

MAIRE S.P.A.

ORDINARY SHAREHOLDERS' MEETING

HELD ON 14 APRIL 2025

Summary account of the votes on the items on the Agenda of the Shareholders' Meeting

1. Financial Statements at 31 December 2025; proposal on the allocation of the year's result and dividend distribution

1.1 Company Financial Statements at 31 December 2024, Consolidated Financial Statements at 31 December 2024, Directors' Report, Report by the Board of Statutory Auditors and Independent Auditors' Report; related and consequent resolutions

1.2 Proposal on the allocation of the year's result and dividend distribution; related and consequent resolutions

1.1 Company Financial Statements at 31 December 2024, Consolidated Financial Statements at 31 December 2024, Directors' Report, Report by the Board of Statutory Auditors and Independent Auditors' Report; related and consequent resolutions

Shares present at the Shareholders' Meeting when the voting was opened no. 248,979,685 equal to 75.760515 % of the no. 328,640,432 shares representing the share capital, corresponding to 416,644,819 voting rights, equal to 83.876150 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	416,216,073	99.897096
Votes Against	0	0.000000
Abstentions	428,746	0.102904
No votes	0	0.000000
Total voting rights	416,644,819	100.000000

1.2 Proposal on the allocation of the year's result and dividend distribution; related and consequent resolutions

Shares present at the Shareholders' Meeting when the voting was opened no. 248,979,685 equal to 75.760515 % of the no. 328,640,432 shares representing the share capital, corresponding to 416,644,819 voting rights, equal to 83.876150 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	416,314,196	99.920646
Votes Against	330,623	0.079354
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	416,644,819	100.000000

2. Appointment of the Board of Directors

2.1 Determination of the number of components

2.2 Determination of the term of office

2.3 Appointment of members

2.4 Appointment of the Chairman

2.5 Determination of remuneration

2.1 Determination of the number of components

Shares present at the Shareholders' Meeting when the voting was opened no. 248,979,685 equal to 75.760515 % of the no. 328,640,432 shares representing the share capital, corresponding to 416,644,819 voting rights, equal to 83.876150 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	414,583,147	99.505173
Votes Against	2,061,672	0.494827
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	416,644,819	100.000000

2.2 Determination of the term of office

Shares present at the Shareholders' Meeting when the voting was opened no. 248,979,685 equal to 75.760515 % of the no. 328,640,432 shares representing the share capital, corresponding to 416,644,819 voting rights, equal to 83.876150 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	414,789,249	99.554640
Votes Against	1,850,108	0.444049
Abstentions	5,462	0.001311
No votes	0	0.000000
Total voting rights	416,644,819	100.000000

2.3 Appointment of members

Shares present at the Shareholders' Meeting when the voting was opened no. 248,979,685 equal to 75.760515 % of the no. 328,640,432 shares representing the share capital, corresponding to 416,644,819 voting rights, equal to 83.876150 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
List 1	349,401,125	83.860667
List 2	67,170,015	16.121649
Votes Against	0	0.000000
Abstentions	5,462	0.001311
No votes	68,217	0.016373
Total voting rights	416,644,819	100.000000

2.4 Appointment of the Chairman

Shares present at the Shareholders' Meeting when the voting was opened no. 248,979,685 equal to 75.760515 % of the no. 328,640,432 shares representing the share capital, corresponding to 416,644,819 voting rights, equal to 83.876150 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	410,354,210	98.490175
Votes Against	3,942,687	0.946294
Abstentions	2,347,922	0.563531
No votes	0	0.000000
Total voting rights	416,644,819	100.000000

2.5 Determination of remuneration

Shares present at the Shareholders' Meeting when the voting was opened no. 248,979,685 equal to 75.760515 % of the no. 328,640,432 shares representing the share capital, corresponding to 416,644,819 voting rights, equal to 83.876150 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	414,911,015	99.583865
Votes Against	1,728,342	0.414824
Abstentions	5,462	0.001311
No votes	0	0.000000
Total voting rights	416,644,819	100.000000

3. **Appointment of the Board of Statutory Auditors**

3.1 Appointment of members and of the Chairman

3.2 Determination of remuneration

3.1 Appointment of members and of the Chairman

Shares present at the Shareholders' Meeting when the voting was opened no. 248,979,685 equal to 75.760515 % of the no. 328,640,432 shares representing the share capital, corresponding to 416,644,819 voting rights, equal to 83.876150 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
List 1	349,401,125	83.860667
List 2	67,095,836	16.103845
Votes Against	0	0.000000
Abstentions	5,462	0.001311
No votes	142,396	0.034177
Total voting rights	416,644,819	100.000000

3.2 Determination of remuneration

Shares present at the Shareholders' Meeting when the voting was opened no. 248,979,685 equal to 75.760515 % of the no. 328,640,432 shares representing the share capital, corresponding to 416,644,819 voting rights, equal to 83.876150 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	415,241,638	99.663219
Votes Against	1,397,719	0.335470
Abstentions	5,462	0.001311
No votes	0	0.000000
Total voting rights	416,644,819	100.000000

4. Report on the 2025 Remuneration Policy and fees paid

4.1 Approval of the 2025 Remuneration Policy pursuant to Article 123-ter, paragraph 3-ter, of Legislative Decree no. 58/1998

4.2 Resolutions on the "Second Section" of the Report, pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/1998

4.1 Approval of the 2025 Remuneration Policy pursuant to Article 123-ter, paragraph 3-ter, of Legislative Decree no. 58/1998

Shares present at the Shareholders' Meeting when the voting was opened no. 248,979,685 equal to 75.760515 % of the no. 328,640,432 shares representing the share capital, corresponding to 416,644,819 voting rights, equal to 83.876150 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	361,157,209	86.682275
Votes Against	55,487,610	13.317725
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	416,644,819	100.000000

4.2 Resolutions on the "Second Section" of the Report, pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/1998

Shares present at the Shareholders' Meeting when the voting was opened no. 248,979,685 equal to 75.760515 % of the no. 328,640,432 shares representing the share capital, corresponding to 416,644,819 voting rights, equal to 83.876150 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	358,235,592	85.981050
Votes Against	58,409,227	14.018950
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	416,644,819	100.000000

5. Adoption of the "MAIRE Group's Long-Term Incentive Plan 2025-2027", pursuant to Article 114-bis of Legislative Decree No. 58/1998; related and consequent resolutions

Shares present at the Shareholders' Meeting when the voting was opened no. 248,979,685 equal to 75.760515 % of the no. 328,640,432 shares representing the share capital, corresponding to 416,644,819 voting rights, equal to 83.876150 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	362,675,467	87.046676
Votes Against	53,969,352	12.953324
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	416,644,819	100.000000

6. Authorisation to purchase and dispose of treasury shares; related and consequent resolutions

Shares present at the Shareholders' Meeting when the voting was opened no. 248,979,685 equal to 75.760515 % of the no. 328,640,432 shares representing the share capital, corresponding to 416,644,819 voting rights, equal to 83.876150 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	415,347,140	99.688541
Votes Against	1,137,635	0.273047
Abstentions	160,044	0.038413
No votes	0	0.000000
Total voting rights	416,644,819	100.000000

7. Amendment of the economic terms of the appointment for the independent audit of the accounts conferred, in accordance with Italian Legislative Decree 39/2010, to the company PricewaterhouseCoopers S.p.A. for the period 2016-2024, for the financial year ended 31 December 2023; related and consequent resolutions

Shares present at the Shareholders' Meeting when the voting was opened no. 248,979,685 equal to 75.760515 % of the no. 328,640,432 shares representing the share capital, corresponding to 416,644,819 voting rights, equal to 83.876150 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	416,644,819	100.000000
Votes Against	0	0.000000
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	416,644,819	100.000000

8. Appointment of Deloitte & Touche S.p.A. as the Independent Auditor of accounts to attest the conformity of the sustainability report and determination of fees pursuant to Legislative Decree 39/2010; related and consequent resolutions

Shares present at the Shareholders' Meeting when the voting was opened no. 248,979,685 equal to 75.760515 % of the no. 328,640,432 shares representing the share capital, corresponding to 416,644,819 voting rights, equal to 83.876150 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	416,644,819	100.000000
Votes Against	0	0.000000
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	416,644,819	100.000000