

Maire Tecnimont - Società per azioni (Joint stock company)
Registered office at Viale Castello della Magliana 27, Rome
Operative office at Via Gaetano De Castillia 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

AMENDMENT AND INTEGRATION
ORDINARY SHAREHOLDERS' MEETING CALL NOTICE

By reason of the continuous evolution of the global scenario resulting from the COVID-19 epidemiological emergency and the regulatory measures issued as a result of it, including the Decree-Law 8 April 2020 no. 23, effective from 9 April 2020, with reference to the call notice published on 17 March 2020 and subsequently supplemented on 1 April 2020, as a partial amendment and further integration of the same, Shareholders, entitled to attend and to exercise their voting rights, are advised that the ordinary Shareholders' Meeting of Maire Tecnimont S.p.A. ("**Maire Tecnimont**" or the "**Company**") **will be held on 30 April 2020 (instead of 16 April 2020, as previously communicated)**, at 10:30 a.m., at the operative office in Milan, Via Gaetano De Castillia 6A, **on first call**, and, if necessary, on second call on 4 May 2020 (instead of 17 April 2020, as previously communicated), at 10:30 a.m., same place.

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

Agenda:

1. Financial Statements at 31 December 2019 and proposal for the allocation of the net profit of the year:
 - 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.
 - 1.2 Proposal on the allocation of the year's profit; relevant and consequent resolutions.
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.

Increased vote

Without prejudice to the indications concerning the increased voting rights mentioned in the call notice published on 17 March 2020, to which the Shareholders should refer, Maire Tecnimont announces that, under art. 6-*quater*, paragraph 3 of the Company's By-laws – considering that the Shareholders' Meeting will be held, on first call, on 30 April 2020 - will update the special list under art. 6-*quater* (the "**Special List**") by the seventh trading day prior to the date set for the Shareholders' Meeting (the so-called record date, i.e. by 21 April 2020).

For more information on the increased voting rights, as well as on the Special List, reference is kindly refer to the Company website www.mairetecnimont.com (section "Governance" – "Increased Voting Rights").

Attendance of the Shareholders' Meeting

Please note that, 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 21 April 2020**). All crediting and debiting of the securities accounts subsequent to the date of 21 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 27 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.

It is also recalled that, under art. 106, paragraph 4 of the Italian Decree-Law 17 March 2020, no. 18 laying down measures to strengthen the National Health Service and economic support for families, workers and businesses related to the epidemiological emergency from COVID-19 (the "**D.L. Cura Italia**"), **any intervention in the Shareholders' Meeting of those who have the right to vote will be made exclusively through Computershare S.p.A., the Company's Appointed Representative, under art. 135-undecies of the CFA**, to which proxy will have to be granted, with the following procedures and conditions.

Finally, it should be noted that, under art. 106, paragraph 2 of the D.L. Cura Italia, 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.

It is confirmed that procedures for voting by correspondence or by electronic means are not provided.

Granting proxies and/or subdelegations to the Appointed Representative

Pursuant to article 106, paragraph 4 of the Italian Decree-Law Cura Italia, those who are entitled to vote, should they decide to attend the Shareholders' Meeting, **will have to choose between:**

- i) be represented, under art. 135-*novies* of the CFA, through proxy and/or subdelegation, by Computershare S.p.A, Appointed Representative of the Company under art. 135-*undecies* of the CFA. Proxy and/or subdelegation shall indicate voting instructions on the proposals on the agenda to be voted. For this purpose, the proxy and/or subdelegation form available on the Company's website www.mairetecnimont.com ("Governance" section – "Shareholders' Meeting Documents" – "2020"), to be sent to Computershare S.p.A., along with the voting instructions, at the certified e-mail address ufficioroma@pecserviziotitoli.it, can be used. Should the representative transmit a copy of the proxy and/or subdelegation with relevant voting instructions, to the Company, the former must certify that the same is a true copy of the original and the identity of the delegating/subdelegating party is confirmed. Proxies and subdelegations with relevant voting instructions may be conferred by electronic document signed electronically under article 21, paragraph 2, of Legislative Decree n. 82/2005;
- ii) confer, under art. 135-*undecies* of the CFA, with no charges for the delegating party except for transmission costs, proxy indicating voting instructions on all or some of the proposals on the agenda, to Computershare S.p.A., the Company's Appointed Representative. 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 of the same – must be transmitted to Computershare S.p.A. at the certified e-mail address ufficioroma@pecserviziotitoli.it, by the end of the second open trade 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. 28 April 2020 and 29 April 2020).

The original proxy, relevant instructions and copy of the related documentation must be transmitted to Computershare S.p.A. (Ref. "Proxy Form Shareholders' Meeting Maire Tecnimont S.p.A."), Via Monte Giberto 33, 00138 Rome, as soon as the existing measures to contain the health emergency from COVID-19 (CoronaVirus) issued by the competent Authorities will not be in force anymore.

The proxy form is available on the Company's website www.mairetecnimont.com (section "Governance" – "Shareholders' Meeting Documents" – "2020"). Proxies take effect only for proposals in respect of which voting instructions are given. Proxies and voting instructions may always be revoked within the above deadline.

Shareholders who, on the date of publication of this amendment and integration of call notice, had already conferred proxies and/or subdelegations to the Appointed Representative, are invited to grant new proxy

and/or subdelegation and relevant voting instructions to Computershare S.p.A. with the manner and timing above specified.

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 23 April 2020) by notice of the same to the following certified e-mail address: 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 - is available to the public on the website of the Company www.mairetecnimont.com (section "Governance" - Shareholders' Meeting Documents" - "2020") and on the authorized storage device Iinfo (www.linfo.it).

Please note that any reference to the Shareholders' Meeting of 16/17 April 2020, found in the documentation already made available to the public before, is replaced with the reference to the Shareholders' Meeting of 30 April 2020/4 May 2020 as set out in this amendment and integration of notice.

In particular:

- the Directors' Explanatory Report on the issues referred to item 1. on the agenda is published currently with the present call notice and cancels and replaces the Explanatory Report on point 1. on the agenda published on 17 March 2020 and updated on 1 April 2020;
- the Directors' Explanatory Report on the issues referred to item 3. on the agenda and the Information Documents relevant to the Investment and incentive Plans pursuant to art. 144-bis of the CFA were published on 17 March 2020;
- 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" were published on 26 March 2020.

The Directors' Explanatory Report concerning item 4. on the agenda "*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*" referred to the call notice published on 17 March 2020, due to the amendment of the agenda of the Shareholders' Meeting, must be considered cancelled.

On 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, was also deposited, notifying the public, 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 examined by appointment to be fixed sending a special request to the following certified e-mail address: corporatesecretary@pec.mairetecnimont.it. Shareholders may request copy thereof.

This amendment and integration of call notice is published on the Company's website www.mairetecnimont.com (section "Governance" - "Shareholders' Meeting Documents" - "2020"), on the authorised storage device Iinfo (www.linfo.it) and, in extract form, in the newspaper "Milano Finanza".

Rome, 14 April 2020

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