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## **REGISTRATION OF THE MINUTES OF THE EXTRAORDINARY SHAREHOLDERS' MEETING OF 19 DECEMBER 2024 - NOTICE CONCERNING THE RIGHT OF WITHDRAWAL**

*Milan, 30 December 2024* - The Extraordinary Shareholders' Meeting of MAIRE S.p.A. ("**MAIRE**" or the "**Company**") held on 19 December 2024 (the "**Shareholders' Meeting**") approved the proposal of enhancement of the increased voting rights mechanism adopted by the Company (the "**Resolution**"). The Resolution was registered with the Companies' Register of Rome on 30 December 2024 (the "**Registration Date**").

As of the Registration Date, Shareholders who did not participate in the approval of the Resolution are entitled to exercise their right of withdrawal in accordance with applicable law (the "**Withdrawing Shareholders**"). For the purposes of exercising the right of withdrawal, any legal or natural person in whose favour the registration of shares was completed after the record date (as defined in Article 83-sexies, paragraph 2, of Legislative Decree 58/1998, corresponding to 10 December 2024) and prior to the opening of the Shareholders' Meeting shall also be considered as not having participated in the approval of the Resolution.

Pursuant to Article 2437-ter of the Italian Civil Code, the settlement value at which the right of withdrawal is exercised is equal to Euro 7.385 per MAIRE share.

The effectiveness of the Resolution will cease (and, therefore, the enhancement of the increased voting rights and the related right of withdrawal will also cease) if:

- (i) the total cash amount, if any, to be paid by MAIRE to the Withdrawing Shareholders exceeds Euro 35 million in aggregate ("**Withdrawal Amount**"), and/or
- (ii) the difference between (x) the value of MAIRE share for the purposes of the withdrawal settlement (equal to EUR 7.385 per MAIRE share) and (y) the closing price of MAIRE share on the last day of the option offer period to shareholders of the shares of the Withdrawing Shareholders, multiplied by the number of non-pre-empted MAIRE shares subject to withdrawal, exceeds a total amount of EUR 2.5 million;

As said, the Withdrawal Amount shall be calculated net of the amounts payable by shareholders exercising their option and pre-emption rights pursuant to Article 2437-quater, paragraphs 1 and 3, of the Civil Code, or (if applicable) by third parties purchasing the withdrawal shares pursuant to Article 2437-quater, paragraph 4, of the Civil Code (the "**Resolutive Condition**"). The Company may in any case waive the Resolutive Condition, even if it has been fulfilled.

MAIRE shall promptly notify the market of the fulfilment or non-fulfilment (or waiver, if applicable) of the Resolutive Condition.

Terms and modalities for exercising the right of withdrawal

Pursuant to Article 2437-bis of the Italian Civil Code, the right of withdrawal may be exercised by eligible shareholders, in relation to all or part of the shares they hold, by submitting – within 15 calendar days from the Registration Date, and therefore no later than 14 January 2025 – a notice either via certified e-mail to [corporatesecretary@pec.mairetecnimont.it](mailto:corporatesecretary@pec.mairetecnimont.it) or by registered letter with return receipt sent to the following address: MAIRE S.p.A., Via Gaetano De Castillia 6A, 20154 Milan (MI), for the attention of the Group Corporate Affairs and Governance Department (the "**Withdrawal Declaration**"). In the case of a Withdrawal Declaration sent by registered mail, Withdrawing Shareholders are encouraged to promptly share its content in advance via e-mail to [segreteria.ufficiosocietariocompliance@groupmaire.com](mailto:segreteria.ufficiosocietariocompliance@groupmaire.com).

The Withdrawal Declaration may be submitted using the form available on the Company's website at [www.groupmaire.com](http://www.groupmaire.com) ("Governance" section - Shareholders' Meeting Documents "[Shareholders Meeting Documents | Maire](#)") as well as on the authorised storage mechanism "1info" ([www.1info.it](http://www.1info.it)). In any case, the Withdrawal Declaration must include the following information: (i) the general information of the Withdrawing Shareholder; (ii) the number of shares for which the right of withdrawal is being exercised; and (iii) the intermediary with which the shares subject to the right of withdrawal is exercised are deposited, along with the relevant account details (the "**Intermediary**").

The Withdrawing Shareholder must also request the Intermediary, simultaneously with sending the Withdrawal Declaration to the Company, to issue the communication pursuant to Article 43, paragraph 1, of the Consolidated Post-Trading Provision of Consob and the Bank of Italy dated 13 August 2018, as subsequently amended (the "**Communication**"). This Communication must certify: (i) the uninterrupted ownership of the shares subject to withdrawal by the Withdrawing Shareholder from the opening of the Shareholders' Meeting until the date of the Communication, and (ii) the absence of pledges or other encumbrances on the shares for which the right of withdrawal has been exercised. If the shares subject to the right of withdrawal are pledged or otherwise encumbered in favour of third parties, the Withdrawing Shareholder must include, along with the Declaration of Withdrawal, a statement from the pledgee (or the party in whose favour the encumbrance has been established). This statement must provide the pledgee's (or such party's) irrevocable and unconditional consent to the release of the shares from the pledge and/or encumbrance, as well as to the liquidation of the shares subject to withdrawal in accordance with the withdrawing shareholder's instructions.

The Intermediary shall send the Communication via certified electronic mail to [corporatesecretary@pec.mairetecnimont.it](mailto:corporatesecretary@pec.mairetecnimont.it) and shall render the MAIRE shares subject to the Withdrawal Declaration unavailable until the completion of the liquidation procedure.

It is the responsibility of the Shareholders that exercise the right of withdrawal: (i) to ensure the completeness and accuracy of the information provided in the Declaration of Withdrawal, and (ii) to ensure that the declaration is submitted to MAIRE no later than the deadline of 14 January 2025 (inclusive), as specified above. The Company assumes no responsibility in this regard. Withdrawal Declaration submitted after the aforementioned deadline, not in compliance with the prescribed procedures, lacking the required information, and/or not accompanied by the relevant Communication within the specified timeframe, will not be considered, and the right of withdrawal shall not be deemed to have been validly exercised.

Liquidation of shares for which the right of withdrawal has been exercised

If one or more of MAIRE's Shareholders exercise their right of withdrawal, the liquidation process will be conducted in compliance with the provisions of Article 2437-quater of the Italian Civil Code.

If the right of withdrawal is exercised by the eligible Shareholders, the Company will offer the withdrawal shares to the other shareholders on an option and pre-emptive basis. The Company will outline the terms of acceptance of the offer and provide all relevant information regarding the liquidation procedure for such shares in the offer notice, which will be filed with the Companies' Register of Rome and published in a daily newspaper.

The terms and conditions of the liquidation procedure will be communicated within the timeframes and in the manner prescribed by the applicable laws and regulations.

In the event of fulfilment (in the absence of waiver) of the Resolutive Condition, the effectiveness of the Resolution will cease and consequently the liquidation of the withdrawal shares will not occur.

Unavailability of the shares subject to withdrawal

MAIRE's Shareholders are reminded that, in accordance with mandatory legal provisions, the right of withdrawal is irrevocable, and the shares for which the right of withdrawal has been exercised may not be sold or otherwise disposed of until they are transferred as part of the liquidation procedure or until the fulfilment (in the absence of waiver) of the Resolutive Condition has been verified.

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MAIRE furthermore announces that the minutes of the Extraordinary Shareholders' Meeting held on 19 December 2024 is available to the public at the registered office in Rome, the operational office in Milan, on the Company's website [www.groupmaire.com](http://www.groupmaire.com) ("Governance" section - Shareholders' Meeting Documents" [Shareholders Meeting Documents | Maire](#)), as well as on the authorised storage mechanism "1info" ([www.1info.it](http://www.1info.it)). With the same formalities and following the registration with the Companies Register of Rome on today's date, the updated By-Laws of MAIRE is also available to the public.

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*This notice is available on the website [www.groupmaire.com](http://www.groupmaire.com) (Governance" section - Shareholders' Meeting Documents" [Shareholders Meeting Documents | Maire](#)) and will be published in the newspaper "Milano Finanza" of 31 December 2024.*

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**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, the latter through three business lines: Sustainable Fertilizers, Low-Carbon Energy Vectors, and Circular Solutions. With operations across 45 countries, MAIRE employs over 9,300 people, supported by a global network of 20,000 project partners. MAIRE is listed on the Milan Stock Exchange (ticker “**MAIRE**”). For further information: [www.groupmaire.com](http://www.groupmaire.com).

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