

RESOLUTIONS OF THE BOARD OF DIRECTORS OF MAIRE S.P.A.

- **Powers granted to the Chairman Fabrizio Di Amato**
- **Alessandro Bernini confirmed as Chief Executive Officer and Chief Operating Officer¹ and relevant powers granted**
- **Set up of Internal Committees within the Board confirmed and relevant members appointed**
- **The new 231 Supervisory Body appointed**
- **The new Group Chief Financial Officer appointed**

Milan, 14 April 2025 – The Board of Directors of MAIRE S.p.A. (the “**Company**” or “**MAIRE**”), which met today following the ordinary Shareholders' Meeting, acknowledged the confirmation of **Fabrizio Di Amato** as **Chairman of the Board of Directors**, conferring upon him, in addition to the powers granted by the law and MAIRE's By-laws, certain powers including, among others, management of institutional and external relations as well as initiatives regarding *Corporate Governance, Ethics, Diversity & Inclusion, Compliance*, and the supervision of the implementation of the strategic and sustainability plans approved by the Board of Directors.

The Board of Directors has also confirmed **Alessandro Bernini** as **Chief Executive Officer (CEO)** and **Chief Operating Officer¹**, granting him the executive powers of attorney in order to manage and coordinate the Group's activities, in his capacity as CEO, i.e. the officer responsible for the Company's management, and, as such, in charge of the institution and management of the internal control and risk management system.

The Board of Directors has also determined, on the basis of available information and the statements made by those involved, and confirmed that all the Directors meet the requirements to hold the office of Director of the Company in accordance with the current law and regulations and MAIRE's By-laws. Furthermore, considering the recommendation No. 7 of the Corporate Governance Code (the “**Code**”) and the quantitative and qualitative criteria defined by the Board of Directors to implement the same recommendation, the Board has confirmed the independence requirements under the law and the Code for the following Directors: **Valentina Casella, Paolo Alberto De Angelis, Cristina Finocchi Mahne, Isabella Nova** and **Michela Schizzi**.

The Board of Statutory Auditors also met today, upon verification of the proper application of the criteria and procedures to assess the independence of its non-executive members adopted by the Board of Directors, has verified that its members **Raffaella Annamaria Pagani, Pietro Carena** and **Andrea Bonelli** meet the professional, integrity and independence requirements laid down by the law and the Code, provided also the quantitative and qualitative criteria defined by the Board of Directors to implement the recommendation No. 7, also applicable to the Statutory Auditors.

¹ Alessandro Bernini has been confirmed as Chief Operating Officer with effect from 12 May 2025.

Therefore, the Board of Directors of MAIRE S.p.A., which will remain in office for the period 2025-2027 until the approval of the financial statements as at 31 December 2027, is composed by the following members:

Fabrizio Di Amato	<i>Chairman of the Board of Directors, executive</i>
Alessandro Bernini	<i>Chief Executive Officer and Chief Operating Officer¹</i>
Luigi Alfieri	<i>Non-executive Director</i>
Valentina Casella	<i>Non-executive Director and Independent</i>
Paolo Alberto De Angelis	<i>Non-executive Director and Independent</i>
Cristina Finocchi Mahne	<i>Non-executive Director and Independent</i>
Stefano Fiorini	<i>Non-executive Director</i>
Isabella Nova	<i>Non-executive Director and Independent</i>
Michela Schizzi	<i>Non-executive Director and Independent</i>

The Board of Directors has also confirmed that the following Committees are set up, appointing as well relevant members:

- (i) the **Control, Risk and Sustainability Committee**, consisting of non-executive Directors and independent **Valentina Casella (Chairman)** and **Isabella Nova** and non-executive Director **Stefano Fiorini**, all of them with appropriate expertise and knowledge in accounting and finance or risk management;
- (ii) the **Remuneration Committee**, consisting of non-executive Directors and independent **Paolo Alberto De Angelis (Chairman)** and **Michela Schizzi** and non-executive Director **Luigi Alfieri**, all of them with appropriate expertise and knowledge in financial matters and remuneration policies;
- (iii) the **Related-Party Committee**, consisting of the following Directors all non-executive and independent, **Valentina Casella (Chairman)**, **Cristina Finocchi Mahne** and **Paolo Alberto De Angelis**.

The Board of Directors – implementing the recommendation No. 13 of the Code, being the conditions met - has also confirmed the Independent non-executive Director **Cristina Finocchi Mahne** as the **Lead Independent Director**.

The Board of Directors has also confirmed, until revocation, **Simona Dolce** as Secretary of the Board of Directors of the Company.

Finally, following the expiration of the Company's 231 Supervisory Body mandate, the Board of Directors appointed as members of the **Company's 231 Supervisory Body**, **Franco Rossi Galante** (Chairman), **Gabriele Faggioli** and **Erica Vasini**. The 231 Supervisory Body will remain in office until the approval of the financial statements as at 31 December 2027.

Effective today, Mariano Avanzi – currently Manager responsible for the preparation of the Financial Reports of MAIRE with certification responsibilities also regarding sustainability reporting and Deputy Chief Financial Officer, effective from 24 October 2024 – will also take on the role of Group Chief

Financial Officer of MAIRE. In his role as Group CFO, Mariano Avanzi will replace Fabio Fritelli, who will therefore exclusively hold the position of Managing Director of the subsidiary company NextChem S.p.A., thus fully implementing the organizational structure that NextChem S.p.A. and NextChem Group have adopted in 2024, with the aim of ensuring an increasingly effective and efficient management, and the continuous growth of the STS business unit of MAIRE Group.

As of today, Mariano Avanzi holds no. 1,812 ordinary shares of MAIRE, deriving from the Company's incentive plans. Fabio Fritelli holds no. 13,472 ordinary shares of MAIRE, of which no. 3,472 deriving from the Company's incentive plans, and no. 100 "Senior Unsecured Sustainability-Linked Notes Due 2028" issued by MAIRE.

The *curriculum vitae* of Mariano Avanzi is available on Company's website www.groupmaire.com, section "Governance/Governance Model" – "Supervisory Bodies" - "Group CFO and Manager Responsible for the preparation of the Financial Reports" ([Supervisory Bodies | Maire](#)).

MAIRE S.p.A. is a leading technology and engineering group focused on advancing the Energy Transition. We provide Integrated E&C Solutions for the downstream market and Sustainable Technology Solutions through three business lines: Sustainable Fertilizers, Low-Carbon Energy Vectors, and Circular Solutions. With operations across 50 countries, MAIRE employs over 9,800 people. MAIRE is listed on the Milan Stock Exchange (ticker "**MAIRE**"). For further information: www.groupmaire.com.

Group Media Relations

Tommaso Verani
Tel +39 02 6313-7603
mediarelations@groupmaire.com

Investor Relations

Silvia Guidi
Tel +39 02 6313-7823
investor-relations@groupmaire.com