

SHAREHOLDERS' MEETING APPROVES THE FINANCIAL STATEMENTS AT 31 DECEMBER 2016, THE DISTRIBUTION OF A DIVIDEND, THE RESTRICTED STOCK PLAN AND AUTHORIZES FOR PURCHASE AND DISPOSAL OF TREASURY SHARES

- Financial Statements at 31 December 2016 approved
- Total dividend of Euro 28,414,057.50 approved
- Adoption of the 2017-2019 Restricted Stock Plan approved
- Section One of the 2017 Remuneration Report pursuant to Art. 123-ter of Legislative Decree 58/98 approved
- Authorization to purchase and dispose of treasury shares approved, upon revocation of the authorization approved by the Ordinary Shareholders' Meeting on 15 December 2015

Milan, 26 April 2017 – The **Shareholders' Meeting** of Maire Tecnimont S.p.A. (the "**Company**") - met today in ordinary session, in first call, under Chairman Fabrizio Di Amato - approved all orders items on the agenda.

In detail, the Shareholders' Meeting approved *i)* the Company's **financial statements at 31 December 2016**, which presents a net profit of Euro 9,531,489.41, *ii)* the proposal to distribute total dividend of Euro 28,414,057.50 (equal to one third of the net profit consolidated at 31 December 2016) and *iii)* the adoption of the 2017-2019 **Restricted Stock Plan**, dedicated to the Company's Chief Executive Officer as well as to other beneficiaries to be selected among the Senior Managers and the Top Managers of the Group (the "**Beneficiaries**"), aimed at ensuring the retention and at incentivizing the Beneficiaries to create value in the long-term, ensuring the full alignment of the interests of the management with those of the shareholders.

Moreover, the Shareholders' Meeting, upon revocation of the authorization approved by the Shareholders' Meeting on 15 December 2015, has resolved to authorize the Board of Directors for the purchase and disposal of treasury shares, pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, Article 132 of the Legislative Decree No. 58 of 24 February 1998 ("**Consolidated Finance Act**") and Article 144-bis of the Consob Issuers Regulation 11971/1999, as amended, according to the terms and conditions proposed by the Board of Directors on 15 March 2017.

Such authorization has been approved in pursuit of objectives such as, but not limited to, share incentive plans, the conversion of debt

instruments convertible into equity instruments, extraordinary transactions (including the exchange of holdings) of interest for the Company and, through an intermediary, to stabilize the security and regularize the trading and price performance.

The authorization to purchase treasury shares has been granted up to a maximum amount of 20,000,000 ordinary shares, equal to 6.54% of the ordinary shares currently in circulation, for a period of 18 months from the date of the meeting which resolved upon the authorization.

The purchase unit price of the ordinary shares will be determined from time to time per each transaction, provided that purchases of shares may be made at a price not higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out, provided that the above mentioned unit price may not be lower in the minimum of 10% and not higher in the maximum of 10% than the reference price of the security on the Stock Market trading session on the day prior to each individual transaction, in accordance with the applicable law, regulations and "market practices" allowed by Consob.

The authorization for the disposal of the treasury shares has been granted without time limits. The transaction concerning the disposal of treasury shares shall be executed at the price or, in any event, in compliance with the criteria and conditions which shall be set forth, in each case, by the Board of Directors in accordance with the applicable law, regulations and "market practices" allowed by Consob.

Finally, the Shareholders' Meeting voted in favor of Section One of the 2017 Remuneration Report prepared in accordance with Art. 123-ter of the Consolidated Finance Act.

In accordance with Art. IA.2.1.2, par. 1 of the Instructions for the Regulations of the Markets organized and managed by Borsa Italiana S.p.A., the Company, moreover, announces that:

- i) the detachment of the coupon no. 3, representative of the dividend is set for 2 May 2017 (i.e. "ex date"), with payment from 4 May 2017 (i.e. "payment date");
- ii) the dividend of Euro 0.093 per share, gross of any legally mandated withholding per each share in circulation at the date the coupon no. 3 is detached, is earned on the 2016 net profit of Euro 9,531,489.41 and on the partial distribution of the extraordinary reserve of Euro 18,882,568.09 for a total amount of Euro 28,414,057.50;

- iii) pursuant to Art. 83-*terdecies* of the Consolidated Finance Act, dividend entitlement will be determined on the basis of the accounts of the intermediary set out in Art. 83-*quater* (3) of the Consolidated Finance Act at the end of the accounting day of 3 May 2017 (i.e. “record date”).

A summary report of all the votes will be made available on the Company’s website at www.mairetecnimont.com, pursuant to Article 125-*quater* of the Consolidated Finance Act, within the term of five days from the Shareholders’ Meeting.

The minutes of the Company’s Shareholders' Meeting will be made available to the public according to the terms and conditions established in applicable legislation.

Dario Michelangeli, in his capacity as Manager responsible for preparing corporate accounting documents, hereby declares, pursuant to Art. 154-bis (2) of Legislative Decree 58/1998, that the accounting information contained in this press release corresponds to the documented results, books and accounting entries.

Maire Tecnimont S.p.A.

Maire Tecnimont S.p.A. is a company listed with the Milan stock exchange. It heads an industrial group (the Maire Tecnimont Group) that leads the international Engineering & Construction (E&C), Technology & Licensing and Energy Business Development & Ventures markets, with specific competences in plants, particularly in the hydrocarbons segment (Oil & Gas, Petrochemicals and Fertilisers), as well as in Power Generation and Infrastructures. The Maire Tecnimont Group operates in approximately 30 different countries, numbering around 45 operative companies and a workforce of about 5,100 employees, along with approximately 3,000 additional Electrical & Instrumentation professionals. For more information: www.mairetecnimont.com.

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