

*Courtesy translation*

Messers

**Maire Tecnimont S.p.A.**

Viale Castello della Magliana, 27

00148 Rome

Milan, 3 April 2019

Prot. n. 10/2019

**Subject: Ordinary Shareholders' Meeting convened for 29 April 2019 and 30 April 2019, respectively on first and second call – Proposals concerning the determination of the number, the office term and the remuneration of the Directors, the appointment of the Chairman of the Board of Directors (item 2 of the Agenda) and concerning the remuneration due to Standing Auditors and to the Chairman of the Board of Statutory Auditors (item 3 of the Agenda)**

With reference to Shareholders' Meeting of Maire Tecnimont S.p.A. (the "**Company**") convened for 29 April 2019 and 30 April 2019, respectively on first and second call, hereby GLV Capital S.p.A., the shareholder controlling the Company, in compliance with Borsa Italiana S.p.A. Corporate Governance Code, announces in advance the following proposals which intends to submit to the Shareholders' Meeting:

**DETERMINATION OF THE NUMBER OF THE MEMBERS OF THE BOARD OF DIRECTORS**

Having taken into account the guidelines established on the matter by the Board of the Directors of the Company, it is proposed to determine in **9 (nine)** the number of the members of the Board of the Directors.

*Courtesy translation*

**DETERMINATION OF THE OFFICE TERM OF THE DIRECTORS**

It is proposed to determine in **3 (three) financial years** the office term of the Directors, and precisely the financial years 2019 - 2020 - 2021, until the date of the Shareholders' Meeting for the approval of the financial statements as at 31 December 2021.

**DETERMINATION OF THE REMUNERATION DUE TO THE DIRECTORS**

It is proposed to determine in **Euro 45,000.00 (fortyfive thousand/00)** the gross annual remuneration due to each of the Directors, in addition to the expenses incurred in performing the office.

**APPOINTMENT OF THE CHAIRMAN OF THE BOARD OF DIRECTORS**

It is proposed to appoint Mr. Fabrizio Di Amato as Chairman of the Board of Directors of the Company.

**DETERMINATION OF THE REMUNERATION DUE TO THE STATUTORY AUDITORS AND TO THE CHAIRMAN OF THE BOARD OF STATUTORY AUDITORS**

It is proposed to determine in **Euro 60,000.00 (sixty thousand/00)** per annum the remuneration due to each of the Statutory Auditors, and in **Euro 80,000.00 (eighty thousand/00)** per annum the remuneration due to the Chairman of the Board of Statutory Auditors.

**GLV Capital S.p.A.**

The Chairman of the Board of Directors

(Fabrizio Di Amato)

*[Signed]*