EXTRAORDINARY SHAREHOLDERS' MEETING CALL NOTICE

The shareholders of Maire S.p.A. ("**MAIRE**" or the "**Company**") entitled to attend and exercise their voting rights are called to the extraordinary Shareholders' Meeting to be held on 19 December 2024, at 9:30, **exclusively through telecommunication means** in **first call** and, if necessary, in second call on 20 December 2024, at 9:30.

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

Agenda:

1. **Proposed enhancement of the increased voting system currently in force. Amendment of Article *6-bis* ("*Voting Right Increase*") of the By-Laws; inherent and consequent resolutions.**

Information on the share capital of MAIRE

At the date hereof, the share capital subscribed and paid-in by MAIRE 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 TUF and Art. 6-*bis* of the By-Laws, to 496,738,132 voting rights. As at the date of this notice, the Company holds 186,100 treasury shares.

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

Increased voting rights

The By-Laws of MAIRE (Articles 6- *bis*, 6- *ter* and 6- *quater*), rules increased voting rights, and therefore, in compliance with the provisions of Article 120, paragraph 1 of the TUF [Consolidated Finance Act], share capital, shall 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 496,738,132. 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.groupmaire.com* (section "*Governance*" - "Corporate Repository" - "Increased Voting Right" section).

In accordance with art. 6- *quater*, paragraph 3 of the By-Laws, MAIRE 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 Shareholders' Meeting (the "record date", i.e. by 10 December 2024).

Attendance of the Shareholders' Meeting

Pursuant to Article 10 of the By-Laws, **participation and the exercise of voting rights in the Shareholder's 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*.1 of the CFA**. Proxies or sub-proxies may be granted to this representative, following the procedures and conditions outlined below.

The Shareholders' Meeting shall be held exclusively by means of telecommunication that guarantee the identification of the participants, their participation, and the exercise of voting rights, without in any case the need for the Chairman, the Secretary, and/or the Notary to be in the same venue.

Entitlement to Attend and Vote at the 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 10 December 2024**). All crediting and debiting of the securities accounts subsequent to the date of 10 December 2024 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 prior to the date set for the Shareholders' Meeting on first call (that is by 16 December 2024). 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 Appointed Representative

Pursuant to Article 10 of the By-Laws and Article 135 *undecies*.1 of the CFA, those who are entitled to vote and wish to exercise this right **may alternatively**:

i) grant, pursuant to art. 135-*undecies* of the CFA, a proxy with voting instructions on all or some of the proposals on the agenda to Computershare S.p.A., the Designated Representative appointed by the Company, without expences for the delegating party except those of sending. The proxy to the Designated Representative, along with voting instructions, must be received exclusively by Computershare S.p.A., together with an identity document of the delegating party. If the latter is a legal entity, a document providing the powers to issue the proxy is also required. These documents must be received by the end of the second trading open day preceding the date set for the Meeting, for each convocation. Specifically, this means by 17 December 2024, for the first convocation and by 18 December 2024 for the second, using the following methods:

   1)Certified Electronic Mail (CEM) holders: if the delegating party (also a legal entity) has a CEM box, it may transmit to the address ufficioroma@pecserviziotitoli.it a copy of the proxy reproduced electronically (PDF format);

   2) holders of an Advanced, Qualified or Digital Electronic Signature (FEA): a delegating party in possession of an FEA may also send a copy of the electronically reproduced proxy with an Advanced Electronic Signature by ordinary e-mail to ufficioroma@pecserviziotitoli.it;

   3) holders of a standard email account: the person granting the proxy can send a digitally reproduced copy of the proxy (in PDF format) to the email address ufficioroma@pecserviziotitoli.it, along with a declaration attesting to the conformity of the copy to the original. In this case, the original of the proxy, the instructions and a copy of the related documentation shall be sent to the offices of Computershare S.p.A. via Monte Giberto, 33 - 00138 Rome.

   The proxy form is available on the Company's website *www.groupmaire.com* ("Governance" – "Shareholders' Meeting Documents" section). The proxy is effective only for proposals in relation to which voting instructions are given. The proxy and voting instructions can always be revoked within the aforementioned term;

ii) 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 under Article 135-novies of the CFA must include voting instructions for the agenda proposals on which the vote is to be cast. To this end, the proxy/subdelegation form available on the Company's *website* may be used *www.groupmaire.com* ("Governance" - "Documents for Shareholders' Meetings" section) to be sent together with an identity document of the delegating party - and, if the delegating party is a legal entity, 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 up until the commencement of the meeting proceedings), along with the voting instructions, in the same manner as described above and indicated on the proxy/sub proxies form. In the event of sub-delegation to the Designated Representative, the sub-delegating party must also send to the latter 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 is ineffective for any proposals for which voting instructions have not been provided. By the same deadline of 6:00 p.m. on the day before the Shareholders' Meeting, or at any rate before the meeting proceedings begin, the proxy and/or sub-delegation and the related voting instructions can be revoked. This revocation must be carried out within the same timeframe and in the same manner as specified for their granting.

It is understood that without the communication from the authorized intermediary certifying the right to attend and vote at the Shareholders' Meeting, any proxy and/or sub-delegation will be deemed null and void.

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*, paragraph 1, first sentence of the CFA, shareholders who, even jointly, represent at least one-fortieth of the share capital may request in writing, within ten days from the publication of this notice (i.e., by 21 November 2024), to add items to the agenda, specifying in their request the additional topics they propose for discussion, or to submit resolution proposals on items already included in 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 December 2024. The additional resolution proposals for items already on the agenda are made available to the public by filing them at the registered office, publishing them on the Company's website (*www.groupmaire.com*, in the "Governance" section under "Shareholders' Meeting Documents"), and through the authorized storage mechanism 1info (*www.1info.it*). This is done concurrently with the announcement of their presentation.

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 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 is not permitted 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.

Ability to Submit Individual Resolution Proposals Prior to the Shareholders' Meeting

In addition to the above, considering that participation in the Meeting is exclusively through the Designated Representative, pursuant to Article 135-*undecies*.1 of the CFA, those entitled to attend the Meeting and who wish to submit resolution proposals on the agenda items are invited to submit them by the fifteenth day prior to the date of the first convocation of the Meeting, which is by 4 December 2024, using the same methods outlined in the preceding paragraph. Such proposals will be published on the Company's website (*www.groupmaire.com*in the "Governance" section under "Shareholders' Meeting Documents") by 6 December 2024. This will allow those entitled to vote to make informed decisions, taking into account these new proposals, and enable the Designated Representative to collect voting instructions on them as well. 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 135-*undecies*.1 of the CFA, shareholders may ask questions regarding the agenda items referred to in Article 127-*ter* of the CFA only before the meeting, and in any case by the end of the seventh open market day prior to the date set for the Meeting on first call (i.e., by 10 December 2024) by sending them to the following certified email address: corporatesecretary@pec.mairetecnimont.it. The persons concerned shall provide information allowing their identification. The request shall be supported by a statement issued by the intermediaries, in accordance with current regulations, certifying the shareholder status; however, this statement is not required if the Company receives the intermediary's communication necessary for participation in the Meeting. Ownership of the voting rights may also be proved after the submission of applications, provided that it is no later than 13 December 2024 (i.e. by the third day following the above application deadline).

Responses to the questions received in this manner will be provided by three days before the Meeting (i.e., by 16 December 2024) through publication on the Company's website *www.groupmaire.com* ("Governance" - "Documents for the Shareholders' Meeting" section).

Questions with the same content may be addressed with a single, consolidated response.

Right of Withdrawal

The proposed resolution for the first and only item on the agenda pertains to the enhancement of the increased voting rights currently in effect, which were adopted by the Company through a resolution of the Extraordinary Shareholders' Meeting on 18 February 2015. It involves the consequent amendment of Article 6-*bis* ("Increased Voting Right") of the Company's By-Laws, as permitted by Article 127-*quinquies*, paragraph 2, of the CFA, as amended by Article 14 of Law n. 21/2024 ("**Capital Law**").

If approved, the proposed resolution will entitle the Company's shareholders who did not participate in the adoption of the relevant resolution (i.e., shareholders who opposed, were absent, or abstained) to exercise their right of withdrawal, pursuant to Article 2437 of the Italian Civil Code as referenced by Article 127-*quinquies* of the CFA. Such shareholders will be entitled to exercise their right of withdrawal **within fifteen (15) days** from the date the resolution of the Shareholders' Meeting is registered with the competent Companies' Register. The market will be informed of this registration, as well as the terms and procedures for exercising the right of withdrawal, through a specific notice

published on the Company's website (*www.groupmaire.com* in the "Governance/Shareholders' Meeting Documents" section), on the authorized storage mechanism www.1info.it, and in at least one national daily newspaper.

In this regard, it should be noted that the unit liquidation value of MAIRE's ordinary shares, for which the right of withdrawal may be exercised, has been determined at Euro 7.385. This valuation is in accordance with the provisions of Article 2437-*ter*, paragraph 3 of the Italian Civil Code, which refers to the arithmetic average of the closing prices of the Company's ordinary shares over the six months preceding the date of publication of this notice.

Further details on the exercise of the right of withdrawal and the related procedure will be communicated in accordance with the manner and time limits established by the applicable legal and regulatory provisions.

Documentation

The documentation related to the first and only item on the agenda—including the Explanatory Report of the Board of Directors and the related proposals for resolutions—will be made available to the public, within the terms and according to the procedures set out by law at the Company's registered office in Rome, Viale Castello della Magliana 27, and the operational headquarters in Milan, Via Gaetano De Castillia 6A. It will also be available on the Company's website *www.groupmaire.com* (in the "Governance" section under "Shareholders' Meeting Documents") and on the authorized storage mechanism 1info (*www.1info.it*), with simultaneous notice to the public.

Shareholders may request copy thereof.

This notice is published on the Company's website *www.groupmaire.com* (section "Governance" - "Shareholders' Meeting Documents"), on the authorised storage mechanism 1info (www.1info.it) and, in extract, in the daily newspaper "Milano Finanza" on 12 November 2024.

Rome, 11 November 2024

On behalf of the Board of Directors

The Chairman

(Fabrizio Di Amato)