

Maire Tecnimont S.p.A. –Shareholders’ Meeting April 30th / May 4th, 2020

Proxy form to confer the proxy and sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting pursuant to article. 106, paragraph 4, Law Decree n. 18 on March, 17th,2020

Pursuant to Article 106 of Law Decree n. 18 on March 17th, 2020 containing measures to strengthen the National health service and economic support for families, workers and business connected to the epidemiological emergency due to COVID-19 approved by the Italian Council of Ministers on March 16th, 2020 and published on Italian Gazzetta Ufficiale on March the 17th, 2020 and as stated in the notice of call of Maire Tecnimont S.p.A. Shareholders’ Meeting on April 30th / May 4th, 2020, modified, integrated and published on April 14th, 2020, the proxy can be conferred to Computershare S.p.A.. The present proxy must be notified as an attachment in PDF format to an e-mail sent to ufficioroma@pecserviziottoli.it. Computershare S.p.A. is at disposal for any kind of information by phone at no. +39 06 45417413 from 9:00 a.m. to 6:00 pm from Monday to Friday or by e-mail to ufficiorm@computershare.it

PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

*** mandatory information**

The undersigned * Place of birth *
 Date of birth * Tax code * Resident in (town/city) *
 At (street address)*
 Telephone no. * e-mail

entitled to the voting right as : **(2)** registered shareholder - legal representative proxy holder with power of sub-delegation - pledgee -

contango broker - usufructuary - -depository manager - other (specify)

for n° * ordinary shares Maire Tecnimont (ISIN IT0004931058) - for n° * shares with increased voting rights Maire Tecnimont (ISIN IT0005105231)

- for n° * ordinary shares Maire Tecnimont (ISIN XXITV0000107)

..... Place of birth *

(3) registered in the name of

Date of birth * Tax code * Resident in (town/city) *

At (street address)*

..... At Bank code (ABI)..... Branch code (CAB)

(4) Registered in the securities account no.

(5) as resulting from communication no. Made by (Bank).....

DELEGATES/SUBDELEGATES Computershare S.p.A. with registered offices in Milan, Via Lorenzo Mascheroni, 19 to attend and vote to **Maire Tecnimont S.p.A.** meeting called for April 30th / May 4th, 2020, with reference to the above mentioned shares, in accordance with the instructions provided and

DECLARES that he/she is aware that

- in case of amendment or integration of the proposals presented to the Shareholders' Meeting, or in the absence of the expression of the vote, Computershare S.p.A will express a non-vote and the shares represented will in any case be considered in calculating the majority and the percentage of capital required for the resolutions to be carried out;
- the proxy/subdelegation will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by Maire Tecnimont S.p.A. before the start of the works of the meeting works

DATE Form of identification **(6)** (type)* Issued by * no. * SIGNATURE

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VOTING INSTRUCTION

RESOLUTIONS TO BE VOTED (7)	VOTING INSTRUCTIONS		
	F (for), C (against), A (abstain)		
1.1 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; relevant and consequent resolutions.			
Section A – vote for resolution proposed by the Board of Directors	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (8)	F	C	A
1.2 Proposal on the allocation of the year’s profit; relevant and consequent resolutions.			
Section A – vote for resolution proposed by the Board of Directors	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (8)	F	C	A
2.1 Approval of the 2020 Remuneration Policy pursuant to art. 123-ter, paragraph 3-ter, of Italian Legislative Decree no. 58/1998.			
Section A – vote for resolution proposed by the Board of Directors	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (8)	F	C	A
2.2 Resolutions on the "Second Section" of the Report, pursuant to art. 123-ter, paragraph 6, of Italian Legislative Decree no. 58/1998.			
Section A – vote for resolution proposed by the Board of Directors	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (8)	F	C	A
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.			
Section A – vote for resolution proposed by the Board of Directors	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (8)	F	C	A
3.2 Adoption of the “2020-2022 Long-term Incentive Plan of the Maire Tecnimont Group”; relevant and consequent resolutions.			
Section A – vote for resolution proposed by the Board of Directors	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (8)	F	C	A
3.3 Adoption of the “2020-2022 Employees Share Ownership Plan of the Maire Tecnimont Group”; relevant and consequent resolutions.			
Section A – vote for resolution proposed by the Board of Directors	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (8)	F	C	A
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.			
Section A – vote for resolution proposed by the Board of Directors	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (8)	F	C	A
Derivative action against Directors			
Vote for proposed derivative action pursuant art. 2393, subsection 2, of Italian civil code upon approval of the annual financial statements (If no voting instruction are indicated, the Appointed Representative will vote C – against)	F	C	A

DATE

SIGNATURE

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Instructions for filling in and submitting the form

1. **The Proxy form** must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power) via the Appointed Representative together with the **Voting Instructions** reserved to him, using one of the following methods:
 - 1) **Registered Email Holders (PEC):** as an attachment document (PDF format) sent to ufficioroma@pecserviziolitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
 - 2) **Digital Signature Holders (FEA):** as an attachment document with digital signature sent to ufficioroma@pecserviziolitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
 - 3) **Common Email address Holders:** as an attachment document (PDF format) sent to ufficioroma@pecserviziolitoli.it. In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. via Monte Giberto, 33 00138 Roma;
 - 4) **Via FAX:** number +39 06-45417450

The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.

2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. The resolutions proposed to the shareholders’ meeting, which are briefly referred to herein, are reported in the Reports published on the company website "www.mairetecnimont.com"

Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received.

The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).

8. There is the Section A2 to receive instructions when an alternative, complementary or additional resolution to the motion proposed by the Board of Directors had been presented and published pursuant to art. 126-bis of the TUF, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.

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INFORMATION ON PERSONAL DATA PROCESSING

Notice pursuant to art. 13 of the Regulation(EU) 2016/679 (the "Regulation")

Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "**Computershare**" or the "**Controller**"), as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

1. PURPOSE AND LEGAL BASIS OF THE PROCESSING

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders' meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

2. THIRD PARTIES

Computershare can communicate the Data for the same purposes for which they were collected to Supervisory and Control Authorities and Bodies, or other subjects indicated by them, by virtue of provisions issued by the same, or established by laws, including EU laws, by regulations or from administrative practices.

3. DATA PROCESSING

Computershare processes the Data of the interested parties in a lawful and correct manner and in order to ensure their confidentiality and security. The treatment - which includes the collection and any other operation contemplated in the definition of "treatment" pursuant to art. 4 of the Regulation (including, but not limited to, the registration, organization, processing, communication, storage, destruction of Data) - is carried out using manual, IT and / or telematic tools, with organizational methods and with logic strictly related to the purposes indicated. The Data are kept for the time strictly necessary in relation to the purposes for which they are collected, in compliance with the current legislation on the matter and any provisions of the Supervisory Authority.

4. RIGHTS OF THE DELEGATING PARTY

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed. The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders' meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address dataprotection@computershare.it.

For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.