

ORDINARY SHAREHOLDERS' MEETING

HELD ON 30 APRIL 2020

Summary account of the votes on the items on the Agenda of the Shareholders' Meeting

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.**

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

Shares present at the Shareholders' Meeting when the voting was opened n. 209,901,606 equal to 63.869684% of the no. 328,640,432 shares representing the share capital, corresponding to 377,566,740 voting rights, equal to 76.075460% of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	377,549,875	99.995533
Votes Against	0	0.000000
Abstentions	16,865	0.004467
No votes	0	0.000000
Total voting rights	377,566,740	100.000000

1.2. Proposal on the allocation of the year's profit; relevant and consequent resolutions

Shares present at the Shareholders' Meeting when the voting was opened no. 209,901,606 equal to 63.869684% of the no. 328,640,432 shares representing the share capital, corresponding to 377,566,740 voting rights, equal to 76.075460% of total voting rights.

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Abstentions	16,865	0.004467
No votes	0	0.000000
Total voting rights	377,566,740	100.000000

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.

2.1. Approval of the 2020 Remuneration Policy pursuant to art. 123-ter, paragraph 3-ter, of Italian Legislative Decree no. 58/1998

Shares present at the Shareholders' Meeting when the voting was opened no. 209,901,606 equal to 63.869684% of the no. 328,640,432 shares representing the share capital, corresponding to 377,566,740 voting rights, equal to 76.075460% of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	357,274,530	94.625530
Votes Against	20,292,210	5.374470
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	377,566,740	100.000000

2.2 Resolutions on the "Second Section" of the Report, pursuant to art. 123-ter, paragraph 6, of Italian Legislative Decree no. 58/1998

Shares present at the Shareholders' Meeting when the voting was opened no. 209,901,606 equal to 63.869684% of the no. 328,640,432 shares representing the share capital, corresponding to 377,566,740 voting rights, equal to 76.075460% of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	358,765,565	95.020437
Votes Against	18,801,175	4.979563
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	377,566,740	100.000000

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.**

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

Shares present at the Shareholders’ Meeting when the voting was opened no. 209,901,606 equal to 63.869684% of the no. 328,640,432 shares representing the share capital, corresponding to 377,566,740 voting rights, equal to 76.075460% of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	362,257,473	95.945282
Votes Against	15,309,267	4.054718
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	377,566,740	100.000000

3.2. Adoption of the “2020-2022 Long-term Incentive Plan of the Maire Tecnimont Group”; relevant and consequent resolutions

Shares present at the Shareholders’ Meeting when the voting was opened no. 209,901,606 equal to 63.869684% of the no. 328,640,432 shares representing the share capital, corresponding to 377,566,740 voting rights, equal to 76.075460% of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	359,274,301	95.155177
Votes Against	18,292,439	4.844823
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	377,566,740	100.000000

3.3. Adoption of the “2020-2022 Employees Share Ownership Plan of the Maire Tecnimont Group”; relevant and consequent resolutions

Shares present at the Shareholders’ Meeting when the voting was opened no. 209,901,606 equal to 63.869684% of the no. 328,640,432 shares representing the share capital, corresponding to 377,566,740 voting rights, equal to 76.075460% of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	361,806,041	95.825718
Votes Against	15,760,699	4.174282
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	377,566,740	100.000000

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

Shares present at the Shareholders’ Meeting when the voting was opened no. 209,901,606 equal to 63.869684% of the no. 328,640,432 shares representing the share capital, corresponding to 377,566,740 voting rights, equal to 76.075460% of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	358,769,793	95.021556
Votes Against	18,796,947	4.978444
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	377,566,740	100.000000