

**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 January 20<sup>th</sup> 2015 at h. 10.00 am, in Milan, Via De Castillia, 6A, first call and on January 21<sup>st</sup>, 2015 at h.10.00 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

5. Proposal to amend the following 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.

conferring powers to exercise the right to vote on its behalf and on behalf <sup>1</sup>

according to with the instructions

discretionary <sup>2</sup>

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.

<sup>1</sup> 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.

<sup>2</sup> 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.