

Maire Tecnimont S.p.A. – Shareholders’ Meeting April 17th / 18th, 2024

Proxy form to confer the proxy and sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting pursuant to article 106, paragraph 4, Law Decree n. 18 on March 17th, 2020.

Pursuant to art. 106 Law Decree approved by the Italian Council of Ministers on March 16th, 2020 and published on Italian Gazzetta Ufficiale on March the 17th, 2020 converted into Law no. 27 of 24 April 2020, as previously modified and extended and as stated in the notice of call of Maire Tecnimont S.p.A. Ordinary and Extraordinary Shareholders’ Meeting convened on April 17th /18th, 2024, published on March 18th, 2024, the proxy can be conferred to Computershare S.p.A.. The present proxy must be notified as an attachment in PDF format to an e-mail sent to ufficioroma@pecserviziotitoli.it. Computershare S.p.A. is at disposal for any kind of information by phone at no. +39 06 45417413 from 9:00 a.m. to 6:00 pm from Monday to Friday or by e-mail to ufficiorm@computershare.it

PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

*** mandatory information**

The undersigned * Place of birth *
 Date of birth * Tax code * Resident in (town/city) *
 At (street address)*
 Telephone no. * e-mail

entitled to the voting right as :**(2)** • registered shareholder -• legal representative • proxy holder with power of sub-delegation--• pledgee-
 • contango broker-- usufructuary- • -depository • manager -• other (specify)
 • for n° *..... ordinary shares Maire Tecnimont (ISIN IT0004931058) - • for n° *..... shares with increased voting rights Maire Tecnimont (ISIN IT0005105231) - • for n° *..... ordinary shares Maire Tecnimont (ISIN XXITV0000107) • for n° *..... ordinary shares Maire Tecnimont (ISIN XXITV0000099)
 Place of birth *

(3) registered in the name of
 Date of birth * Tax code * Resident in (town/city) *.....
 At (street address)*

..... At Bank code (ABI)..... Branch code (CAB)
(4) Registered in the securities account no.
(5) as resulting from communication no. Made by (Bank).....

DELEGATES/SUBDELEGATES Computershare S.p.A. with registered offices in Milan, Via Lorenzo Mascheroni, 19 to attend and vote to **Maire Tecnimont S.p.A.** Ordinary and Extraordinary Shareholders’ Meeting called for April 17th / 18th, 2024, with reference to the above-mentioned shares, in accordance with the instructions provided and

DECLARES that he/she is aware that

- in case of amendment or integration of the proposals presented to the Shareholders' Meeting, or in the absence of the expression of the vote, Computershare S.p.A will express a non-vote and the shares represented will in any case be considered in calculating the majority and the percentage of capital required for the resolutions to be carried out.
- the proxy/subdelegation will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by Maire Tecnimont S.p.A. before the start of the works of the meeting works.

DATE Form of identification **(6)** (type)* Issued by * no. * SIGNATURE

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VOTING INSTRUCTION

The undersigned (7)

INSTRUCTS the Appointed Representative to vote at the above indicated shareholders’ meeting as follow (8)

RESOLUTIONS TO BE VOTED (9)	VOTING INSTRUCTIONS F (for), C (against), A (abstain)
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ORDINARY PART

1. Financial Statements at 31 December 2023; proposal on the allocation of the year’s result and dividend distribution				
0010 (n. odg Monte Titoli)	1.1. Company Financial Statements at 31 December 2023, Consolidated Financial Statements at 31 December 2023, Directors’ Report, Report by the Board of Statutory Auditors and Independent Auditors’ Report; related and consequent resolutions			
Section A – vote for resolution proposed by the Board of Directors		F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)		F	C	A
0020 (n. odg Monte Titoli)	1.2. Proposal on the allocation of the year’s result and dividend distribution; related and consequent resolutions			
Section A – vote for resolution proposed by the Board of Directors		F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)		F	C	A
2. Report on the 2024 Remuneration Policy and fees paid				
0030 (n. odg Monte Titoli)	2.1 Approval of the 2024 Remuneration Policy pursuant to Article 123-ter, paragraph 3-ter, of Legislative Decree no. 58/1998			
Section A – vote for resolution proposed by the Board of Directors		F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)		F	C	A
0040 (n. odg Monte Titoli)	2.2 Resolutions on the "Second Section" of the Report, pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/1998			
Section A – vote for resolution proposed by the Board of Directors		F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)		F	C	A

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0050 (n. odg Monte Titoli)	3. Measures pursuant to Article 2386 of the Italian Civil Code; related and consequent resolutions	
Section A – vote for resolution proposed by the Board of Directors		F C A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)		F C A
4. Incentive plans, pursuant to Article 114-bis of Legislative Decree No. 58/1998		
0060 (n. odg Monte Titoli)	4.1 Adoption of the "MAIRE Group’s Long-Term Incentive Plan 2024-2026"; related and consequent resolutions	
Section A – vote for resolution proposed by the Board of Directors		F C A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)		F C A
0070 (n. odg Monte Titoli)	4.2 Adoption of the "Restricted and Matching Shares Plan dedicated to the Chief Executive Officer and Chief Operating Officer of MAIRE S.p.A."; related and consequent resolutions	
Section A – vote for resolution proposed by the Board of Directors		F C A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)		F C A
0080 (n. odg Monte Titoli)	5. Authorisation to purchase and dispose of treasury shares; related and consequent resolutions	
Section A – vote for resolution proposed by the Board of Directors		F C A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)		F C A
0090 (n. odg Monte Titoli)	6. Appointment of the Independent Auditor of accounts for the period 2025-2033 and determination of fees pursuant to Legislative Decree 39/2010; related and consequent resolutions	
Section A – vote for resolution proposed by the Board of Directors		F C A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)		F C A

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EXTRAORDINARY PART

0100 (n. odg Monte Titoli)	1. Amendment of Articles 1 (" <i>Company Name</i> "), 9 (" <i>Convocation of the Shareholders Meeting</i> ") and 10 (" <i>Attending and voting in shareholders’ meeting</i> ") of the By-Laws; related and consequent resolutions.			
Section A – vote for resolution proposed by the Board of Directors		F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)		F	C	A

Derivative action against Directors

Vote for proposed derivative action pursuant art. 2393, subsection 2 of Italian civil code upon approval of the annual financial statements (<i>If no voting instruction are indicated, the Appointed Representative will vote C – against</i>)	F	C	A
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DATE

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Instructions for filling in and submitting the form

This form could be updated and integrated if the Company receives requests for integrations or proposals pursuant to art. 126-bis of the TUF (where applicable) or individual resolution proposals relating to the items on the agenda.

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1. **The Proxy form** must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power) via the Appointed Representative together with the **Voting Instructions** reserved to him within **16 April 2024 h. 6:00 pm in first call** and 17 April 2024 h 06:00 pm for the second call, using one of the following methods:
 - 1) **Registered Email Holders (PEC):** as an attachment document (PDF format) sent to ufficioroma@pecserviziotitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
 - 2) **Digital Signature Holders (FEA):** as an attachment document with digital signature sent to ufficioroma@pecserviziotitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
 - 3) **Common Email address Holders:** as an attachment document (PDF format) sent to ufficioroma@pecserviziotitoli.it. In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. via Monte Giberto, 33 00138 Roma.

The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.

2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. In accordance to art. 106 DL 17.3.2020 no. 18, the exclusive appointed representative may receive sub-delegations but it is liability of the proxy holder to provide appropriate voting instruction accordingly to the instructions submitted by the original proxy grantor.
9. The resolutions proposed to the shareholders' meeting, which are briefly referred to herein, are reported in the Reports published on the company website "www.mairetecnimont.com" Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received. The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).
10. There is the Section A2 to receive instructions when an alternative, complementary or additional resolution to the motion proposed by the Board of Directors had been presented and published pursuant to art. 126-bis of the TUF, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.

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INFORMATION ON PERSONAL DATA PROCESSING

Pursuant to the Regulation (EU) 2016/679 (the “Regulation”)

Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, “**Computershare**” or the “**Controller**”), Appointed Representative of the company pursuant to article 135-*undecies* of Italian Legislative Decree no. 58/98 (TUF) and art. 106 DL 17 March 2020 n. 18, as controller of “**Processing**” (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present “Information on Personal Data Processing”, in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

Object and methods of processing

The personal data of the shareholder and of his possible representative (hereinafter, the “**Delegating party**”), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter “**Personal Data**”) are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders’ meeting on behalf of the Delegating party according his voting instructions

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of “processing” pursuant article 4 of the Regulation – shall be performed by papyery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

Purpose and legal basis of the Processing

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders’ meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF and art. 106 DL 17 March 2020 n. 18.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative.
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

Recipients, storage and transfer of Personal Data

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders' meeting - to the employees and collaborators of the Controller who are in charge of Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting’s minutes, updating of shareholders’ register and to third parties only if required by the Authorities.

Rights of the Delegating party

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed. The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case, it will be impossible to attend and vote at the shareholders’ meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address dataprotection@computershare.it. For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.