

**PROPOSAL OF A PLAN FOR THE PURCHASE AND DISPOSAL OF
TREASURY SHARES AND THE APPOINTMENT OF THE STATUTORY
AUDITORS FOR FINANCIAL YEARS 2016 - 2024**

Milan, 12 November 2015 - The Board of Directors of Maire Tecnimont S.p.A. resolved today to call the ordinary Shareholders' Meeting for 15 December 2015 on first call and, if required, for 16 December 2015 on second call, to resolve on the authorization to purchase and dispose of treasury shares, and on the appointment of independent auditors for the period 2016-2024.

The Board of Directors approved the proposal to submit to the Shareholders' Meeting the request for authorisation of **a plan for the purchase and disposal of treasury shares** up to a maximum amount of no. 10,000,000 ordinary shares. The authorization would cover the following purposes: share incentive plans and/or financial transactions, including transactions to ensure trading regularization of the Company's ordinary shares. The Board of Directors intends to propose to the Shareholders' Meeting to resolve that the authorisation for the purchase of treasury shares shall have a duration of 18 months, whereas the authorisation for the disposal of treasury shares is requested for an unlimited period. The proposal provides, in addition, that the unit price shall be established on a case-by-case basis for each transaction, provided that the unit price shall not be higher or lower than 10% of the share's reference price on the trading day prior to the purchase. At the date of this press release, the company does not hold treasury shares.

The Board of Directors also resolved to propose to the shareholders' meeting to **appoint the statutory auditors for financial years 2016 – 2024**. The early appointment is proposed taking into account the size and complexity of Maire Tecnimont and its subsidiaries. In fact, the auditing contract with the current auditors Deloitte & Touche S.p.A., appointed by the Shareholders' Meeting on 10 July 2007, will expire upon approval of Maire Tecnimont's 2015 yearly accounts. The shareholders will make their decision on the basis of a justified proposal to be presented by the Board of Statutory Auditors.

The relevant documentation will be made available at the locations and within the deadlines required by applicable laws and regulations.

Maire Tecnimont S.p.A.

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 international Engineering & Construction (E&C), Technology & Licensing and Energy & Ventures markets, with specific competences in plants, particularly in the hydrocarbons segment (Oil & Gas, Petrochemicals and Fertilisers), as well as in Power Generation and Infrastructures. The Maire Tecnimont Group operates in approximately 30 different countries, numbering around 45 operative companies and a workforce of about 4,300 employees, of whom over half work abroad. For more information: www.mairetecnimont.com.

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