

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING NOTICE OF CALL

The shareholders of Maire Tecnimont S.p.A. ("**Maire Tecnimont**" or the "**Company**") entitled to attend and exercise their voting rights are called to the Ordinary and Extraordinary Shareholders' Meeting to be held on 19 April 2023, at 4:30 PM, **exclusively through telecommunication means in first call** and, if necessary, in second call on 20 April 2023, at 4:30 PM.

The Company - in compliance with the provisions of Article 106 of Law Decree no. 18/2020 converted by Law no. 27/2020 and subsequent amendments and additions ("**Decree**") - has decided to avail itself of the option to provide that Shareholders' participation in the Shareholders' Meeting shall take place exclusively through the Designated Representative pursuant to Article 135-*undecies* of Legislative Decree no. 58/98 ("**CFA**"), without any physical participation on their part.

The procedures for holding the Shareholders' Meeting may be supplemented, amended and communicated well in advance.

The Shareholders' Meeting shall be called to resolve on the following

Agenda:**Ordinary Part**

- 1. Financial Statements at 31 December 2022; proposal on the allocation of the year's result and dividend distribution**
 - 1.1. Company Financial Statements at 31 December 2022, Consolidated Financial Statements at 31 December 2022, Directors' Report, Report by the Board of Statutory Auditors and Independent Auditors' Report; related and consequent resolutions
 - 1.2. Proposal on the allocation of the year's result and dividend distribution; related and consequent resolutions
- 2. Report on the 2023 Remuneration Policy and fees paid**
 - 2.1 Approval of the 2023 Remuneration Policy pursuant to Article 123-*ter*, paragraph 3-*ter*, of Legislative Decree no. 58/1998
 - 2.2 Resolutions on the "Second Section" of the Report, pursuant to Article 123-*ter*, paragraph 6, of Legislative Decree no. 58/1998
- 3. Measures pursuant to Article 2386 of the Civil Code; related and consequent resolutions.**
- 4. Incentive plans, pursuant to Article 114-*bis* of Legislative Decree No. 58/1998**
 - 4.1 Adoption of the "Maire Tecnimont Group's Long-Term Incentive Plan 2023-2025"; related and consequent resolutions
 - 4.2 Adoption of the "Maire Tecnimont Group's Employees Share Ownership Plan 2023-2025", related and consequent resolutions
- 5. Authorization to purchase and dispose of treasury shares, subject to revocation of the authorization granted by the Shareholders' Meeting of 8 April 2022 for the part not executed; related and consequent resolutions**

- 6. Amendment of the economic terms of the appointment for the independent audit of the accounts conferred, in accordance with Italian Legislative Decree 39/2010, to the company PricewaterhouseCoopers S.p.A. for the period 2016-2024, with reference to the financial years closed from 31 December 2022 to 31 December 2024 included; related and consequent resolutions**

Extraordinary part

- 1. Amendments to Articles 1 (Company Name), 4 (Duration), 10 (Attending and voting in shareholders' meetings), 14 (Procedure for appointing of the Board of Directors), 16 (Convocation and Meetings of the Board of Directors) and 21 (Procedure to appoint the Board of Statutory Auditors), of the Articles of Association; related and consequent resolutions.**

Information on the share capital of Maire Tecnimont S.p.A.

At the date hereof, the share capital subscribed and paid-in by Maire Tecnimont S.p.A. amounts to Euro 19,920,679.32, divided into 328,640,432 ordinary shares without par value, corresponding, in accordance with Article 120, paragraph 1 of the CFA and Art. 6-bis of the By-Laws, to 504,732,490 voting rights. As at the date of this notice, the Company holds 109,297 treasury shares.

On the *website* www.mairetecnimont.com (section "Governance" – "Annual Shareholders' Meeting Documents"), detailed information is given on the share capital amount and its relevant composition.

Increased voting rights

The By-Laws of Maire Tecnimont (Articles 6- bis, 6- ter and 6- quater), rules increased voting rights, which, in compliance with the provisions of Article 120, paragraph 1 of the Consolidated Finance Act, for share capital, must mean the total number of voting rights.

As a result of the increases in voting rights achieved as of the date of publication of this notice, the total number of voting rights is 504,732,490. For further information, also with reference to the special list *pursuant to* Article 6-quater of the By-Laws, ("**Special List**") please refer to the *website* www.mairetecnimont.com (section "Governance" – "Corporate Repository" – "Increased Voting Right").

Maire Tecnimont, in accordance with art. 6- quater, paragraph 3 of the By-Laws, will update the Special List (where necessary) by the 5th (fifth) market day open from the end of each calendar month, and in any event no later than the seventh trading day prior to the date set for the Meeting (the so-called *record date*, i.e. by 6 April 2023).

Attendance of the Shareholders' Meeting

Pursuant to Article 106, paragraph 4, of the Decree, as last extended, the **participation in the Shareholders' Meeting of those entitled to vote shall take place exclusively through Computershare S.p.A., the Company's Designated Representative pursuant to Article 135-undecies of the CFA**, to which a proxy must be conferred, according to the terms and conditions set out below.

The Shareholders' Meeting, in compliance with the provisions of art. 106, paragraph 2 of the Decree, shall be held exclusively by means of telecommunications that guarantee the identification of the participants, their participation and the exercise of their voting rights, without in any case the need for the chairman and the secretary taking the minutes to be in the same venue.

Entitlement to attend and vote at the Shareholders' Meeting

In accordance with the provisions of Article 10 of the By-Laws and current legislation, those who have the right to vote may participate in the Shareholders' Meeting. The legal power to participate in the Meeting and exercise the right to vote shall be attested by a communication confirming such a right in favour of the person entitled to vote, by the intermediary on the basis of the accounting registration at the end of the seventh trading day which is open prior to the date fixed for the Meeting on first call (**record date, that is 6 April 2023**). All crediting and debiting of the securities accounts subsequent to the date of 6 April 2023 have no relevance for the right to participate in and exercise the right to vote at the Shareholders' Meeting. The above communication of the intermediary shall be received by the Company by the end of the third trading day which is open prior to the date set for the Shareholders' Meeting on first call (that is by 14 April 2023). However, all of the above without prejudice to the entitlement to speak and vote if communications have reached the Company after the above deadlines, as long as by the beginning of the Meeting of each individual call.

No voting procedures by correspondence or using electronic means are envisaged.

Granting of delegations and/or sub-delegations to the Designated Representative

Pursuant to art. 106, paragraph 4 of the Decree, those who have the right to vote, should they wish to attend the Shareholders' Meeting, **may alternatively:**

- i) be represented, pursuant to art. 135-*novies* of the CFA, by proxy and/or sub-delegation by Computershare S.p.A., Designated Representative of the Company pursuant to art. 135-*undecies* of the CFA. The proxy and/or sub-delegation granted pursuant to Article 135-*novies* of the CFA must necessarily contain voting instructions on the proposals on the agenda on which it is intended to vote. To this end, the proxy/subdelegation form available on the Company's *website* may be used www.mairetecnimont.com (section "Governance" - "Annual Shareholders' Meeting Documents") to be sent together with an identity document of the delegating party - and, if the delegating party is a legal person, a document proving the powers to issue the proxy - by 6:00 pm on the day prior to the date of the Shareholders' Meeting exclusively to Computershare S.p.A. (which may accept them even after the aforementioned deadline and until the opening of the meeting), together with the voting instructions, to the certified email address ufficioroma@pecserviziotitoli.it. In the event of sub-delegation to the Designated Representative, the sub-delegating party must also send to the latter, following the instructions on the form, a copy of the proxy received and the declaration certifying the conformity of the copy to the original and the identity of the delegating party. The proxy and/or sub-delegation with voting instructions may be conferred with electronic document signed electronically in accordance with art. 20, paragraph 1- bis, of Legislative Decree no. 82/2005;
- ii) grant, pursuant to art. 135-*undecies* of the CFA, without expenses for the delegating party except those of sending, proxy with voting instructions on all or some of the proposals on the agenda to Computershare S.p.A., Designated Representative of the Company. The proxy to the Designated Representative, with the voting instructions, together with an identity document of the delegating party - and, if the delegating party is a legal person, a document proving the powers to issue the proxy - must be received exclusively by Computershare S.p.A. at the certified email address ufficioroma@pecserviziotitoli.it, by the end of the second trading day which is open preceding the date set for the Shareholders' Meeting, including on the second call (i.e., by 17 April 2023 and 18 April 2023, respectively);

The original of the proxy, instructions and a copy of the related documentation shall be forwarded to Computershare S.p.A. (Ref. "Proxy Shareholders' Meeting Maire Tecnimont S.p.A."), Via Monte Giberto 33, 00138 Rome.

The proxy form is available on the Company's *website* www.mairetecnimont.com (section "Governance" - "Annual Shareholders' Meeting Documents"). The proxy shall be valid only for the proposals in relation to which voting instructions are conferred. The proxy and voting instructions may be cancelled within the term mentioned above.

For any clarification and/or information, please refer to the Designated Representative Computershare S.p.A. which can be contacted at the number 06/45417413 or at the e-mail address ufficiorm@computershare.it.

Right to integrate the agenda or submit additional resolution proposals on items already on the agenda

Pursuant to article 126- *bis* of the CFA, the Shareholders who, even jointly, represent at least one fortieth of the share capital, may request in writing, within ten days from the publication hereof (i.e. by 27 March 2023), to integrate the list of the items for discussion, indicating in their request the additional items they propose for discussion or to submit resolution proposals on items already on the agenda. The requests must be submitted by notification to the following address certified electronic mail: corporatesecretary@pec.mairetecnimont.it. The requests shall be supported by the certification issued by the intermediaries attesting the identity of the Shareholders submitting the request, the overall shareholding held as well as the ownership of said shareholding.

The integration of the agenda or submission of proposed resolutions on items already on the agenda is declared in the same way as envisaged for the publication of this notice, at least fifteen days prior to the date scheduled for the Shareholders' Meeting, namely 4 April 2023.

Shareholders requesting integrations to the agenda or proposing resolutions on items already on the agenda, shall prepare a report on the items they propose to discuss justifying the proposed resolutions or on the reasons for the additional proposed resolutions on items already on the agenda. Said report shall be sent to the Board of Directors before the deadline for submission of the integration request. The report will be made available to the public, accompanied by any possible assessments of the Board of Directors, together with the publication of the news of the agenda integration or the presentation of additional proposed resolutions.

The integration of the agenda is not allowed for items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a plan or report prepared by them that is different to those set out in art. 125-*ter*, paragraph 1, of the CFA.

Faculty of submitting individual proposals for resolutions before the Shareholders' Meeting

In addition to the above, taking into account that participation in the Shareholders' Meeting is envisaged exclusively through the Designated Representative, persons entitled to participate in the Shareholders' Meeting who intend to formulate resolution proposals on the items on the agenda are invited to submit them in advance, by 4 April 2023, in the same manner as indicated in the paragraph above. Such proposals will be published on the Company's *website* by 6 April 2023, in order to allow those entitled to vote to express themselves in an informed manner, also taking into account such new proposals, and to allow the Designated Representative to collect voting instructions, if any, on such proposals. The applicant shall provide appropriate documentation proving the right to participate in the Shareholders' Meeting and the issue of a proxy to the Designated Representative for participation in the Shareholders' Meeting.

Right to ask questions

Pursuant to Article 127-ter of the CFA, shareholders may ask questions on the items on the agenda even before the Shareholders' Meeting, but in any case by the end of the seventh trading day which is open prior to the date set for the Shareholders' Meeting on first call (i.e. by 6 April 2023) by notifying the following certified email address: corporatesecretary@pec.mairetecnimont.it. The persons concerned shall provide information allowing their identification. The request shall be supported by information allowing to identify the Shareholders making the request and by the communication issued pursuant to the currently applicable regulatory provisions by the intermediaries, certifying the Shareholder qualification. Said communication is not, however, required if the Company receives the communication of the intermediary necessary to attend the Meeting. Ownership of the voting rights may also be proved after the submission of applications, provided that it is no later than 9 April 2023 (i.e. by the third day following the above application deadline).

Questions so received will be answered within three days prior to the Meeting (i.e. by 16 April 2023) by publication on the Company's website www.mairetecnimont.com (section "Governance" - "Annual Shareholders' Meeting Documents").

Documentation

The documentation relating to the items on the agenda - including the Explanatory Reports of the Board of Directors, the related resolution proposals and the Information Documents prepared pursuant to art. 84-bis of Consob Regulation no. 11971/1999 - will be made available to the public within the terms and according to the procedures set out by law on the Company's website www.mairetecnimont.com (section "Governance" - "Annual Shareholders' Meeting Documents"), as well as on the authorised storage mechanism 1info (www.1info.it), giving simultaneous disclosure to the public. More precisely: (i) the Directors' Explanatory Reports on each of the items included in the agenda of the ordinary and extraordinary session of the Shareholders' Meeting, the Information Document relating to the "Maire Tecnimont Group's Long Term Incentive Plan 2023-2025" and the Information Document relating to the "Maire Tecnimont Group's Employees Share Ownership Plan 2023-2025" are published at the same time as this notice, (ii) the Annual Financial Report with the other documents pursuant to art. 154-ter of the CFA, including the "Report on Corporate Governance and Ownership Structure 2022", and the "Sustainability Report 2022" containing the consolidated non-financial statement as at 31 December 2022, will be made available to the public by 28 March 2023; (iii) the "Report on the 2023 Remuneration Policy and fees paid" will be made available to the public at least 21 days before the Shareholders' Meeting on first call (i.e. by 29 March 2023).

At least 15 days before the date of the first call of the Shareholders' Meeting - i.e., in this case, by 4 April 2023 - the documentation pursuant to art. 77, paragraph 2-bis, of Consob Regulation no. 11971/1999 and to article 15, paragraph 1, letter a) of the Market Regulations adopted by Consob resolution no. 20249/2017 will also be filed at the registered office in Rome, Viale Castello della Magliana 27 and the operational office in Milan, Via Gaetano De Castillia 6A, which may be accessed by appointment to be fixed by sending a specific request to the following certified email address corporatesecretary@pec.mairetecnimont.it.

Shareholders may request copy thereof.

This notice is published on the Company's website www.mairetecnimont.com (section "Governance" - "Annual Shareholders' Meeting Documents"), on the authorised storage mechanism 1info (www.1info.it) and, in extract, in the daily newspaper "Milano Finanza".

Rome, 17 March 2023

On behalf of the Board of Directors

The Chairman
(Fabrizio Di Amato)