

## **MAIRE TECNIMONT'S SHAREHOLDERS' MEETING HAS APPROVED CORPORATE GOVERNANCE RESOLUTIONS AND THE INTRODUCTION OF INCREASED VOTING RIGHTS**

### **As an ordinary session**

- the appointment of a Director;
- the integration of the Board of Statutory Auditors;
- the amendment of the Shareholders' Meeting Regulation;
- the authorization for a Director to exercise competing activity pursuant to Section 2390 of the Civil Code .

### **As an extraordinary session**

- the amendment to sections 9, 16, 17, 20, 21 and 23 of the By-laws;
- the introduction of increased voting rights.

*Milan, 18 February 2015* – **Maire Tecnimont S.p.A.'s** ordinary and extraordinary **shareholders' meetings** were held today on their first call. Shareholders approved all items on the agenda during both sessions chaired by Fabrizio Di Amato.

More specifically, in the ordinary session, shareholders have appointed, pursuant to section 2386 of the Italian Civil Code, **Andrea Pellegrini**, as an independent member of the Board of Directors. Andrea Pellegrini has confirmed to match the independence requirements provided by law and by the Corporate Governance Code for listed companies. The shareholders' meeting continued its ordinary session by integrating the Board of Statutory Auditors with the appointment of **Roberta Provasi** as an effective auditor. Andrea Pellegrini and Roberta Provasi will remain in their respective offices until the approval of the financial statements as at 31 December 2015. Andrea Pellegrini and Roberta Provasi's resumes are available on the Company's website ([www.mairetecnimont.it](http://www.mairetecnimont.it)).

Moreover, in the ordinary session, the shareholders have approved some amendments of the Shareholders' Meeting Regulation, in order to align it with best practices and to eliminate overlaps with the By-laws' provisions governing the operation of the Shareholders' Meeting.

The text of the Shareholders' Meeting Regulation transposing the approved amendments is available on the Company's website [www.mairetecnimont.it](http://www.mairetecnimont.it).

Finally, in the ordinary session, the Shareholders' Meeting resolved to authorize, under and for the purposes of Section 2390 of the Civil Code, Director Gabriella Chersicla to maintain the position of Director and

Chairman of the Board of Directors of the company Impresa Costruzioni Giuseppe Maltauro S.p.A.

In its **extraordinary session**, the Shareholders' Meeting has approved amendments to certain provisions of the By-laws. More specifically, the amendments related to: Article 9, in order to clarify that the Shareholders' Meeting may be held in multiple calls rather than in a single call; Article 16, in order to facilitate the convening of the Board of Directors in cases of urgency; Article 17, in order to eliminate the provision on advisory committees, since the same overlapped with the provisions of Article 15; Articles 20 and 21 in order to clarify certain aspects of the mechanism for the appointment and replacement of statutory auditors; and, finally, Section 23 in order to provide that the remuneration payable to the Manager charged with preparing the Company's Financial Reports is determined by the Board of Directors, with prior consultation with the Remuneration Committee.

Finally, the shareholder's meeting has approved - with 76.14% of the share capital attending the meeting and the favorable vote of 87.62% of the attending shareholders - the amendments to the By-laws, aimed at introducing increased voting rights. The introduction of the increased voting rights is aimed at encouraging investments in the medium-long term and therefore the stability of the shareholders. In particular, the new regulation contained in the By-laws provides for the assignment of two votes for each ordinary share held by the same shareholder for an ongoing period of no less than two years from the date of entry in a specific List created and kept by the Company.

The procedures regarding application for entry in the aforementioned List and any other information regarding increased voting rights pursuant to Section 127-*quinquies* of D.Lgs. 58/1998, will be consultable on the Company's website.

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*The minutes of the Shareholders' Meeting and the By-laws will be made available to the public in accordance with the terms and conditions defined by current legislation.*

**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 Business Development & 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](http://www.mairetecnimont.com).

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