

FAC-SIMILE OF PROXY FORM

Mr/Mrs _____

(data of the subject to which it is entitled to vote)

Place of birth _____ date of birth _____

residing in (town/city) _____

address _____

tax code _____

Data to be filled at the discretion of the delegating:

- communication n. _____

- any identification codes _____

As:

natural person having right to attend and vote at meetings

legal representative of _____

(Name of corporate body/company)

Registered Offices in _____ address _____,

Tax Code _____

extreme act of conferment of power of representation _____,

owner of n. _____ voting rights in relation to number _____ ordinary shares of Maire Tecnimont S.p.A.

DELEGATE

(data of the person delegated)

Place of birth _____ date of birth _____

residing in (town/city) _____

address _____

tax code _____

with the right to be replaced by:

1 Mr. / Mrs _____

Place of birth _____ date of birth _____

residing in (town/city) _____

address _____

tax code _____

2 Mr. / Mrs _____

Place of birth _____ date of birth _____

residing in (town/city) _____

address _____

tax code _____

to participate and vote to the Extraordinary Meeting to be held on June 6th 2013 at h. 8.00 am, in Milan, Via De Castillia, 6A, first call and on June 7th, 2013 at h.10.30 am, same place, on second call, to discuss and vote on the following agenda:

1. Proposal of grouping of Maire Tecnimont S.p.A. shares, and consequent amendments to the company by-laws. Relevant and consequent resolutions.
2. Proposal to resolve upon the following two capital increases:
 - a. Capital increase against payment of the total amount (including share premium) of Euro 15,277,500, i.e. up to 10% of the pre-existing share capital, reserved to Arab Development Establishment, consequently excluding the option right pursuant to article 2441, paragraph 4, second sub-paragraph, of the Italian Civil Code;
 - b. Capital increase against payment of the total maximum amount, including any share premium, of Euro 134,722,500, with option rights to all Company shareholders, pursuant to article 2441, paragraph 1, of the Italian Civil Code.

Consequent amendment to art. 6 of the Company By-Laws, relevant and consequent resolutions

conferring powers to exercise the right to vote on its behalf and on behalf¹

according to with the instructions

discretionary²

The undersigned _____

(Full Name of signatory if different from the owner of the shares)

Subscribe to this proxy as:

pledge holder

retriever

usufructuary

guardian

manager

legal representative or attorney with power to sub-delegate

Date: _____

Signature of the delegating _____

is attached:

- For individuals: a copy of the valid identity of the signatory of the proxy;
- For Companies: copy of identity document valid in of the proxy of signatory for and on behalf of the company or body having right to attend and vote at the meeting and the documents confirming the powers of representation of that entity, such as a photocopy of the certificate issued from the commercial register, or equivalent for foreign companies, powers of attorney, extracts of resolutions of the Board.

¹ We invite the subjects entitled to attend and exercise the right to vote at the meeting and their delegates to take into account the provisions laid down by art. 135-decies D. Decree no. 58/1998 regarding conflicts of interests of representatives and substitutes.

² It should be noted that according to art. 118, paragraph 1, lett. (c) of Regulation 11971/1999, are considered "investments" for the purposes of the reporting requirements of article. 120, Italian Legislative Decree 58/1998, the shares in respect of which the right to vote is granted shall be delegated, provided that such right may be exercised discretion in the absence of specific instructions by the delegating.