

RESOLUTIONS OF MAIRE TECNIMONT'S BOARD OF DIRECTORS

- **Powers granted to the Chairman Fabrizio Di Amato;**
- **Pierroberto Folgiero confirmed as Chief Executive Officer and General Manager and relevant powers granted**
- **Set up of Internal Committees within the Board confirmed and relevant members appointed**
- **The new 231 Supervisory Body appointed**

Milan, 29 April 2019 – The Board of Directors of Maire Tecnimont S.p.A. (the "**Company**") met today at the end of the Shareholders' Meeting and took note of the confirmation of **Fabrizio Di Amato** as **Chairman of the Board of Directors**, conferring upon him, in addition to the powers under the law and the Articles of Association, certain powers including, among others, management of institutional and external relations and the supervision of the implementation of the strategic plans approved by the Board of Directors.

The Board of Directors has also confirmed **Pierroberto Folgiero** as **CEO** and **General Manager**, granting him the executive powers of attorney in order to manage and coordinate the Group's activities, in his capacity as CEO, i.e. the officer responsible for the Company's management. Pierroberto Folgiero was also confirmed as Director in charge of the internal control and risk management system.

The Board of Directors has also determined, on the basis of available information and the statements made by those involved, and confirmed the existence of the requirements for independence under the law and the Code of Corporate Governance for listed companies (the "**Code**") for the following Directors: **Gabriella Chersicla, Vittoria Giustiniani, Andrea Pellegrini, Patrizia Riva** and **Maurizia Squinzi**. The Board of Statutory Auditors also met today, following the Shareholders' Meeting that appointed it, and has verified that its members **Francesco Fallacara, Giorgio Loli** and **Antonia Di Bella** meet the independence requirements laid down by the law and the Code.

The Board of Directors has also confirmed the Independent Director **Gabriella Chersicla** as the **Lead Independent Director**.

Therefore, the Board of Directors of Maire Tecnimont S.p.A., which will remain in office for the period 2019-2021, until the approval of the financial

statements as at 31 December 2021 is composed by the following members:

- **Fabrizio Di Amato** *Chairman of the Board of Directors*
- **Pierroberto Folgiero** *Chief Executive Officer and General Manager*
- **Luigi Alfieri** *Director*
- **Gabriella Chersicla** *Independent Director*
- **Stefano Fiorini** *Director*
- **Vittoria Giustiniani** *Independent Director*
- **Andrea Pellegrini** *Independent Director*
- **Patrizia Riva** *Independent Director*
- **Maurizia Squinzi** *Independent Director*

The Board of Directors has also confirmed that the following Committees are set up, appointing as well relevant members:

- (i) the **Control, Risk and Sustainability Committee**, consisting of Independent Directors **Gabriella Chersicla** (Chairman) and **Maurizia Squinzi** and **Stefano Fiorini**, all of them with appropriate expertise and knowledge in accounting and finance or risk management;
- (ii) the **Remunerations Committee**, consisting of Independent Directors **Andrea Pellegrini** (Chairman) and **Vittoria Giustiniani** and **Luigi Alfieri**, all of them with appropriate expertise and knowledge in financial matters and remuneration policies;
- (iii) the **Related-Party Committee**, consisting of the following Independent Directors, **Gabriella Chersicla** (Chairman), **Andrea Pellegrini** and **Patrizia Riva**.

The Board of Directors, with the favorable opinion of the Board of Statutory Auditors, also confirmed **Dario Michelangeli**, as the **Director in charge of preparing the corporate accounting documents**, granting him with the powers provided under the applicable provisions and the Company By-laws.

The Board of Directors has also appointed **Simona Dolce** as Secretary of the Board of Directors of the Company and confirmed, until revocation, **Erica Vasini** as Head of Internal Audit.

Finally, following the expiration of the Company's 231 Supervisory Body mandate, pursuant to Italian Legislative Decree no. 231/2001, the Board of Directors has appointed a new 231 Supervisory Body which includes, **Franco Rossi Galante** as Chairman, **Iole Anna Savini** and **Erica Vasini** as members. The 231 Supervisory Body will remain in office until the approval of the financial statements as at 31 December 2021.

Maire Tecnimont SpA

Maire Tecnimont S.p.A. is a company listed with the Milan stock exchange. It heads an industrial group (the Maire Tecnimont Group) that leads the natural resources processing sector (plant engineering in the oil&gas downstream industry, with specific technological and execution capabilities). Through its subsidiary NextChem the Group operates in the field of Green Chemistry and technologies supporting the energy transition. The Maire Tecnimont Group operates in approximately 45 different countries, numbering around 50 operative companies and a workforce of more than 6,100 employees, along with approximately 3,000 additional Electrical & Instrumentation professionals. For more information: www.mairetecnimont.com.

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