

EXTRAORDINARY SHAREHOLDERS' MEETING RESOLVES UPON SHARE GROUPING AND CAPITAL INCREASE

Milan, 6 June 2013 – **Maire Tecnimont S.p.A.** informs that the extraordinary Shareholders' Meeting of Maire Tecnimont S.p.A. held on today's date, for the purposes of implementing the financial re-organization project already disclosed to the market, resolved upon:

- 1) the grouping of the outstanding shares in a ratio of n.1 newly issued share without expressed face value accruing regular dividend (code ISIN IT0004931058 coupon n.1) every n.10 shares without expressed face value held (code ISIN IT0004251689 coupon 5), without implementing – lacking any face value – any reduction of the share capital of euro 16,125,000, currently divided into n.322,500,000 shares and that, further to grouping, will be divided into n. 32,250,000 shares;
- 2) a) a capital increase, against payment, of a total amount (inclusive of share premium) of Euro 15,277,500, i.e. within the limit of 10% of the pre-existing share capital, reserved to Arab Development Establishment, consequently excluding the option right pursuant to art. 2441, par. 4, second sub-paragraph, of the Italian Civil Code, through the issue of n.1,697,500 ordinary shares post-grouping, at the subscription price of Euro 9 per share post-grouping of which Euro 8.50 as share premium, that shall accrue regular dividend and have identical characteristics as the other outstanding shares at the time of their issue, and enjoy the option rights deriving from the subsequent capital increase. The reserved capital increase is to be completed within 15 days from the date of the extraordinary Shareholders' Meeting resolution upon the capital increase, and, in any event, before the capital increase as referred to in b) below, subject to art. 2436 of the Italian Civil Code;

b) a divisible capital increase against payment of the total maximum amount, including any share premium, of Euro 134,722,500, with option rights to all Company shareholders, pursuant to art. 2441, par. 1, of the Italian Civil Code, through the issue of new ordinary shares, that shall have regular dividend and identical characteristics as the other shares outstanding at the time of their issue, to be executed after the completion of the subscription of the capital increase referred to in a) and by 30 September 2013.

With reference to the capital increase with option rights, the shareholders' meeting also resolved to assign to the Board of Directors all the powers required to determine - approaching the start of the offering

of option rights - the final amount of the capital increase, adhering to the overall maximum amount, as well as to determine the number of shares to issue, the option ratio and the issue price (inclusive of any share premium) as well as the part of the price to be allocated to capital, also taking into account, for the purposes of determining the issue price, the market conditions in general and the stock performance as well as the Company business and financial performance, and considering the market practices for like transactions. The shareholders' meeting also resolved to assign to the Board of Directors all the powers required to determine the timing for the enforcement of the capital increase resolution, in particular for the start of the offering of option rights as well as for the subsequent public offering of the rights that may not have been exercised at the end of the subscription period, in compliance with the final term.

It is envisaged that the share grouping shall take effect for trading purposes starting June 10, 2013, subject to the registration with the Rome Business Register of the resolutions adopted by the extraordinary meeting, which is expected to take place by 7 June 2013 in the morning.

The text of the Company By-Laws, as amended following to the resolutions adopted by the extraordinary Shareholders' Meeting, will be published on the Company website at www.mairetecnimont.com pursuant to the law.

The minutes of the Shareholders' Meeting will be made available to the public in accordance with the terms and criteria envisaged by the currently applicable regulatory provisions.

Maire Tecnimont SpA

Maire Tecnimont is an international leading Group in the sectors of **Engineering & Construction (E&C)**, **Technology & Licensing** and **Energy & Ventures** with specific skills in plant engineering in particular in the hydrocarbon industry (Oil & Gas, Petrochemicals, Fertilizers) and also in Power Generation and Infrastructures. The Group is listed on the Milan Stock Exchange and is present in over 30 countries, controls over 50 operating companies and has about 4,500 employees, half of whom are located abroad. At 31 December 2012 the Group reported revenues for €2.2 billion and a backlog of about €5 billion. For further information: www.mairetecnimont.com.

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