

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.

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 and Extraordinary Meeting to be held on April 30th 2014 at h. 3.00 pm, in Milan, Via De Castillia, 6A, first call and on May 2nd, 2014 at h.10.30 am, same place, on second call, to discuss and vote on the following agenda:

Ordinary part

1. Company Financial Statements at 31 December 2013, Consolidated Financial Statements at 31 December 2013, Directors' Report, Report by the Board of Statutory Auditors and Independent Auditors' Report.
2. Remuneration Report; relevant and consequent resolutions.
3. Integration of the Board of Statutory Auditors.

Extraordinary part

4. Authorisation to the convertibility, in accordance with Art. 2420-bis, paragraph 1 of the Italian Civil Code, of the equity-linked debenture loan issued by the Company and named "*€80 million 5.75 percent. Unsecured Equity-Linked Bonds due 2019*" and related divisible share capital increase in exchange for cash payment, exclusively for the purpose of its conversion, with exclusion of stock options pursuant to Art. 2441, paragraph 5 of the Italian Civil Code, for a total maximum amount of Euro 80,000,000.00 (including the premium). Related and consequential resolutions.

conferring powers to exercise the right to vote on its behalf and on behalf ¹

according to with the instructions

discretionary ²

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.

¹ 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.

² 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.