

Procedure for managing the List of persons who have access to Inside Information and the List of persons who have access to Specific Potential Inside Information

Approved by the Board of Directors of
Maire Tecnimont S.p.A. on 16 March 2016,
last modified by the Board of Directors of
Maire Tecnimont S.p.A. on 25 January 2018

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1 FOREWORD

The Board of Directors of Maire Tecnimont S.p.A. (hereinafter "Maire Tecnimot"), in its meeting of 7 July 2007 approved the "*Internal regulation for the management of Inside information*" (hereinafter the "**Regulation**"), subsequently amended on 15 December 2010, and recently, on 16 March 2016, which includes three sections: 1. the "*Internal Dealing Procedure*"; 2. the "*Processing of Inside Information*"; and 3. the "*Regulation for the management of the Insider Register*".

In application of and pursuant to:

- Regulation no. 596/2014 of the European Parliament and of the Council on market abuse (hereinafter the "**MAR Regulation**") and the related delegated and implementing regulations;
- Legislative Decree 24 February 1998, no. 58 (hereinafter the "**CFA**");
- the provisions of Consob Regulation no. 11971 of 14 May 1999 as amended (hereinafter the "**Issuers' Regulation**");
- of the Guidelines "Management of inside information" published by Consob on 13 October 2017;

as well as taking into consideration the operating indications contained in the Guidelines "Management of inside information" published by Consob on 13 October 2017 and the provisions of the Corporate Governance Code of Borsa Italiana S.p.A. ("**Corporate Governance Code**"), the Company adheres to, which, in order to ensure the correct management of corporate information, recommends the adoption of a procedure for internal management and external communication of documents and information concerning the issuer, with particular reference to inside information, on 25 January 2018 adopted this "**Procedure for managing the List of persons who have access to Inside Information and the List of persons who have access to Specific Potential Inside Information**" (hereinafter the "**Procedure**"), which annuls and replaces the section "*Regulation for the management of the Insider Register*" of the Regulation, to regulate the holding and updating of the List of persons who have access to Inside Information (the "**Insider List**") pursuant to art. 18 of the MAR Regulation as well as the List of Specific Potential Inside Information concerning the Company and its subsidiaries.

2 SCOPE OF APPLICATION

This procedure applies to Maire Tecnimont S.p.A.

3 DEFINITIONS

Actions

The ordinary shares of Maire Tecnimont S.p.A.

Employees	The employees of Maire Tecnimont S.p.A and its subsidiaries.
List of Informed Parties	List of all persons who have access to Potential Inside Information on a regular basis and who are working for Maire Tecnimont or its subsidiaries under a contract of employment or otherwise performing tasks through which they have access to Potential Inside Information (advisers, accountants, ecc.).
Group	Maire Tecnimont S.p.A and its subsidiaries.
Inside Information	Information as defined by article 7 MAR Regulation.
Potential Inside Information	Any information relating to data, events, projects or circumstances that directly concern Maire Tecnimont S.p.A. and its subsidiaries and that may subsequently result in being inside information.
Confidential Information	Any confidential corporate information concerning Maire Tecnimont S.p.A. and its subsidiaries that does not have or does not yet show the characteristics of Potential Inside or Inside Information.
Insiders	All persons who have access to Inside Information and who are working for Maire Tecnimont S.p.A. or its subsidiaries under a contract of employment or otherwise performing tasks through which they have access to Inside Information such as advisers, accountants or credit rating agencies. Inside.

Mapping	Identification of the types of Potential Inside Information and of the parties and/or Functions that have access to them.
Issuers' Regulation	Regulation implementing Legislative Decree no. 58 of 24 February 1998 on the regulation of issuers adopted by Consob with resolution no 11971 of 14 May 1999 and subsequent modifications and integrations.
MAR Regulation	Regulation no. 596/2014 of the European Parliament and of the Council relating to market abuse.
Company	Maire Tecnimont S.p.A.
Subsidiary/Subsidiaries	Italian and foreign companies controlled directly or indirectly by Maire Tecnimont S.p.A. pursuant to article 93 of the CFA.
Parties Informed	All persons who have access to Potential Inside Information on a regular basis and who are working for Maire Tecnimont or its subsidiaries under a contract of employment or otherwise performing tasks through which they have access to Potential Inside Information (advisers, accountants, ecc.).
Designated Party	The <i>Group Corporate Affairs, Governance & Compliance</i> Department of Maire Tecnimont S.p.A. in the person of the related <i>pro-tempore</i> head of department.
Specific Potential Inside Information	Individual information that falls within the types of Potential Inside Information and that, in the opinion of Maire Tecnimont S.p.A., is effectively relevant as it can subsequently result in being Inside Information.

Keeper

Party responsible, within the *Group Corporate Affairs, Governance & Compliance* Department, operationally for keeping and updating the List of persons having access to Inside Information (“Insider List”) as well as the List of persons who have access to Specific Potential Inside Information (“List of Specific Potential Inside Information”).

CFA

Italian Legislative Decree No. 58 of 24 February 1998 (Consolidation law on financial intermediation).

4 INSIDER LIST

4.1 Structure of the Insider List

4.1.1 The Insider List is established in electronic form on IT support with access controlled by user code and password. Access is reserved exclusively to the *Group Corporate Affairs, Governance & Compliance* Department.

4.1.2 The Insider List is established, managed and kept by the Company also for transactions relating to subsidiaries.

4.1.3 The Insider List contains the data of all those who have access to Inside Information and with whom there is a professional collaboration relationship, whether it is an employment work contract or other, and who, in carrying out certain tasks, have access to Inside Information, such as, for example, consultants and external professionals, accountants or credit rating agencies (the “Insiders”).

4.1.4 The Insider List consists of separate sections one for each Inside Information that contains the list of all the persons who have access to the same Inside Information specifically indicated (“Occasional Section”) and a specific supplementary section that includes the list of persons who, by function or position, always have access to all the Inside Information directly and indirectly concerning the Company (“Permanent Section”).

4.1.5 The Insider List is drafted and updated in accordance with Annex 1 of Implementing Regulation (EU) 2016/347 and contains the following information:

- a) the name and surname of every person, employee or external collaborator, who has access to Inside Information;

- b) the date of birth of the person Listed in the Insider List;
- c) personal full home address of the person registered in the Insider List;
- d) the professional and personal telephone numbers of the person registered in the Insider List;
- e) the description of the role, function and reason for being in the Insider List;
- f) the date and time at which a person obtained access to the Inside Information, the date and time of each update of the information related to the person;
- g) the date of drafting of the Insider List.

Each update shall specify the date and time when the change triggering the update occurred.

With reference to legal persons, entities, or associations of professionals, a reference party must be registered who, by virtue of his/her position, will promptly communicate to the Company the persons belonging to its organization who have access to Inside Information and data for registration in the Insider List. Said reference party must also promptly provide the Company with all the necessary updates in order to guarantee the correct keeping of the Insider List.

The personal data contained in the Insider List is acquired and processed in compliance with current privacy regulations.

4.2 Procedures for keeping and updating the Insider List

4.2.1 The *Group Corporate Affairs, Governance & Compliance* Department is responsible for keeping the Insider List and the List of Specific Potential Inside Information, in the person of the relative *pro-tempore* head of department. The Head of the *Group Corporate Affairs, Governance & Compliance* Department shall identify the Keeper responsible for keeping the Lists in accordance with the provisions of current legislation, regulations and best practices of reference.

4.2.2 The Keeper shall update the Insider List as soon as possible with reference to the date of notification of a change of its contents. In particular, the Insider List is updated in the following circumstances:

- a) if there is a change in the reason for the inclusion of a person already included in the Insider List as well as the data referred to it;
- b) if there is a new person who has access to Inside Information that must therefore be added to the Insider List ;
- c) if a person no longer has access to Inside Information.

4.2.3 Any modification or deletion of data in the Insider List is in such a way as to leave the modified or deleted data as well as the date and time of the update legible.

4.2.4 Data is kept for five years from registration or update.

4.2.5 For the purposes of keeping and updating the Insider List:

a) with reference to the **Permanent Section**:

- the persons who always have access to all the Inside Information are registered. Said persons are identified by the *Chief Financial Officer* together with the Head of the *Group Corporate Affairs, Governance & Compliance* Department, providing appropriate information to the Chairman and the Chief Executive Officer, as well as to the Board of Directors during the first useful meeting;
- the Keeper registers said persons in the Permanent Section;

b) with reference to the **Occasional Section**:

- persons who, by virtue of the functions he/she performs, have access to specific Inside Information and which, therefore, must be registered in an Occasional Section, are identified by the *Chief Financial Officer* together with the Head of the *Group Corporate Affairs, Governance & Compliance* Department in the presence of Inside Information, providing appropriate information to the Chairman and the Chief Executive Officer;
- the *Group Corporate Affairs, Governance & Compliance* Department shall immediately communicate to the Keeper the persons to be registered in the Occasional Section of the Insider List, the reasons for registration as well as all the useful information available;
- the Keeper shall promptly request the persons to be registered to provide any further information pursuant to paragraph 4.1.5 of this Procedure, which the latter is not yet in possession of.

4.2.6 Registration of any party whomsoever in the Insider List is allowed only if the same has access to Inside Information. Cancellation of registered parties shall take place as soon as the Inside Information has been disclosed to the market or if, for any other reason, registration no longer has reason to exist.

4.2.7 The Keeper, pursuant to art. 18, paragraph 2, of the MAR Regulation, shall send as soon as possible to the person concerned written communication of registration in the Insider List, of cancellation from it and of any updates of the information contained therein. The same communication shall include a specific disclosure of the legislative and regulatory requirements deriving from having access to Inside Information and sanctions in the event of insider dealing and market manipulation or in the case of unauthorized disclosure of Inside Information. The foregoing shall be in order to inform the registered parties of the discipline.

4.3 Notification to Insiders

Notification to Insiders concerning inclusion in or removal from the Insider List shall include the obligation:

- a) to return, signed for receipt and acceptance, a copy of documentation provided in accordance with the foregoing;
- b) to comply with the provisions contained therein;

4.4 Notification to Consob

The *Group Corporate Affairs, Governance & Compliance* Department shall submit the Insider List or its parts , to Consob promptly upon receipt of a specific request to such effect from the Supervisory Authority.

5 LIST OF SPECIFIC POTENTIAL INSIDE INFORMATION

5.1 The List of Specific Potential Inside Information is established on a voluntary basis in electronic format. Access is reserved exclusively to the *Group Corporate Affairs, Governance & Compliance* Department.

5.2 The List of Specific Potential Inside Information is divided into separate sections, one for each Specific Potential Inside Information. A new section of the Specific Potential Inside Information is added every time new Specific Potential Inside Information is identified on the basis of the Mapping. Each section outlines the following information:

- a) the name and surname of every person, employee or external collaborator, who has access to Specific Potential Inside Information;
- b) the place and the date of birth of the person registered in the section of the List of Specific Potential Inside Information;
- c) the description of the role, function and reason for being registered in the section of the List of Specific Potential Inside Information;
- d) the date when the section of the List of Specific Potential Inside Information is drafted and closed.

With reference to legal persons, entities, or associations of professionals, a reference party must be registered who, by virtue of the position, will promptly communicate to the Company the persons belonging to its organization who have access to Specific Potential Inside Information and data for registration in the List of Specific Potential Inside Information. Said reference party must also promptly provide the Company with all the necessary updates in order to guarantee the correct keeping of the List of Specific Potential Inside Information.

5.3 The *Group Corporate Affairs, Governance & Compliance* Department is responsible for keeping the List of Specific Potential Inside Information, in the person of the relative *pro-tempore* head of department. The *Group Corporate Affairs, Governance & Compliance* Department shall identify the

Keeper that manages the List of Specific Potential Inside Information in accordance with the provisions of this Procedure.

5.4 The Keeper shall provide in writing to the Parties Informed and to the parties who have access to Specific Potential Inside Information the provisions on the confidentiality obligations deriving from having access to such information.

5.5 The List of Specific Potential Inside Information shall be retained for a period of at least five years following the processing or updating of the List of Specific Potential Inside Information.

5.6 The personal data contained in the List of Specific Potential Inside Information is acquired and processed in compliance with current privacy regulations.