns marked with this symbol indicate Directors' attendance at Board, Control and Risk Committee, and Remuneration Committee meetings, respectively (number of meetings attended compared to the total number of meetings where they could participate).

(\*\*\*\*) Number of offices as Director and Statutory Auditor held by the Board members in other companies listed on regulated markets, including foreign markets, financial institutions, banks, insurance companies or large businesses. The list of such companies, with reference to each Board member, is attached hereto as Annex A.1.

(\*\*\*\*\*) In the column marked with this symbol it is indicated that the Board member is a Committee member and the office: (C) Chairman; (M) Member.

A. In office until 29.04.2019

B. In office from 29.04.2019

**RCSC** Risk Control and Sustainability Committee

**RC** Remuneration Committee

• This symbol indicates the Director Responsible for the internal audit and risk management system.

( ) This symbol indicates the principal officer of the Company (Chief Executive Officer or CEO).

□ This symbol indicates the Lead Independent Director (LID).

**Table 3: Structure of the Board of Statutory Auditors**

Office	Members	Year of birth	Date of first appointment *	In office from	In office to	Slate (M/m) **	Indep. from Code	Attendance ***	No. other offices ****
Chairman	Fallacara Francesco	1964	30.04.2013	29.04.2019	Approv. bilancio al 31.12.2021	m	X	19/19	16
Standing Statutory Auditor	Loli Giorgio	1939	10.09.2007	29.04.2019	Approv. bilancio al 31.12.2021	M	X	19/19	20
Standing Statutory Auditor	Di Bella Antonia	1965	30.04.2013 (*****)	29.04.2019	Approv. bilancio al 31.12.2021	M	X	19/19	4
Alternate Statutory Auditor	Leoni Massimiliano	1963	10.09.2007	29.04.2019	Approv. bilancio al 31.12.2021	M	X	-	22
Alternate Statutory Auditor	Alessandra Conte (*****)	1971	29.04.2019	29.04.2019	Approv. bilancio al 31.12.2021	M	X	-	3
Alternate Statutory Auditor	Lorenzatti Andrea	1975	27.04.2016	29.04.2019	Approv. bilancio al 31.12.2021	m	X	-	2
<b>Statutory Auditors withdrawn/removed during the financial year</b>									
Alternate Statutory Auditor	Provasi Roberta (*****)	1967	11.06.2014	27.04.2016	29.04.2019	M	X	-	3
<b>Quorum required for presentation of slates during final nomination: 2,5%</b>									
<b>No. of meetings held during financial year: 19</b>									

(\*) By date of first appointment of each Statutory Auditor is the date in which the director has been appointed for the first time (ever) on the Board of Statutory Auditors of the Company.

(\*\*) The initial "M" indicates the Statutory Auditor has been elected from the majority slate. The initial "m" indicates the Statutory Auditor has been elected from the minority slate.

(\*\*\*) The column marked with this symbol indicates statutory auditors' attendance at the Board of Statutory Auditors' meetings (number of meetings attended compared to the total number of meetings where they could participate).

(\*\*\*\*) Number of director or auditor offices held by the Statutory Auditors, that are relevant pursuant to art. 148-bis of the Consolidated Finance Act and its implementing provisions contained in the Consob Issuers' Regulation. Pursuant to art. 144-quinquiesdecies of the Consob Issuers' Regulation, the complete list of offices is published by Consob on its website.

(\*\*\*\*\*) Antonia Di Bella resigned his position as Standing Statutory Auditor on 11 June 2014. The shareholders' meeting on 27 April 2016 appointed Antonia Di Bella as Standing Statutory Auditor.

(\*\*\*\*\* ) Alessandra Conte: in office from 29 April 2019 as Alternate Statutory Auditor.

(\*\*\*\*\* ) Roberta Provasi: in office until 27 April 2016 as Standing Statutory Auditor and appointed on the same date by the ordinary shareholders' meeting as Alternate Statutory Auditor.

**ANNEX A**

***CURRICULA VITAE OF MAIRE TECNIMONT S.P.A. BOARD MEMBERS***



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## **FABRIZIO DI AMATO**

Born 1963. He graduated in Political Sciences from La Sapienza University of Rome and received an honorary master's degree in Chemical Engineering from Politecnico of Milan. He is the Chairman and majority shareholder of Maire Tecnimont Group, one of the main engineering contractors in oil & gas and petrochemicals in the world.

He began his career as an entrepreneur at the age of 19 by setting up his first company with three employees. He built up the Maire Tecnimont Group over three decades through a process of internal growth and acquisitions. In the first 20 years he laid the basis for the development of a mid-size civil engineering group mainly operating in the Italian market. In 2004, he acquired Fiat Engineering from Fiat Group. In this way the Group switched to general contracting, with a specific focus on power generation and transportation infrastructure and reinforced its international footprint. At the end of 2005, by completing a second major acquisition, that of Tecnimont from Edison, Mr. Di Amato expanded the Group's activities to the oil, gas and petrochemicals business, with a network of subsidiaries and branch offices operating worldwide. The acquisition of Tecnimont was ranked as the second most important transaction of merging and acquisition in Italy, receiving the Award KPMG M & A in 2006.

In 2007, Maire Tecnimont started to be listed in the Milan Stock Exchange; in the same year the acquisition of 100% of the Indian subsidiary Tecnimont Private Limited was completed, reinforcing the second Group engineering hub worldwide. This is a unique example of integration and complementarity of technical excellences coming from two different countries and cultures. In 2009 and 2010 other two important acquisitions increased the technological content of the Group: the Dutch Stamicarbon - global leader in urea technology - and the Italian KT-Kinetics Technology - main process engineering contractor in the oil&gas sector. Today, Maire Tecnimont Group is one of the major European players in the engineering & contracting, active on the global energy markets. The Group is able to apply a flexible business model providing advanced skills in licensing, engineering services, engineering and procurement and in EPC (Engineering, Procurement, Construction).

The Group operates through 50 companies in 45 countries, having a 2018 turnover of more than 3.6 billion euro. The Group owns more than 1,300 individual patents, having 30% market share in terms of installed capacity of polyolefin plants licensed from third parties. The Group is also market leader (54%) in the licensing of urea technology and has recognized competences in technologies for the production of hydrogen, sulfur recovery and Tail Gas.

Maire Tecnimont successfully completed the largest gas treatment plant in Abu Dhabi and has been recently awarded the most important contract in its history (3.9 billion euros) for a gas treatment plant in the Amur district in the Far East region of the Russian Federation. The Group licensed more than 250 urea production plants and built more than 190 polypropylene and polyethylene plants in the world. Maire Tecnimont has more than 9,000 professionals all over the world.

Fabrizio Di Amato plays an active role in the Italian engineering industry: from 2009 to 2011 he was President of Animp (Italian Association of Industrial Plant Engineering). In 2008 he promoted the concept of a unique representative body for the whole engineering and contracting industry through Federprogetti (the Federation of Italian plant industries), of which he was founder and served as President until May 2015. He is member of the Executive Board of the Association of Joint Stock Companies incorporated in Italy (Assonime) and Vice President of Assolombarda, Association of Lombardy companies, with reference to Energy, Clusters, Supply Chains and Research Studies.

In May 2016, he was awarded the decoration of “Cavaliere del Lavoro” by the Italian President of the Republic, Sergio Mattarella.

### **PIERROBERTO FOLGIERO**

Born in 1972 in Rome, he graduated in Economics Studies from Luiss Guido Carli University in 1995, where he is now a member of the University’s Advisory Board. Chartered accountant since 1995, in 2003 he attended the Executive Education Program in General Management at INSEAD, in Fontainebleau, Paris.

He started his career at Agip Petroli (Administration, Finance and Control area), before moving to Ernst & Young as Experienced Assistant and later to PricewaterhouseCoopers as Corporate Finance Manager. In 2000, he joined WIND Telecomunicazioni S.p.A., covering positions in the Administration, Finance and Control area and in 2006, serving as Corporate Development Director. In June 2008, he joined Tirrenia di Navigazione S.p.A., as Chief Financial Officer and General Manager, where he spearheaded the shipping company’s restructuring and privatization process.

He joined Maire Tecnimont Group in September 2010 as Chief Financial Officer of KT S.p.A., Group’s licensor and process engineering contractor in oil&gas refining, taking up the position of Managing Director of the same Company in June 2011. In May 2012, he was appointed as Managing Director of Tecnimont S.p.A, Group’s large-scale EPC contractor in hydrocarbon processing, with a leading position in petrochemicals. In May 2012 he was appointed as Chief Operating Officer of the holding Company Maire Tecnimont S.p.A., being nominated on the following October as member of the Board of Directors and becoming Chief Executive Officer of the whole Group one year later, in May 2013.

From April 2019 he is also Managing Director of NextChem, brand new Company of the Group that operates in the field of Green Chemistry and in the energy transition supporting technologies, and holds the role of Chairman of the Supervisory Board of Stamicarbon, licensing and IP excellency center of the Group, which is world leader in the technology for manufacturing of urea fertilizers.



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### **LUIGI ALFIERI**

Born in 1952. A graduate in Law from University of Salerno. He began his career in 1972 at Banca Commerciale Italiana, covering different positions and working in different Italian cities. In 1987 he was appointed Manager and later Bank Manager. From 2001 he continued to work for Intesa BCI Bank, first as Area Manager for Central and Southern Italy (Large Corporate Division) and then as South Area Director (Corporate Division). In 2002 he was appointed Rome Bank Director (Retail Division) of Banca Intesa. From 2005 to 2012 he was Southern Italy Area Director of Intesa Sanpaolo (Mid Corporate Direction, Corporate & Investment Banking Division). From February 2013 he works as consultant.

### **GABRIELLA CHERSICLA**

Born in Trieste on May 2<sup>nd</sup>, 1962, she graduated in Business Economics. She is Chartered Accountant and Certified Auditor and a Member of the Corporate Governance Committee established by the Milan Association of Chartered Accountant.

She carried out her career in KPMG network, initially in the audit practice and subsequently in the Forensic practice of which she's been in charge as national leader from 2003 to 2011. Presently, she practices in Milan as an independent professional and covers the position of independent director and member of the Statutory Audit Committee in various companies.

### **STEFANO FIORINI**

Born in Rome on 31 October 1962. He obtained a high school diploma in accountancy and business and then later an ordinary degree in legal studies from the University of Camerino. An employment consultant since 1988, in 1994 he entered the roll of chartered accountants in 1995, he also entered the roll of institutional accounts auditors at the Ministry of Justice. Since 2000 he has been on the role of business technical consultants at the Civil and Penal Court of Rome. He is specialized in corporate restructuring and in the mergers and acquisitions sector. He gained significant experience in tax litigation, court expert appraisals and in bankruptcy proceedings and has administered several companies operating in the property, airport and mineral water extraction and marketing sectors. He has held the position of statutory auditor in numerous companies.

He was awarded the diploma for participation in the Master in International Accounting Principles (IAS/IFRS).

### **VITTORIA GIUSTINIANI**

Born in 1964, she graduated in Law in 1989 at Milan Università Statale and started her career at Mario Casella Law Firm in Milan, where she gained significant experience in corporate litigation. In 1994 she joined Cera Cappelletti Bianchi Law Firm, then Erede & Associati and finally, in 1999, Bonelli Erede Pappalardo, of which she is partner since January 1st, 2000. She focuses on the day-to-day consulting activities for a number of listed companies, with particular emphasis on corporate governance, compliance with legislation and public companies' best practice, as well as financial restructurings, issuance of financial instruments, IPOs and public tenders and exchange offers. Repeatedly reported among the most competent and qualified professional women in the Italian public and private sectors.

### **ANDREA PELLEGRINI**

Born in Milan in 1964. He is a graduate in Business Administration at Bocconi University and has a Master in Science of Management (MBA) from the Sloan School of Management of the Massachusetts Institute of Technology - MIT.

He has spent his entire career in investment banking working for Barclays Bank, Lehman Brothers, Merrill Lynch and Nomura in New York, London and Italy. At Merrill Lynch he was Chairman of Public Sector, for Europe, Middle East & Africa & Head of Investment Banking for Italy. At Nomura, he covered the role of Country Manager and Head of Investment Banking for Italy. He has been senior advisor to Long Term Partners, an Italian management consulting firm, and senior advisor to Italiacamp, an open innovation and social impact initiative. Over the course of his career, he has worked on many landmark equity, debt and advisory transactions for American, European and, above all, Italian companies.

Currently he is senior advisor to Cassa Depositi e Prestiti S.p.A. and founding partner of Thalia Advisors, his advisory boutique. He is also independent Board Member of DeA Capital Alternative Funds SGR S.p.A. and Member of the Remuneration Committee (from april 2016 to date) and independent Board Member, Chairman of the Remuneration Committee, Member of the Control Risk and Sustainability Committee and Member of the Related Party Committee of Maire Tecnimont S.p.A. (from june 2014 to date). He was previously Vice Chairman of the Board of Italian Hospitality Collection S.p.A. (from december 2016 to february 2019) and independent Board Member, Chairman of the Control Risk and Sustainability Committee and Chairman of the Related Party Committee of SIAS - Società Iniziative Autostradali e Servizi S.p.A. (from april 2014 to december 2019).



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### **PATRIZIA RIVA**

Born in Milan, on July 10th, 1970. She graduated in Business Administration at the Luigi Bocconi University in 1993, obtains the PhD title in "Business, Economics & Management" at the same institution in 2000. Associate Professor at the University of Eastern Piedmont (DISEI - Department of Economics and Business Studies), Lecturer of the master's degree in business crisis and turnaround at the University of Bergamo. Registered since 1994 as Chartered Public Accountants, Auditor and court experts (CTU). Founder and senior partner of "Studio Patrizia Riva, Dottori Commercialisti e Avvocati Associati". He plays function as receivers, Temporary Receivers and Official Receivers. Vice President of APRI (Associazione Professionisti Risanamento Imprese), member of the Rordorf 2 Commission of the National Council of Chartered Accountants and Accounting Experts, member of ACM, Interprofessionale Monza, AIDC Milano and Chairman of the Statutory Auditors Board of Piquadro S.p.A.

She has several national and international publications to her name dealing with economic and corporate issues.

### **MAURIZIA SQUINZI**

Self-employed professional specialized in finance and financial services. She plays and played the roles of consultant and executive manager in the area of general management, CFO (finance, administration and control) and business planning in complex companies operating in industrial, service and insurance industries.

At present she acts as a non-executive and independent Director and Member of Control Risk and Sustainability Committee of Maire Tecnimont S.p.A.; non-executive and Independent Director, Member of Risk Committee, Chairman of Related Party Committee as well as Member of Nomination Committee of Illimity Bank S.p.A. Previously, she acted as a non executive and independent Director, Chairman of Risk Committee and member of Remuneration Committee of Banca Carige S.p.A. until June 2017. She also held the position of General Manager of Mittel Group until January 2015, and member of the Executive Committee of Sorin S.p.A. until April 2015.

She participated in the financial restructuring process of the San Raffaele Hospital in Milan serving as Head of Financial & Human Resources; and as CFO responsible for the organizational restructuring and the recovery plan of Poste Italiane Group.

As Planning and Control Group Director, she worked on the financial and organizational recovery of Montedison Group.

After graduating with top marks in Economics and Business Studies from Bocconi University, she joined McKinsey & Co. Milan, working in the area of finance and financial products for about eight years.

**ANNEX A.1**

**LIST OF OFFICES HELD BY MAIRE TECNIMONT S.P.A. BOARD MEMBERS**



Name	Company	Office
<b>DI AMATO Fabrizio</b>	GLV Capital S.p.A.	Chairman of the Board of Directors
	Maire Investments S.p.A.	Chairman of the Board of Directors
	Armonia Holding S.r.l.	Director
	Armonia SGR S.p.A.	Director
<b>FOLGIERO Pierroberto</b>	Tecnimont S.p.A. (*)	Managing Director
	KT - Kinetics Technology S.p.A. (*)	Managing Director
	Stamicarbon B.V.	Chairman of the Supervisory Board
	NextChem S.r.l. (*)	Chairman of the Board of Directors (**)
<b>ALFIERI Luigi</b>	BiOlevano S.r.l. (*)	Director
	Maire Investments S.p.A.	Director
	LVG H S.r.l.	Chairman of the Board of Directors
<b>CHERSICLA Gabriella</b>	ePRICE S.p.A.	Standing Statutory Auditor
	Snam Rete Gas S.p.A.	Standing Statutory Auditor
	Fondazione Snam	Member of the Board of Chartered Public Accountants
	Illycaffè S.p.A.	Standing Statutory Auditor
<b>FIORINI Stefano</b>	Elfa Investimenti S.r.l.	Sole Director
	Emmeci S.r.l.	Chairman of the Board of Directors
	Esperia Aviation Services S.p.A.	Vice Chairman of the Board of Directors
	Gef Aviation S.r.l.	Chairman of the Board of Directors
	GLV Capital S.p.A.	Director
	I Daini S.r.l.	Sole Director
	LVG Real Estate S.r.l.	Vice Chairman of the Board of Directors
	LVG Real Estate Seconda S.r.l.	Vice Chairman of the Board of Directors
	Maire Investments S.p.A.	Vice Chairman of the Board of Directors
	NextChem S.r.l. (*)	Director
	Prima Investimenti S.r.l.	Sole Director
	S.T.I. S.r.l.	Sole Director
<b>GIUSTINIANI Vittoria</b>	Alerion Clean Power S.p.A.	Director
<b>PELLEGRINI Andrea</b>	SIA S.p.A.	Director
	DeA Capital Funds SGR S.p.A.	Director
	DUE.DI S.r.l.	Director

	ASTM S.p.A. (***)	Director
<b>RIVA Patrizia</b>	Piquadro S.p.A. (****)	Chairman of the Board of Statutory Auditors
	Artestampa S.p.A.	Alternate Statutory Auditor
	Cooper CSA S.r.l.	Alternate Statutory Auditor
	T.C.O Sud Italia S.r.l.	Alternate Statutory Auditor
	A.P.R.I - Associazione Professionisti Risanamento Imprese	Vice Chairman of the Board of Directors
	FARE X BENE Associazione onlus	Vice Chairman of the Board of Directors
<b>SQUINZI Maurizia</b>	Illimity Bank S.p.A. (*****)	Director

(\*) Company belonging to the Group headed by Maire Tecnimont S.p.A.

(\*\*) appointed on 17 April 2019.

(\*\*\*) appointed on 12 February 2020.

(\*\*\*\*) Standing Statutory Auditor until 25 July 2019, in which she was appointed Chairman of the Board of Statutory Auditors.

(\*\*\*\*\* ) on 5 March 2019 Spaxs S.p.A. merged into Banca Interprovinciale S.p.A. who changed its name to Illimity Bank S.p.A.



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**ANNEX B**

***CURRICULA VITAE* OF MAIRE TECNIMONT S.P.A. STATUTORY AUDITORS**

**FRANCESCO FALLACARA**

Degree in Economy at LUISS (110/110 con laude). Legal Auditor and chartered accountant in Rome.

Professional activities for own consulting office: Tax and company consulting on a continual basis with medium sized companies and company groups. President and effective auditor of auditing committees of S.p.A. and S.r.l. Registered in the list of receivers, technical consultant and appraiser at the civil and penal Tribunal of Rome.

Teaching activities: Teacher at SAF school of ODCEC of Rome, teacher at the "Scuola Superiore dell'Economia e delle Finanze" previously Scuola "Ezio Vanoni" of the Ministry of Finance and at the "Scuola di Polizia Tributaria della Guardia di Finanza" (Police School for Excise and Taxes) in courses for officers and subofficers.

Lecturer in Financial Accounting, degree in Business Administration, at University "Pegaso International - Higer Education Institution", Malta.

**GIORGIO LOLI**

Born in Livorno on 23 August 1939. He graduated in economics and business studies from the University of Bologna in 1963. He has been a chartered accountant since 1968 and is a registered legal accounts auditor. He was in professional practice from 1964 to 1972 at Peat, Marwick, Mitchell & Co. (now KPMG S.p.A.), auditors and corporate consultants, at the Milan office and at the Newark, NJ, USA office for a year, where he became partner in 1972. He left the partnership on 30 September 1998 and established his own firm where, on 1 October 1998, he opened as a chartered accountant, providing support to businesses and families of entrepreneurs, in governance, administration and control. He has provided consultancy and Italian business acquisition support for foreign groups and foreign companies on behalf of Italian groups, in addition to support for businesses and groups preparing for stock exchange listing. He has held important positions in numerous companies: among the various roles, he is chairman of the board of statutory auditors at Coesia S.p.A. and GD S.p.A., he has been chairman of the External Audit Committee at the International Monetary Fund and of the board of statutory auditors at Unicredit S.p.A.. He has also been a contract professor of business economics at Bocconi University in Milan and among others has taken part in the Aletti Commission for commercial business reform in 1980, the Consob Commission for the definition of Accounting Principles for State-Owned Businesses in 1981 and various Commissions on behalf of the National Council of Chartered Accountants.



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### **ANTONIA DI BELLA**

Antonia Di Bella was born in Drapia (Vibo Valentia). She graduated in Business Economics and Social Sciences and Master in Accounting and financial control. She is a Chartered Accountant and a Certified Auditor. She is a member of the Insurance Technical Commission at the OIC, the Italian accounting standard setter, and a member of the Steering Committee at MIRM, Master in Insurance Risk Management in Trieste.

She is Lecturer of Accounting and management in Insurance at Università Cattolica of Milan.

She first pursued her career within the KPGM network till 2006 and then from 2008 to July 2015 she was in charge of the insurance sector in Mazars S.p.A. as national leader. She led several consultancy team assisting Insurance group into IAS/IFRS first time adoption process and assisted investors in accounting, tax and business due diligence for insurance target.

Currently she practices in Milan as an independent professional and is of counsel at NCTM Studio Legale.

Expert in auditing the Financial Statements of companies and insurance groups, she has been a member of Statutory Auditor Boards in insurance companies and listed companies.

Currently, she is member of Board of Statutory Auditors of Maire Tecnimont S.p.A., Assicurazioni Generali S.p.A, Pininfarina S.p.A and independent director at Interpump Group S.p.A..

### **MASSIMILIANO LEONI**

Chartered Accountant & Business Consultant qualified to the profession since April 14/04/1992 at number AA 003801, Certified Auditor member of the special Roll of the Ministry of Justice established by Ministerial Decree of 21/04/1995 at n. 32033 G.U 31 Bis. From 1990 he provides advisory and assistance in administrative – corporate and tax compliance services in favor of companies, institutions and entrepreneurial groups. In this field he provided advisory in the area of corporate refurbishments operations, transfers and reallocation of business complex. He acquired an important experience in the field of defense and fiscal representation during contentious for companies and institutions. From 1992 he is also member of Board of Statutory Auditors in Companies and Institutions. From 1998 he is partner of the Company Studio Associato Leoni-Luvisotti, providing advisory to companies in fiscal and administrative issues. From 2017 he is associated professional of the tax and corporate consulting firm Studio Ferri Minnetti & Associati s.r.l. in Rome. He accrued significant experiences in the financial/actuarial field concerning social security, pension funds and actuarial evaluations of the employee benefits through the accounting system IAS 19. He carries out also activities of technical advisory for the qualification Soa of Companies in case of transfer or rent of corporate branch. He owns professional experiences in the field of expert evaluation procedures of companies and company branches during the process of acquisition and transfer.

**ALESSANDRA CONTE**

Born in 1971, graduated in Business School at University of Rome 'La Sapienza' in 1995.

Certified Accountant practicing from 01.03.1999 (Registered with the Association of Chartered Accountants of Rome under No. AA\_006880), Statutory Auditor registered in the Register established by the Ministry of Justice n. 119058, 4th special series n.32 dated 04.21.2000.

Since 1999 she has practiced as consultant in tax and corporate matters, assisting clients also in administrative matters. Over the years she has developed a particular expertise in the field of extraordinary corporate transactions and company valuations. She has also gained significant experience in tax judicial litigation, assisting companies, organizations and individuals.

Director, Statutory Auditor and Auditor in commercial companies and non-profit organizations.

**ANDREA LORENZATTI**

Qualified chartered accountant, member of the Italian Association of Accountants since June 25th, 2007 (registration number AA 009119), and qualified auditor entered in the Italian Register of Auditors in February 12th, 2008.

Since June 2005 he has been providing corporate, fiscal and administrative advice, focusing mainly on fiscal matters of construction companies, negotiations and property management.

He also has strong skills in extraordinary corporate transactions, in particular in the preparation of value assessments in relation to proportional partial spin-offs and contributions of business.

His professional experience also covers corporate groups, in particular he is in charge of the management and external advice of companies under the National Tax Consolidation.

For several years he has been the territory manager of fiscal assistance of the Centre of Italy for CAF IMPRESE UNICA CIDEDEC SRL.

Currently he is a supervisory body member of several companies (as President and member of the Board of Statutory Auditors).



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**ANNEX B.1**

**LIST OF OFFICES HELD BY MAIRE TECNIMONT S.P.A. STATUTORY AUDITORS**

Name	Company	Office
<b>FALLACARA Francesco</b>	Pirelli & C. S.p.A.	Chairman of the Board of Statutory Auditors
	Ro.Co. Edil Romana Costruzioni Edilizie	Standing Statutory Auditor and Chartered Auditor
	Hirafilm S.r.l.	Sole Statutory Auditor and Chartered Auditor
	Banca Consulia S.p.A.	Alternate Statutory Auditor
	Capital Shuttle S.p.A.	Alternate Statutory Auditor
	Fondazione Link Campus University	Chairman of Board of Chartered Auditors
	Collegio Provinciale dei Geometri di Roma	Standing Member of Board of Chartered Auditors
	Eni Progetti S.p.A.	Standing Statutory Auditor
	ArgoGlobal Assicurazioni S.p.A.	Director
	Creval S.p.A. Gruppo Bancario Credito Valtellinese	Alternate Statutory Auditor
	GB Trucks Socio Unico S.r.l.	Sole Chartered Auditor
	NextChem S.r.l. (ex Processi Innovativi S.r.l.) (*)	Standing Statutory Auditor
	SIBI S.r.l.	Sole Chartered Auditor
	I Casali del Pino S.r.l.	Sole Chartered Auditor
<b>LOLI Giorgio</b>	Coesia S.p.A.	Chairman of the Board of Statutory Auditors
	Coesia Finance S.p.A.	Chairman of the Board of Statutory Auditors
	Comas - Costruzione Macchine Speciali - S.p.A.	Standing Statutory Auditor
	Costruzioni Meccaniche PE.BO S.r.l.	Standing Statutory Auditor
	Decal S.p.A.	Chairman of the Board of Statutory Auditors
	Emmeci S.p.A.	Chairman of the Board of Statutory Auditors
	Flexlink System S.p.A.	Chairman of the Board of Statutory Auditors
	G. D. S.p.A.	Chairman of the Board of Statutory Auditors
	Genova High Tech S.p.A.	Chairman of the Board of Directors
	G. F. S.p.A.	Chairman of the Board of Statutory Auditors
	IPI S.p.A.	Chairman of the Board of Statutory Auditors
	Isoil Impianti S.p.A.	Chairman of the Board of Statutory Auditors



	Isoil Industria S.p.A.	Standing Statutory Auditor
	Marina Genova Aeroporto S.r.l.	Chairman of the Board of Directors
	Praesidium S.p.A. SGR	Chairman of the Board of Directors
	Prelios S.p.A.	Chairman of the Board of Statutory Auditors
	Sasib S.p.A.	Chairman of the Board of Statutory Auditors
	System Ceramic S.p.A.	Standing Statutory Auditor
	Tosilab S.p.A..	Standing Statutory Auditor
	Studio 1 Automazioni S.p.A.	Standing Statutory Auditor
<b>DI BELLA Antonia</b>	Assicurazioni Generali S.p.A.	Standing Statutory Auditor
	Interpump Group S.p.A.	Director
	Ariston Thermo S.p.A.	Standing Statutory Auditor
	Merloni Group S.p.A.	Standing Statutory Auditor
<b>LEONI Massimiliano</b>	Primelab S.r.l.	Sole Director
	MGR Verduno 2005 S.p.A. (*)	Standing Statutory Auditor
	Met Gas Processing Technologies S.p.A. (*)	Standing Statutory Auditor
	Tecnimont S.p.A. (*)	Standing Statutory Auditor
	KT - Kinetics Technology S.p.A. (*)	Standing Statutory Auditor
	GLV Capital S.p.A.	Chairman of the Board of Statutory Auditors
	Maire Investments S.p.A.	Chairman of the Board of Statutory Auditors
	Gesal – Gestione Alberghi S.p.A.	Chairman of the Board of Statutory Auditors
	BiOlevano S.r.l. (*)	Alternate Statutory Auditor
	Transfima S.p.A. (*)	Alternate Statutory Auditor
	CO.FI.P S.r.l.	Alternate Statutory Auditor
	NextChem S.r.l. (ex Processi Innovativi S.r.l.) (*)	Standing Statutory Auditor
	Progetto Alfieri S.p.A. in liquidazione	Alternate Statutory Auditor
	Bio – P S.r.l. (*)	Sole Statutory Auditor
	Neosia S.p.A. (*)	Standing Statutory Auditor
	Cefalù 20 S.c. a r.l. (*)	Chairman of the Board of Statutory Auditors
	Prima Investimenti S.r.l.	Sole Statutory Auditor / Chartered Auditor
	I Daini S.r.l.	Sole Statutory Auditor / Chartered Auditor

	Met Development S.p.A. (*)	Standing Statutory Auditor
	U-COAT S.p.A. (*)	Alternate Statutory Auditor
	MyRePlast S.r.l. (*)	Standing Statutory Auditor
	Neosia Renewables S.p.A. (*)	Standing Statutory Auditor
	Esperia Aviation Services S.p.A.	Alternate Statutory Auditor
<b>CONTE Alessandra</b>	Enif Technologies S.p.A.	Alternate Statutory Auditor
	Raccordo I S.r.l.	Alternate Statutory Auditor
	Gioric S.r.l.	Sole Director
<b>LORENZATTI Andrea</b>	Angelini Professional S.r.l.	Chairman of the Board of Statutory Auditors
	Angelini Holding S.r.l.	Standing Statutory Auditor

(\*) Company belonging to the Group headed by Maire Tecnimont S.p.A.



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**ANNEX B.2**

**LIST OF OFFICES HELD BY MAIRE TECNIMONT S.P.A. PAST STATUTORY AUDITORS**

Name	Company	Office
<b>PROVASI Roberta</b>	Artestampa S.p.A.	Chairman of the Board of Statutory Auditors
	Softec S.p.A.	Standing Statutory Auditor
	Manifatture Cattaneo S.p.A.	Standing Statutory Auditor