

**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.

owner of n. \_\_\_\_\_ voting rights in relation to number \_\_\_\_\_ shares with increased voting rights 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 Ordinary Meeting to be held on April 26<sup>th</sup> 2017 at h. 12.00 am, in Milan, Via De Castillia, 6A, first call and on April 27<sup>th</sup> 2017 at h. 10.00 am, same place, on second call, to discuss and vote on the following agenda:

1. Company Financial Statements at 31 December 2016, Consolidated Financial Statements at 31 December 2016, Directors' Report, Report by the Board of Statutory Auditors and Independent Auditors' Report. Resolutions regarding the allocation of the year's profit.
2. Adoption of the 2017-2019 Restricted Stock Plan dedicated to the Company's Chief Executive Officer, to selected Senior Managers and to certain Top Managers of Group companies; relevant and consequent resolutions.
3. Remuneration Report; relevant and consequent resolutions.
4. Authorization to purchase and dispose of treasury shares, subject to revocation of the authorization resolved by the Shareholders' Meeting of 15 December 2015; relevant and consequent resolutions.

conferring powers to exercise the right to vote on its behalf and on behalf <sup>1</sup>

according to with the instructions

discretionary <sup>2</sup>

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.

<sup>1</sup> 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.

<sup>2</sup> 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.