

LAUNCH OF THE TREASURY SHARE BUYBACK PROGRAM DEDICATED TO GROUP'S INCENTIVE PLANS

Milan, 4 March 2025 – Pursuant to Art. 144-bis of the Consob Regulation no. 11971/1999 (the “**Issuers’ Regulation**”) as well as to Art. 2, paragraph 1 of the Commission Delegated Regulation (EU) 2016/1052 of 8 March 2016 (the “**1052 EU Regulation**”), MAIRE S.p.A. (the “**Company**” or “**MAIRE**”) announces that, on 5 March 2025, the treasury share buyback program (the “**Program**”) will be launched, pursuant to Art. 5 of the Regulation (EU) no. 596/2014 (the “**MAR**”), dedicated to the “*2021-2023 Long-term Incentive Plan*”, the “*2022-2024 Long-term Incentive Plan*”, the “*2023-2025 Long-term Incentive Plan*” (limited to a stock of shares to be granted to a "good leaver" beneficiary, pursuant to the Plan Regulation), the “*Restricted Stock and Matching Shares Plan*” and the Second Cycle (2024) of the “*Employees Share Ownership Plan 2023-2025 dedicated to all employees*” (jointly, the “**Share Incentive Plans**”).

The Program - launched in accordance with the resolution passed by the Ordinary Shareholders’ Meeting held on 17 April 2024, that authorized the purchase and the disposal of treasury shares for 18 months - shall be carried out, under the safe harbor provided for by the MAR, in accordance with the following terms and conditions:

- the purchases will be made on the Euronext Milan market organized and managed by Borsa Italiana S.p.A., through Intesa Sanpaolo S.p.A. as the authorized intermediary in charge of implementing the Program, in compliance with the instructions and limits set out in the above-mentioned Shareholders’ resolution on the authorization to purchase and dispose of treasury shares, the Art. 5 of the MAR, the Art. 3 of the 1052 EU Regulation as well as with the any other applicable Italian or European regulation;
- the maximum number of ordinary shares to be purchased is equal to no. 7,700,000, corresponding to the 2.34% of the total number of outstanding ordinary shares of the Company, to be dedicated to Share Incentive Plans;
- taking into consideration the current market price of MAIRE shares (at the end of the daily market session of 4 March 2025), the maximum outlay for the purchase is estimated to be around Euro 66,220,000;
- the purchases will be made at a price not exceeding the higher between the price of the last independent transaction and the price of the highest independent purchase offer current at the Euronext Milan Market organized and managed by Borsa Italiana S.p.A., and provided that the above unit price may not be less than the minimum of 10% and higher by more than 10% of the reference price of MAIRE’s share on the stock exchange session prior to each individual transaction;
- purchases of treasury shares must be effected on any trading day for a volume not exceeding 25% of the average daily volume of MAIRE’s shares negotiated in the Euronext Milan market

organized and managed by Borsa Italiana S.p.A., based on the average daily volume traded during the 20 trading days preceding the date of purchase;

- the buyback must be carried out by 15 June 2025.

The Company will timely notify the public of any subsequent amendments to the buyback Program.

Pursuant to Art. 5, par. 1(b) and 3 of the MAR and to Art. 2, par. 2 and 3 of the 1052 EU Regulation, MAIRE S.p.A. will inform Consob and the market, in aggregate form and in detail, also by means of publication on its website, about any share purchase transactions that have been carried out in relation to the Program, according to the timing under the applicable regulation.

At the date of the present press release, MAIRE holds no. 186,150 treasury shares.

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.

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