

INCREASED VOTING RIGHTS

Operating procedures for the registration on the list of shareholders intending to benefit from the increased voting rights

Please note that the extraordinary shareholders' meeting of Maire Tecnimont S.p.A. (the "**Company**") held on 18 February 2015 resolved the introduction of the increased voting rights in accordance with Art. 127-*quinquies* of Italian Legislative Decree no. 58/1998 (the "**Consolidated Finance Act**").

By virtue of this, the new Art. 6-*bis* of the Company By-Laws establishes the assignment of two votes for each share belonging to the same subject for a continuous period of no less than twenty-four months starting from the registration on the specific list established by the Company in accordance with the mentioned Art. 127-*quinquies* of the Consolidated Finance Act and the new Art. 6-*bis* of the Company By-Laws (the "**List**").

Following on from this, and in implementation of the shareholders' meeting resolution, this document describes the operating procedures for the registration on the List by shareholders' meeting intending to benefit from the increased voting rights, in compliance with current provisions of law, regulations and the Company By-Laws. More specifically, in addition to Art. 127-*quinquies* of the Consolidate Finance Act and the new Articles 6-*bis*, 6-*ter* and 6-*quater* of the Company By-Laws, the provisions should also be recalled pursuant to the Provision of the Bank of Italy and Consob of 22 February 2008, as most recently amended on 24 February 2015, setting out the "Regulation of centralised management services, liquidation of the guarantee systems and the related management companies" (the "**Single Provision**"), referred to herein insofar as such may be necessary.

Any shareholder intending to request registration on the List must make a request to the financial intermediary with whom the shares are deposited in accordance with current legislation (the "**Intermediary**"); he shall do so by using a specific form supplied by the Intermediary. The Intermediary submits the application to the Company accompanied by a specific communication as established under Art. 23 *bis* paragraph 2 of the Single Provision certifying share ownership and containing the clause "until revocation" and the information pursuant to Art. 21, paragraph 2 of the Single Provision, by certified e-mail sent to the address to be communicated by the Company.

The above request, in the case of subjects other than natural persons, must specify if the subject is directly or indirectly controlled by third parties and the data identifying any parent company.

The Company ensures the prompt registration on the List and in any case within the technical time necessary for doing so; it shall report back to the Intermediary on said registration by means of certified e-mail to the address to be communicated by the Intermediary to the Company.

Requests received by the Company in any way other than that specified above (including directly from shareholders) shall not be considered.

Following registration requests, the Intermediary must inform the Company - and the shareholder registered on the List must inform the Intermediary - by the end of the month in which this takes place and in any case by the record date (in accordance with Art. 83-sexies of the Consolidated Finance Act) - of all situations or events that may cause the increased voting rights to be forfeited in accordance with current provisions of law and the Company By-Laws or which affects its ownership.

Twenty-four months after registration on the List, as long as the conditions continue to be met, each share for which registration has been made shall have the right to an increased vote with effect as from the fifth trading day of the month following that during which the twenty-four-month period of continuous possession is completed; this shall apply in all ordinary and extraordinary shareholders' meetings of the Company whose record date falls after the date on which the shareholder acquired entitlement to an increased vote.

To this end, the shareholder must make a timely request for assignment of increased votes for the shares it holds and for which entitlement has been accrued, by means of a specific form to be supplied by the Intermediary. The Intermediary shall submit the request to the Company by certified e-mail to the address communicated by the Company, accompanied by a specific declaration certifying that the criteria for increase continue to be met and containing the information required under current legislation.

The Company declares, by publication on its website, the names of shareholders with holdings that exceed the threshold specified under Article 120, paragraph 2 of the Consolidated Finance Act and related regulatory provisions, registered on the List; it also specifies the related holdings and the registration date, together with all other information required by current regulatory and legislative provisions.

Please note that the shareholder may irrevocably partly or entirely waive the increased voting rights for the shares held, notifying the Intermediary, which shall then duly make the communication to the Company in the ways described.

For all aspects not governed by this document, reference is made to current provisions of law, regulations and the Company By-Laws in force.

For technical or operative matters, an e-mail can be sent to infomairetecnimont@computershare.it.

Please note that the text of the new Company By-Laws, as approved by the extraordinary shareholders' meeting held on 18 February 2015, is available from the Company's website in the Governance - Corporate Documents section.