

**Maire Tecnimont - Società per azioni (Joint stock company)**  
Registered office at Viale Castello della Magliana 27, Rome  
Operative office at Via Gaetano De Castilia 6A, Milan  
Share Capital Euro 19,920,679.32, fully subscribed and paid-in  
TAX ID VAT and Rome Companies Registration no. 07673571001 - R.E.A. (Economic Administrative Index)  
1048169

## **ORDINARY SHAREHOLDERS' MEETING CALL NOTICE**

Shareholders entitled to attend and to exercise their voting right are called to the ordinary Shareholders' Meeting to be held on 16 April 2020, at 10:30 a.m., at the operative office of Maire Tecnimont S.p.A. ("**Maire Tecnimont**" or the "**Company**") in Milan, Via Gaetano De Castilia 6A, on **first call**, and, if necessary, on second call on 17 April 2020, at 10:30 a.m., same place.

The Shareholders' Meeting shall be called to resolve on the following

### **Agenda:**

1. Company Financial Statements at 31 December 2019, Consolidated Financial Statements at 31 December 2019, Directors' Report, Report by the Board of Statutory Auditors and Independent Auditors' Report. Resolutions regarding the allocation of the year's profit and the dividend distribution.
2. Report on the 2020 Remuneration Policy and fees paid
  - 2.1 Approval of the 2020 Remuneration Policy pursuant to art. 123-ter, paragraph 3-ter, of Italian Legislative Decree no. 58/1998;
  - 2.2 Resolutions on the "Second Section" of the Report, pursuant to art. 123-ter, paragraph 6, of Italian Legislative Decree no. 58/1998;
3. Investment and incentive Plans, pursuant to art. 114-bis of Italian Legislative Decree no. 58/1998
  - 3.1 Conversion of the monetary incentive plan named "*2019-2021 Long-term Incentive Plan of the Maire Tecnimont Group*" into incentive plan based on Maire Tecnimont S.p.A.'s shares; relevant and consequent resolutions;
  - 3.2 Adoption of the "*2020-2022 Long-term Incentive Plan of the Maire Tecnimont Group*"; relevant and consequent resolutions;
  - 3.3 Adoption of the "*2020-2022 Employees Share Ownership Plan of the Maire Tecnimont Group*"; relevant and consequent resolutions;
  - 3.4 Adoption of the "*2020-2024 Long-term Investment Plan to support the Green Acceleration project of the Maire Tecnimont Group, based on the subsidiary NextChem's financial instruments*"; relevant and consequent resolutions.
4. Authorisation to purchase and dispose of treasury shares, subject to revocation of the authorization granted by the Shareholders' Meeting of 29 April 2019 for the unexecuted part; relevant and consequent resolutions.

### **Information on the share capital of Maire Tecnimont S.p.A.**

At the date hereof, Maire Tecnimont's subscribed and paid-in share capital amounts to Euro 19,920,679.32, divided into 328,640,432 ordinary shares without par value, which, pursuant to article 120, paragraph 1 of Italian Legislative Decree no. 58/1998 (the "**Consolidated Finance Act**" or "**CFA**") and art. 6-bis of the Company By-laws, correspond to 496,305,566 voting rights. As the date of the present notice, the Company does not own any treasury shares.

On the Company website [www.mairetecnimont.com](http://www.mairetecnimont.com) (section "Governance" - "Shareholders' Meeting Documents" - "2020"), information on the share capital amount and its relevant composition are indicated in detail.

### **Increased vote**

The extraordinary Shareholders' Meeting of 18 February 2015 approved the introduction to the By-laws of Maire Tecnimont (articles 6-bis, 6-ter and 6-quater) of the increased vote discipline, with the result that, in accordance with article 120, paragraph 1, of the CFA, share capital shall refer to the total number of voting rights.

Following the voting rights' increases achieved to the date of the present notice, the total number of voting rights is 496,305,566. For more information, also as regards the special list pursuant to art. 6-quater of the By-laws, (the "**Special List**"), reference is made to the Company website [www.mairetecnimont.com](http://www.mairetecnimont.com) (section "Governance" - "Increased Voting Rights").

Maire Tecnimont, in accordance with art. 6-quater, paragraph 3 of the By-laws, will update the Special List (where needed) by the 5th market day open from the end of each calendar month, and in any event no later than the seventh trading day prior to the date set for the Shareholders' Meeting (the so-called record date, i.e. by 3 April 2020).

### **Attendance of the Shareholders' Meeting**

Pursuant to art. 10 of the By-laws and in accordance with the current regulations, those who have the right to vote may participate in the Shareholders' Meeting. The legal power to participate in the Shareholders' Meeting and exercise the right to vote shall be attested by a communication confirming such a right in favour of the person entitled to vote, by the intermediary 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 Shareholders' Meeting on first call (record date, that is 3 April 2020). All crediting and debiting of the securities accounts subsequent to the date of 3 April 2020 have no relevance for the right to participate in and exercise the right to vote at the Shareholders' Meeting. The above communication of the intermediary shall be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting on first call (that is by 9 April 2020). However, 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 Shareholders' Meeting works of each individual call.

Procedures for voting by correspondence or by electronic means are not provided.

### **Voting by proxy**

The voting right holders may have themselves represented by another person by written proxy. To this end the proxy form is available at the registered office of Rome and at the operative offices of Milan and on the Company website at [www.mairetecnimont.com](http://www.mairetecnimont.com) (section "Governance" - "Shareholders' Meeting Documents" - "2020").

The proxy may be notified to the Company [corporatesecretary@pec.mairetecnimont.it](mailto:corporatesecretary@pec.mairetecnimont.it). Should the proxy deliver or send to the Company a copy of the proxy form, he has to certify under his own responsibility its conformity with the original proxy and the identity of the Shareholder giving a proxy. The proxy may be conferred with electronic document signed electronically in accordance with art. 20, paragraph 1-*bis*, of Legislative Decree no. 82/2005.

### **Appointed Representative**

Those who have the right to vote, shall grant a proxy indicating voting instructions on all or some of the proposals on the agenda, with no charges except for the transmission costs, to Computershare S.p.A., as an Appointed Representative by the Company under art. 135-*undecies* of the CFA.

The proxy to the Appointed Representative, with the voting instructions, together with an identity document – and in the case of a proxy granted by a legal entity, a document proving the powers for release the proxy – must be transmitted to Computershare S.p.A. at the certified e-mail address [ufficioroma@pecserviziitolitoli.it](mailto:ufficioroma@pecserviziitolitoli.it), by the end of the second open market day preceding the date set for the Shareholders' Meeting, also in the calling following the first, and therefore also in the second calling (i.e. 14 April 2020 and 15 April 2020).

The original proxy, instructions and copy of the related documentation must be transmitted to Computershare S.p.A. (Ref. "Proxy Shareholders' Meeting Maire Tecnimont S.p.A."), Via Monte Giberto 33, 00138 Rome, as soon as the measures to contain the health emergency from COVID-19 (CoronaVirus) issued by the competent Authorities will be exhausted.

The proxy form is available at the registered office in Rome and at the operative offices of Milan on the Company website [www.mairetecnimont.com](http://www.mairetecnimont.com) (section "Governance" - "Shareholders' Meeting Documents" - "2020"). The proxy shall be valid only for the proposals in relation to which voting instructions are conferred. The proxy and voting instructions may be cancelled within the term mentioned above.

### **Right to integrate the agenda or submit additional resolution proposals on items already on the agenda**

Pursuant to article 126-*bis* of the CFA, the Shareholders who, even jointly, represent at least one fortieth of the share capital, may request in writing, within ten days from the publication hereof (i.e. by 27 March 2020), to integrate the items for discussion, indicating in their request the additional items they propose for discussion or to submit resolution proposals on items already on the agenda. The requests shall be sent to the Company by notice to the following certified e-mail address: [corporatesecretary@pec.mairetecnimont.it](mailto:corporatesecretary@pec.mairetecnimont.it). The request shall be supported by the certification issued by the intermediaries attesting the identity of the Shareholders submitting the request, the overall shareholding held as well as the ownership of said shareholding.

The supplementing of the agenda or submission of resolution proposals on items already on the agenda is declared in the same way as envisaged for the publication of this notice, at least fifteen days prior to the date scheduled for the Shareholders' Meeting (namely, in the case in point, by 1 April 2020, before the markets open).

Shareholders requesting integrations to the agenda or submitting resolution proposals on items already on the agenda, shall prepare a report on the items they propose to discuss justifying the proposed resolutions or on the reasons for the additional resolution proposals on items already on the agenda. Said report shall be sent to the Board of Directors before the deadline for submission of the integration request. The report will be made available to the public, accompanied by any assessments of the Board of Directors, together with the publication of the news of the agenda integration or the presentation of additional resolution proposals.

The integration of the agenda is not allowed for items on which the Shareholders' Meeting shall resolve, in accordance with the law, on the proposal of the Directors or on the basis of a project or a report prepared by the same Directors that is different to those set out in art. 125-ter, paragraph 1, of the CFA.

### **Right to ask questions**

Pursuant to article 127-ter of the CFA, Shareholders may ask questions on the items on the agenda even before the Shareholders' Meeting, but in any case within the fifth trading day, preceding the date fixed for the Shareholders' Meeting on first call (i.e. by 7 April 2020) by notice to the following certified e-mail address: [corporatesecretary@pec.mairetecnimont.it](mailto:corporatesecretary@pec.mairetecnimont.it). The persons concerned shall provide information allowing their identification. The request shall be supported by information allowing to identify the Shareholders making the request and by the communication issued pursuant to the currently applicable regulatory provisions by the intermediaries, certifying the Shareholder qualification. However, the communication to intervene in the Shareholders' Meeting is not due in the event that the same, reaches the Company from the intermediary himself. The questions received before the Shareholders' Meeting will be answered at the Meeting at the latest.

### **Documentation**

The documentation relating to the agenda items - including the Explanatory Reports of the Board of Directors, the related resolution proposal and the Information Documents - will be made available to the public in accordance with the provisions of law on the website of the Company [www.mairetecnimont.com](http://www.mairetecnimont.com) (section "Governance" - Shareholders' Meeting Documents" - "2020") and on the authorized storage device linfo ([www.linfo.it](http://www.linfo.it)), giving simultaneous disclosure to the public. In particular, the Directors' Explanatory Reports on the items on the agenda and the Information Documents relevant to the Investment and incentive Plans are published currently with the present call notice, while the Annual Financial Report at 31 December 2019 with the other documents as per art. 154-ter of the CFA, the "2019 Sustainability Report" containing the Consolidated Non-Financial Declaration as at 31 December 2019, the "Report on the 2020 Remuneration Policy and fees paid", the "Report on Corporate Governance and Ownership Structure 2019", shall made available to the public at least 21 days before the Shareholders' Meeting at first call (i.e. by 26 March 2020). At least 15 days before the date of the Shareholders' Meeting at first call, i.e., in the case in point, by 1 April 2020, the documentation pursuant to art. 77, paragraph 2-bis of Consob Regulation no. 11971/1999 and art. 15, paragraph 1, letter a) of the Markets Resolution adopted by Consob Resolution no. 20249/2017, will also be deposited at the registered office in Rome, Viale Castello della Magliana 27 and at the operative offices of Milan, at Via Gaetano De Castillia 6A and may be accessed by appointment to be fixed by sending a special request to the following certified e-mail address: [corporatesecretary@pec.mairetecnimont.it](mailto:corporatesecretary@pec.mairetecnimont.it). Shareholders may request copy thereof.

This notice is published on the Company's website [www.mairetecnimont.com](http://www.mairetecnimont.com) (section "Governance" - "Shareholders' Meeting Documents" - "2020"), on the authorised storage device linfo ([www.linfo.it](http://www.linfo.it)) and in extract form in the newspaper "Milano Finanza".

Rome, 17 March 2020

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

## Advisory Notice

The Shareholders are informed that this call notice, published on today's date under and in the terms of the current legislation, will be supplemented and/or amended with reference to: (i) participation manner in the Shareholders' Meeting, and ii) granting of proxies by those entitled to intervene in the Shareholders' Meeting and to exercise their voting rights, on the grounds that the measures of the Decree Law to strengthen the National Health System and the economic support to families, workers and businesses related to the epidemiological emergency by COVID-19 - approved by the Council of Ministers on 16 March 2020 – has immediate effect having already been published in the Gazzetta Ufficiale of the Republic of Italy

The Company will communicate, in the same way as the publication of this call notice, the supplements and/or changes that will be made with reference to the above in order to ensure both the participation in the Shareholders' Meeting of those entitled to, and the full compliance with the safety measures related to the epidemiological emergency by COVID-19.

In any case, all Shareholders are since now invited to give the Appointed Representative a special proxy concerning the proposals for resolution with respect to the topics on the agenda of the Shareholders' Meeting, together with the relevant voting instructions, in the manner indicated in this call notice.

Finally, please note that, if allowed by the Decree of Law above indicated, the Shareholders' Meeting will be held exclusively by telecommunication devices, which will ensure the identification of the attendees, their participation and the exercise of the right to vote, without the need for the chairman and the secretary to be in the same venue.