

QUANTI-QUALITATIVE CRITERIA DEFINED BY THE BOARD OF DIRECTORS OF MAIRE TECNIMONT S.P.A., IN ACCORDANTE WITH RECOMMENDATION 7 OF THE CORPORATE GOVERNANCE CODE, TO ASSESS THE INDEPENDENCE OF THE MEMBERS OF THE BOARD OF DIRECTORS AND OF THE BOARD OF STATUTORY AUDITORS.

Maire Tecnimont - Società per azioni

Sede legale Viale Castello della Magliana 27, Roma

Sede operativa Via Gaetano De Castillia 6A, Milano

Capitale sociale € 19,920,679.32 interamente versato e sottoscritto

Codice fiscale, partita IVA e numero di iscrizione nel Registro delle Imprese di Roma 07673571001

n. R.E.A. 1048169

On December 16, 2021, the Board of Directors of Maire Tecnimont S.p.A. ("**Maire Tecnimont**" or the "**Company**"), has defined - after consulting the Board of Statutory Auditors, to the extent of its competence - the quantitative and qualitative criteria for assessing the "significance" i) of the commercial, financial and professional relationships referred to in letter c) of recommendation 7 of the Corporate Governance Code (the "**Code**"), as well as ii) of any additional remuneration referred to in letter d) of recommendation 7 of the Code received during the three previous years on the independence of non-executive Directors declared "Independent". These criteria also apply to the members of the Board of Statutory Auditors, in accordance with recommendation 9 of the Code.

More specifically, for the purposes of the periodic assessments conducted by the Board of Directors and the Board of Statutory Auditors on the persistence of the independence requirements, the Board intended to consider "significant":

- the commercial, financial and professional relationships entertained, also in the three previous years, with one of the subjects referred to in letter c) of recommendation 7 of the Code¹ if the overall value of such relationships is higher:
 - a) 7% of the annual turnover of the legal person, organization or professional firm of which the Director or the Statutory Auditor has control or is a prominent representative or partner, as resulting from the last approved annual accounting document, or
 - b) 7% of the annual taxable income of the Director or of the Statutory Auditor, as a natural person, as resulting from the last tax return submitted.

Without prejudice to the above, the Board of Directors or the Board of Statutory Auditors, in the event that the Director or the Statutory Auditor is also a partner of a professional firm or a consultancy company, will evaluate - where deemed necessary - the significance of the professional relationships that may have an effect on the position and role of the latter within the firm or consulting firm or which in any case pertain to important

¹ These subjects include: i) Maire Tecnimont or its controlled companies, the related executive directors or top management, and ii) the subjects who, even together with others through a shareholders' agreement, control Maire Tecnimont or, if the subject is a company or entity, its executive directors or top management.

operations of the Company and of the Maire Tecnimont Group even independently of the quantitative parameters previously defined;

- the additional remuneration received, also in the three previous years, by the companies referred to in letter d) of recommendation 7 of the Code² if the total value of such remuneration exceeds the annual fixed remuneration for the position of non-executive Director, including remuneration due for participation in internal Board Committees, or the annual fixed.

In any case, the Board of Directors or the Board of Statutory Auditors has the right to assess - at its discretion and in the best interest of the Company - the significance of the relationships maintained and the additional remuneration paid and their suitability to affect the independence of the Director declared as such or of the Statutory Auditor, the above in application of the general principle of prevalence of substance over form and without prejudice to the necessary application of the "comply or explain" criterion provided for by the Code.

² These companies include: Maire Tecnimont, the companies controlled by Maire Tecnimont and the company controlling Maire Tecnimont.