

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 February 18th 2015 at h. 3.00 pm, in Milan, Via De Castillia, 6A, first call and on February 19th 2015 at h.10.30 am, same place, on second call, to discuss and vote on the following agenda:

Ordinary part

1. Appointment of a Director.
2. Integration of the Board of Statutory Auditors.
3. Amendment of the Shareholders' Meeting Regulations; related and consequent resolutions.
4. Authorization to exercise competitive activity pursuant to art. 2390 of the Civil Code to a Director; related and consequent resolutions.

Extraordinary part

1. Proposal to amend the articles 9, 16, 17, 20, 21 e 23 of the By-laws; replacement in the By-laws of references to the Issuer which shall be referred to as the "Company"; related and consequent resolutions.
2. Proposal to amend the article 6 of the By-laws and introduction of articles 6 bis, 6 ter and 6 quater in accordance with article 127 quinquies of Legislative Decree 58/1998 and article 20, paragraph 1 bis of Decree Law 91/2014 converted by Law 116/2014 (increase of the vote); related and consequent 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.