

**ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF MAIRE S.P.A. HELD ON 17 APRIL 2024:**

- **Financial Statements as of 31 December 2023 approved**
- **Distribution of a dividend of euro 0.197 per share approved**
- **2024 Remuneration Policy and Second Section of the “*Report on the 2024 Remuneration Policy and fees paid*” approved**
- **Isabella Nova confirmed as member of the Board of Directors of MAIRE S.p.A. by the Ordinary Shareholders' Meeting**
- **Proposal of adoption of “*MAIRE Group's Long-Term Incentive Plan 2024-2026*” approved**
- **Proposal of adoption of “*Restricted and Matching Shares Plan dedicated to the Chief Executive Officer and Chief Operating Officer of MAIRE S.p.A.*” approved**
- **Authorization to purchase and dispose of treasury shares approved**
- **Appointment of the Independent Auditor of accounts of MAIRE S.p.A. for the period 2025-2033 to the auditing firm Deloitte & Touche S.p.A. granted**
- **Amendments to Articles 1 (Company name), 9 (Convocation of the Shareholders Meeting) and 10 (Attending and voting in shareholders' meeting) of the By-Laws approved**

*Milan, 17 April 2024* – The Ordinary Shareholders' Meeting of MAIRE S.p.A. (the “**Company**” or “**MAIRE**”) which met today, on first call, under the Chairmanship of Fabrizio Di Amato, taking into account the Group's Consolidated Financial Statements as of 31 December 2023, as well as the Sustainability Report as of 31 December 2023, containing the Consolidated Non-Financial Statement drafted pursuant to Legislative Decree no. 254/2016, approved:

- the Company's **financial statements as of 31 December 2023**, which show a net profit of euro 34,880,399.88;
- the proposal of distribution of a **total dividend of euro 64,717,917.16<sup>1</sup>** to be attributable for euro 11,838,174.84 from “Retained earnings”, for euro 17,999,342.44 from the “Extraordinary Reserve” and for euro 34,880,399.88 from the 2023 net income.

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<sup>1</sup> The total approved dividend of euro 64,717,917.16 takes into account the no. 123,086 treasury shares held in portfolio by MAIRE as of 5 March 2024, date of approval of the Board of Directors' proposal to the Shareholders' Meeting. In this regard, it should be noted that, without prejudice to the amount of the dividend per share of euro 0.197, the total amount of the dividend could vary depending on the number of treasury shares held in the Company's portfolio on the ex-dividend date (so-called ex-date), with a consequent increase or decrease in the amount used by the “Extraordinary Reserve”. It should also be noted that on 17 April 2024, MAIRE S.p.A. held No. 6,473,086 treasury shares in its portfolio, resulting from the treasury share buyback Program dedicated to “2021-2023 Long-term Incentive Plan of the Maire Tecnimont Group” and the First Cycle (2023) of the “Maire Tecnimont Group's Employees Share Ownership Plan 2023-2025” announced to the market on 18 March 2024 and concluded on 12 April 2024.

The Ordinary Shareholders' Meeting also resolved to confirm, **pursuant to Article 2386 of the Italian Civil Code, Isabella Nova as independent member of the Board of Directors of the Company**. Isabella Nova will remain in office until the expiration of the mandate of the other Directors and therefore, until the approval of the financial statements as of 31 December 2024. The Ordinary Shareholders' Meeting has also approved to grant Isabella Nova a remuneration of euro 45,000.00 gross per year, for the office of Director, as already determined by the Ordinary Shareholders' Meeting of 8 April 2022 with reference to each Director.

The *curriculum vitae* of Isabella Nova is available on the Company's website, [www.mairetecnimont.com](http://www.mairetecnimont.com), in the "Governance/Governance Model/Board of Directors" section.

On today's date, Isabella Nova does not hold any shares of the Company.

The Ordinary Shareholders' Meeting also approved:

- in accordance with Article 123-ter, paragraph 3-ter, of Legislative Decree No. 58/1998 ("**CFA**") and all other legal and regulatory provisions, and therefore through a binding resolution, the **2024 Remuneration Policy**;
- in accordance with Article 123-ter, paragraph 6 of the CFA and all other legal and regulatory provisions, and therefore with a non-binding resolution, **the Second Section of the Report on the 2024 Remuneration Policy and fees paid**;
- pursuant to Article 114-bis of the CFA, the adoption of an incentive plan named "**MAIRE Group's Long-Term Incentive Plan 2024-2026**" reserved to the Chief Executive Officer and Chief Operating Officer of MAIRE as well as to selected Top Managers of MAIRE Group's companies, granting the Board of Directors, with the express faculty of sub-delegation, the widest powers necessary or appropriate, after consulting the Remuneration Committee, the Related Parties Committee and, for competence, the Board of Statutory Auditors to fully implement the above Incentive Plan approved;
- pursuant to Article 114-bis of the CFA, the adoption of the "**Restricted and Matching Shares Plan dedicated to the Chief Executive Officer and Chief Operating Officer of MAIRE S.p.A.**" reserved exclusively to the Chief Executive Officer and Chief Operating Officer of the Company, Alessandro Bernini, granting the Board of Directors, with the express faculty of sub-delegation, the widest powers necessary or appropriate, after consulting the Remuneration Committee, the Related Parties Committee and, for competence, the Board of Statutory Auditors to fully implement the above Plan approved.

The Ordinary Shareholders' Meeting has also resolved to **authorize the Board of Directors to purchase and dispose of treasury shares** as per Articles 2357 and 2357-ter of the Italian Civil Code, Article 132 of the CFA and Article 144-bis of Consob Issuers' Regulation 11971/1999, as subsequently amended, according to the means proposed in the Board of Directors' Report.

Authorization was granted to acquire treasury shares up to a maximum 10,000,000 ordinary shares, equal to 3.104% of the shares currently in circulation.

The authorization for the purchase and disposal of treasury shares aims at allowing the Company to purchase and dispose of ordinary shares, in full compliance with the European and national legislations currently in force – including the Regulation 596/2014 ("**MAR**") and the Delegated



Regulation EU 1052/2016 – for all purposes permitted by the applicable rules, including those relevant to Article 5 MAR and for the support of market liquidity according to the practice accepted by Consob as per Article 13 MAR, in compliance with the terms and manner which will be possibly approved by the competent corporate bodies, and to supply treasury shares dedicated to the compensation or incentive plans based on MAIRE shares adopted by the Company as per Article 114-*bis* of the CFA.

The authorization for the purchase of the treasury shares shall have a duration of 18 months, while the authorization for the disposal of the treasury shares is requested with no time limits. The unit price for the purchase of shares will be established from time to time for each individual transaction, provided that purchases of shares may be made at a price not higher than the higher of the price of the last independent trade and the highest current independent purchase bid on the trading venue where the purchase is carried out also provided that the above mentioned unit price may not be lower in the minimum of 10% and not higher in the maximum of 10% than the reference price of the security on the Stock Market trading session on the day prior to each individual transaction.

At the date of this press release the Company owns no. 6,473,086 treasury shares.

Finally, the Ordinary Shareholders' Meeting, upon reasoned proposal of the Board of Statutory Auditors, in its quality of "internal control and audit committee", **conferred, in advance, the Independent Auditor of accounts appointment of MAIRE S.p.A. for the financial years 2025-2033 to the auditing firm Deloitte & Touche S.p.A., determining the fees, pursuant to Legislative Decree 39/2010**, all in accordance with the terms indicated in the reasoned proposal of the Board of Statutory Auditors to the Shareholders' Meeting and in the related annexes made available to the public for this purpose, together with the explanatory report, in the terms and conditions of law.

Furthermore, the Extraordinary Shareholders' Meeting of MAIRE held on today's date, has approved also, the proposal of amendments to articles 1 (Company Name), 9 (Convocation of the Shareholders Meeting) and 10 (Attending and voting in shareholders' meeting) of the By-Laws.

Also pursuant to Article IA 2.3.2 of the Instructions for the Regulations of the Markets organized and managed by Borsa Italiana S.p.A., it should be noted that the proposal of amendments to Article 1 (Company name) of the By-Laws of the Company, approved by the today's Shareholders Meeting, consists in the change of the company name to "**MAIRE S.p.A.**", name that is already included in the By-Laws as an abbreviated form of the Company's name.

The new Company's By-Laws, as amended by the today's Extraordinary Shareholders' Meeting, will be made available on the Company website [www.mairetecnimont.com](http://www.mairetecnimont.com) ("Governance/Corporate Repository") and also through the authorized storage mechanism 1info ([www.1info.it](http://www.1info.it)).

All the details of the abovementioned proposal of resolutions, are indicated in the Explanatory Reports approved by the Board of Directors on 5 March 2024 and made available, inter alia, on the Company website [www.mairetecnimont.com](http://www.mairetecnimont.com) ("Governance/Annual Shareholders' Meeting Documents").

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In accordance with art. IA.2.1.2, par. 1 of the Instructions for the Regulations of the Markets organized and managed by Borsa Italiana S.p.A., the Company, moreover, announces that:



- the detachment of the coupon No. 9, representative of the dividend, is set for 22 April 2024 (i.e. “*ex-date*”), with payment from 24 April 2024 (i.e. “payment date”);
- the amount of the dividend, gross of any withholding tax, is equal to euro 0.197 per share outstanding as at the *ex-date*;
- pursuant to Article 83-*terdecies* of the CFA, the entitlement to payment of the dividend is based on the records in the intermediary's accounts referred to in Article 83-*quater*, paragraph 3, of the CFA, at the end of the accounting day of 23 April 2024 (i.e. “record date”).

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The summary account of voting shall be made available on the Company website [www.mairetecnimont.com](http://www.mairetecnimont.com) (“Governance/Annual Shareholders’ Meeting Documents”) in accordance with Article 125-*quater* of the CFA, by the required deadline of five days after the Shareholders’ Meeting.

The minutes of the Shareholders’ Meeting of MAIRE S.p.A. will be made available to the public in the manner and time required by the current legislation.

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*Fabio Fritelli, in his capacity as Manager Responsible for preparing corporate accounting documents, hereby declares, pursuant to Article 154-bis, paragraph 2 of Legislative Decree 58/1998, that the accounting information contained in this press release corresponds to the documented results, books and accounting entries.*

**MAIRE S.p.A.** leads a technology and engineering group that develops and implements innovative solutions to enable the Energy Transition. We offer Sustainable Technology Solutions and Integrated E&C Solutions in nitrogen fertilizers, hydrogen, circular carbon, fuels, chemicals, and polymers. MAIRE creates value in 45 countries and relies on around 8,000 employees, supported by over 20,000 people engaged in its projects worldwide. MAIRE is listed on the Milan Stock Exchange (ticker “**MAIRE**”). For further information: [www.mairetecnimont.com](http://www.mairetecnimont.com).

**Group Media Relations**

Carlo Nicolais, Tommaso Verani  
Tel +39 02 6313-7603  
[mediarelations@mairetecnimont.it](mailto:mediarelations@mairetecnimont.it)

**Investor Relations**

Silvia Guidi  
Tel +39 02 6313-7823  
[investor-relations@mairetecnimont.it](mailto:investor-relations@mairetecnimont.it)