2024 Annual Financial Report

(*) This document constitutes a copy, in PDF format, of the Annual Financial Report of MAIRE S.p.A. at December 31, 2024, containing in the Directors' Report the Group's Sustainability Statement at December 31, 2024, and does not constitute the document in ESEF format required by the ESEF Technical Standards as per Delegated Regulation (EU) 2019/815 (the "ESEF Regulation").
The Annual Financial Report of MAIRE S.p.A. at December 31, 2024, containing in the Directors' Report the Group's Sustainability Statement at December 31, 2024, in the ESEF format required by the ESEF Regulations, including the required markings, is available on the Company's website www.groupmaire.com ("Investors" - "Financial Results") and on the authorized storage mechanism "1info" (www.1info.it).

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Letter from the Chairperson

2024 was a year marked by the Group's growth and consolidation.

Through a series of major acquisitions, the Group has expanded with the goal of integrating the best vertical expertise in both the process engineering and technology portfolio areas, with the dual objective of significantly improving our profitability and sustainability. The Group has progressively consolidated its role in the energy transition within an international political and macroeconomic environment in which the variables differ significantly across geographies, and the challenges of sustainability change rapidly, amid accelerations and decelerations.

Our position is clear: to be ready to respond to the diversification that clients demand without retreating on our decarbonization journey, designing a sustainability-focused framework aligned with industrial growth over the coming years.

The path is well set: to produce positive impacts on the environment by acting as a decarbonization and circularity enabler through our technologies, to mitigate negative impacts through the cutting of our emissions, and to have an ongoing focus on water and waste management and biodiversity protection at our sites.

Dynamism, innovation, and the ability to interpret specific international contexts are not only essential to sustain business in changing circumstances, but are equally critical to continue to produce value for both the internal and external stakeholders.

In 2024, we continued to prioritize the health, safety and well-being of our employees and workers in our value chain. The significant growth in the number of our employees, now at approximately 10 thousand from as many as 85 nationalities (up 50% on the end of 2022), goes in step with the increase in the number of women involved in the hiring process to ensure diversity, equity and inclusion in line with the goals set by our sustainability strategy for the next decade. The strong focus on people also means the launching of initiatives that see actors from the local communities in which we operate play an active role in a growth journey that we wish to make together.

MAIRE's approach to sustainability continues to be guided by sound governance that provides the necessary support for a robust, multi-level action plan geared toward creating positive impacts and mitigating possible negative impacts, both in environmental and social terms, while ensuring transparency and accountability within an increasingly multi-faceted reporting system, as required by the new European legislation in this regard.

Fabrizio Di Amato

Letter from the Chief Executive Officer

Two years ago we set out a bold vision. Sustainable Technology Solutions and Integrated Engineering and Construction Solutions: two sides of the same coin, two business units that are synergistic organizationally but part of the same business approach.

Today, that vision is not only being brought to life, it is proving to be its strength.

The market by 2024 had already provided an immediate and positive response to this new approach, as highlighted by revenues of more than approximately Euro 6 billion and a backlog of close to Euro 14 billion. Our financial results speak for themselves. But beyond the numbers, what really matters is the foundation we have built: a company ready for the future, driven by innovation, resilience and executive excellence. This is not just a passing fad, but a structural transformation. And MAIRE is not only keeping pace, it is interpreting this discontinuity as a leader in its segment.

NEXTCHEM is leading an unprecedented technological transformation, making decarbonization real. TECNIMONT continues to be the benchmark in execution excellence, delivering highly reliable world-class projects. Our business model focused on low-emission and circular technologies on the one hand, along with downstream executive leadership on the other, positions us as a key player in the energy transition, able to offer sustainable solutions to our clients. We will continue to invest in technology and innovation to maintain our cutting-edge position. We look to the future with enthusiasm and confidence because of our ability to create long-term value for all stakeholders.

This is our moment. Like a bridge stretching between two shores - the industrial needs of today and the sustainable world of tomorrow - we must and will keep them connected. Our ability to operate in conventional markets while contributing to the long-term growth of decarbonization allows us to confidently navigate changing scenarios.

The year 2024 was also a key year for the implementation of the European Union's Corporate Sustainability Reporting Directive (CSRD). The Group prepared its first integrated sustainability statement and adopted a new strategic approach based on double materiality, the skeleton of which was built on an extensive and multi-faceted system of internal and external listening and stakeholder engagement, which highlighted the close alignment between the Group's vision and stakeholders' perceptions. By aligning its strategy and reporting with the CSRD guidelines, MAIRE enables its stakeholders to more effectively monitor the Group's progress.

MAIRE continues to adopt an integrated value chain approach, addressing sustainability challenges both within its supply chain and with clients, thereby fostering long-term sustainable growth. The integration of the environmental and social sustainability strategy with the economic-industrial strategy is the conceptual basis of the new strategic plan, unveiled in early March 2025. Sustainability is never a stand-alone concept or an isolated perimeter. It is an integral part of the way we do business, and this Report provides the concrete evidence.

Alessandro Bernini

MAIRE

Introduction

HIGHLIGHTS 2024

Our purpose

We strive for a future in which humanity, industry and the planet can prosper together.

FINANCIAL

REVENUES
Euro **5.9** billion (+38,5%)

EBITDA
Euro **386.4** million (+40,8%)

NET PROFIT
Euro **212.4** million (+64,0%)

BACKLOG
Euro **13.8** billion

ORDER INTAKE
Euro **3.9** billion

SUSTAINABLE FUNDING INSTRUMENTS[1]
64%

PROPOSED DIVIDEND PER SHARE
Euro **0.356** (+50% vs. 2024)

OPERATING

COUNTRIES IN WHICH MAIRE OPERATES
~50

OPERATING COMPANIES
50+

SITE HOURS WORKED
130 million

PATENTS
2,521

INNOVATION PROJECTS
149

ENERGY TRANSITION TECHNOLOGIES
24

1. of the total committed committed lines of the MAIRE Group

HIGHLIGHTS 2024

ENVIRONMENTAL

SCOPE 1-2 EMISSIONS
15.6 $ktCO_2$
(-37% Vs baseline 2018)

SCOPE 3 EMISSIONS
4.0 mln tCO_2
(+ 100% Vs 2023)

SCOPE 3 EMISSIONS
Emissions as intensity on value added[2]
-7% Vs 2022

RECYCLED WASTE AT MAIN WORK SITES
39.2%

SOCIAL

WORKERS + DIRECT AND INDIRECT[3]
~50,000

EMPLOYEES
~9,800
(+22% Vs 2023)

NATIONALITIES
85

FEMALES IN RECRUITMENT PROCESSES
20%

TRAINING HOURS[4]
Over **4.1** million

AVERAGE HOURS OF TRAINING
(non-hse) per employee
18

LTIR AT WORK SITES[5]
(Lost time injury rate)
0.031

CSR INITIATIVES
21

BENEFICIARIES
(CSR Initiatives)
~14,200

LOCALLY PURCHASED GOODS AND SERVICES[6]
53%

GOVERNANCE

2011
OFFICIALLY SIGNED UP TO "UNITED NATIONS GLOBAL COMPACT"

SPENT IN THE YEAR TOWARDS SUPPLIERS MEETING ESG CRITERIA
89%

EMPLOYEES WHO RECEIVED ANTI-CORRUPTION TRAINING
80%

RATING CDP
"B"

RATING MSCI
"AA"

2. Scope 3 emission intensity related to purchased technology-related goods and services, measured as tons of CO_2 relative to value added. For further details, see sections 1.15 and 5.1.
3. The figure includes employees, contractors and subcontractors.
4. For employees and subcontractors.
5. Figures refer to the Integrated E&C Solutions Business Unit, with the exception of the sister company SEMA.
6. Figure refers to the Group's 21 most representative projects in terms of progress, both concerning product type and technology.

Who we are

We are an engineering Group that develops and introduces innovative technologies to support the energy transition. We provide integrated engineering and construction solutions, and sustainable technology solutions - the latter through three business lines: Sustainable Fertilizers, Low-Carbon Energy Vectors, and Circular Solutions. We create value in **50** countries through about **9,800** employees, supported by about **50,000** people involved in our projects globally.

Our manifesto

We are in the midst of a great transformation. A time of great tension and unprecedented challenges facing society, industries, and the planet.

Goals have been set and visionaries have taken the stage, but what we really need now more than ever, is action.

By those ready to take the matters of today into their own hands and take the first step towards the future.

Those ready to make things better now and inspire themselves and the others to keep making better things for tomorrow.

WE ARE HOME TO THOSE WHO MAKE TO INSPIRE.

ORGANIZATIONAL STRUCTURE

Two years ago, at MAIRE's first Capital Markets Day, a new organizational model designed to respond more effectively to clients' needs and the challenges posed by the energy transition and sustainable development was presented. This now consolidated organizational structure consists of two business units ("BU's"). Specifically: i) "Integrated E&C Solutions", covering executive general contractor operations; and ii) "Sustainable Technology Solutions", covering all of the Group's sustainable technology solutions/ operations, in addition to the high value-added/ innovative services primarily focused on the energy transition, so as to achieve economies of scope and synergies on projects with integrated technologies and processes, in addition to greater operational efficiency and reduced overheads.

SUSTAINABLE TECHNOLOGY SOLUTIONS (STS) BUSINESS UNIT

The creation of the STS business unit demonstrates the MAIRE Group's commitment to innovation and environmental sustainability. This division focuses on the development and introduction of advanced technological solutions, seeking to reduce the environmental impact of industrial activities and promote the use of renewable energy. All of NEXTCHEM's sustainable technology solutions are concentrated in this BU, in addition to high value-added services aimed primarily at the energy transition. NEXTCHEM has built an exceptional portfolio of low-carbon and circular technologies, not only meeting today's needs but paving the way for a significant transformation, making decarbonization a reality for industries and transportation. The BU is thus focused on three distinct business lines, i.e.: 1) Nitrogen Fertilizers; 2) Low Carbon Energy Vectors; 3) Circular Solutions.

INTEGRATED E&C SOLUTIONS (IE&CS) BUSINESS UNIT

The decision to set up the IE&CS business unit reflects the MAIRE Group's desire to strengthen and expand its presence in the engineering, procurement and construction sectors. This division supports the optimization of internal processes, improvements in operational efficiency and guarantees high quality and safety in projects. In centralizing expertise in these areas, the Group seeks to offer integrated, turnkey solutions that fully meet the needs of an increasingly competitive and technologically-advanced market. TECNIMONT continues to lead the downstream segment, delivering world-class projects efficiently. Within an industry with extremely high barriers to entry, Tecnimont stands for undisputed excellence in the execution of large, complex infrastructure projects, leveraging its solid experience built over decades.

Supporting both BUs, the PROJECT DEVELOPMENT function assists potential clients early in the investment process, and leverages our advanced technical and financial expertise to promote projects, playing a central role in coordinating the entire process and the various financial, institutional and technical players involved.

The creation of the IE&CS and STS business units represents an important strategic step for the MAIRE Group, enabling the company to more effectively meet the challenges of the present and future, as it seeks to enhance its distinctive know-how, meet growing client expectations in terms of sustainability and technological innovation, and strengthen its position in the global market.

BUSINESS MODEL

MAIRE's business model is noted for its dual exposure, balancing today's conventional markets with the secular decarbonization growth trend. This strategic mix not only strengthens the positioning, but also allows us to diversify revenues over time, in addition to improving profitability.

The business scope of the "Sustainable Technology Solutions" BU includes the development and marketing of sustainable technology solutions and proprietary equipment to a portfolio of global clients. This business unit, given its technological nature, features low volumes although at very high margins - confirming the value that the market assigns to the Company's technologies.

The "Integrated E&C Solutions" division meanwhile provides engineering, procurement and construction services for long-term EPC projects. Operating on a global scale - although with solutions tailored to local specifics - this BU features high volumes with margins matching the average for EPC contracts, allowing it to deal effectively with market fluctuations. It can provide services or operate in partnership with the "STS" BU, given the growing demand for investments in technologies that are ever-more focused on decarbonization.

A UNIQUE BUSINESS MODEL

Leveraging on an integrated approach to deliver long-term growth

SUSTAINABLE TECHNOLOGY SOLUTIONS

Selling proprietary technology licensing and equipment

Short cycle (12-18 months)

Reaching new clients globally

High-margin growth driver

INTEGRATED E&C SOLUTIONS

Providing engineering, procurement and construction services

Long cycle (3-4 years)

Tailored to regional environment

Predictable revenue visibility

MARKET TRENDS

The industry is at a crucial point in the evolution of the energy and chemicals marketplace. While global population and GDP growth will continue over the coming decades, geopolitical and regulatory changes are affecting investment and consumption decisions. As a result, the Group's clients are evolving rapidly, expanding their business models to innovate, diversify energy sources and access new markets.

A key example is oil, which was once used primarily as a fuel but is now increasingly used in higher-value applications, such as the production of high-performance polymers instead of being burned. In addition, there is an increasing focus on closing the circular economy loop, with more investment in low-carbon solutions to promote sustainability.

This dynamic, though complex, environment presents significant opportunities. The pace of change and the demand for sustainable solutions are reshaping industries, and the MAIRE Group is well positioned to support its clients on this transformational journey.

ENERGY NEEDS AND INVESTMENT

Taking a closer look at the current investment cycle, it appears that after years of discontinuity caused by the pandemic and geopolitical conflicts, a phase of major investment in the energy sector has begun. This phase does not take the form of a short-term wave, but rather a structural cycle. Over the coming years, investment in the energy sector is expected to remain strong, with an increasing focus on gas monetization projects with CO_2 capture, the exploitation of natural resources, and the production of sustainable products such as SAF or e-fuels.

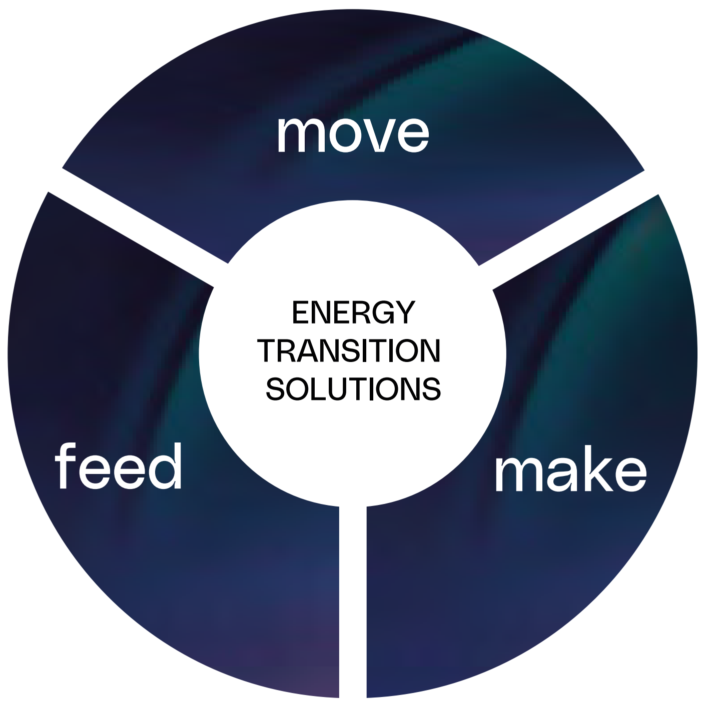
In addition, global energy demand is expected to grow, driven by rising global population and GDP numbers. Industrialization - particularly in the emerging markets - will play a crucial role in fueling this virtuous circle.

FEED, MOVE AND MAKE

In this highly dynamic environment, the MAIRE Group's mission is to tap into opportunities to contribute to the development of a low-carbon world by addressing the three key challenges: feed, move and make.

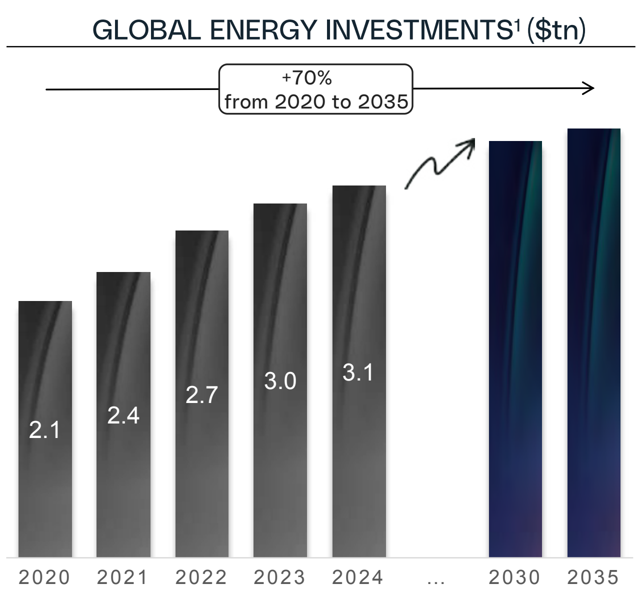
As the global population continues to grow, the demand for food, transportation and materials increases exponentially. At the same time, the urgent need to reduce emissions requires a paradigm shift in the industry.

With this in mind, MAIRE serves the market with pragmatic solutions that support the energy transition and the diversification of energy sources.



A LONG-LASTING ENERGY CYCLE

Here to stay: sustained amidst geopolitical shifts and rising energy demand



1. Includes clean energy and fossil fuel investments. Source: IEA World Energy Outlook 2024.

Going forward...

CLIENT CAPEX PLANS
projected to sustain peak levels

Gas as a key transition fuel
rising dominance with CO_2 capture

Resource monetization
into materials, energy storage, e-fuels and SAF

Emerging markets growth
the Global South leading industry expansion

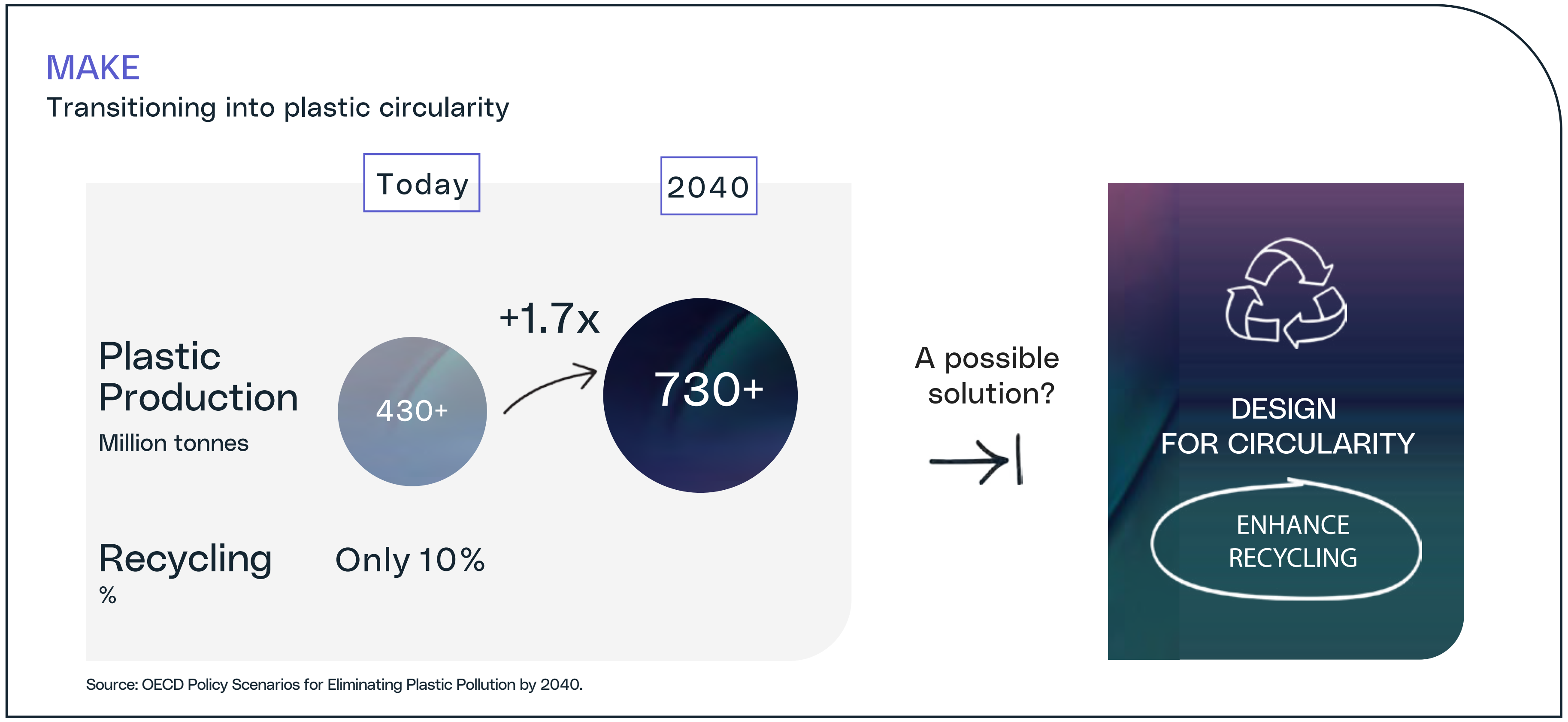
Middle East NOCs going global
with investments set to surpass Asian players

MAKE

MAKE - is synonymous with materials, which historically for MAIRE means POLYMERS.

The plastics market is set to reach 740 million tons of virgin production by 2040, nearly double the current 430 million tons. Only 10% of this huge amount is currently recycled. The build up of plastics in the environment is a problem that requires investment and technological solutions.

MAIRE offers the technological solutions that ensure this circularity, as highlighted by the innovative upcycling plant that produces recycled polymers in Bedizzole (Brescia).



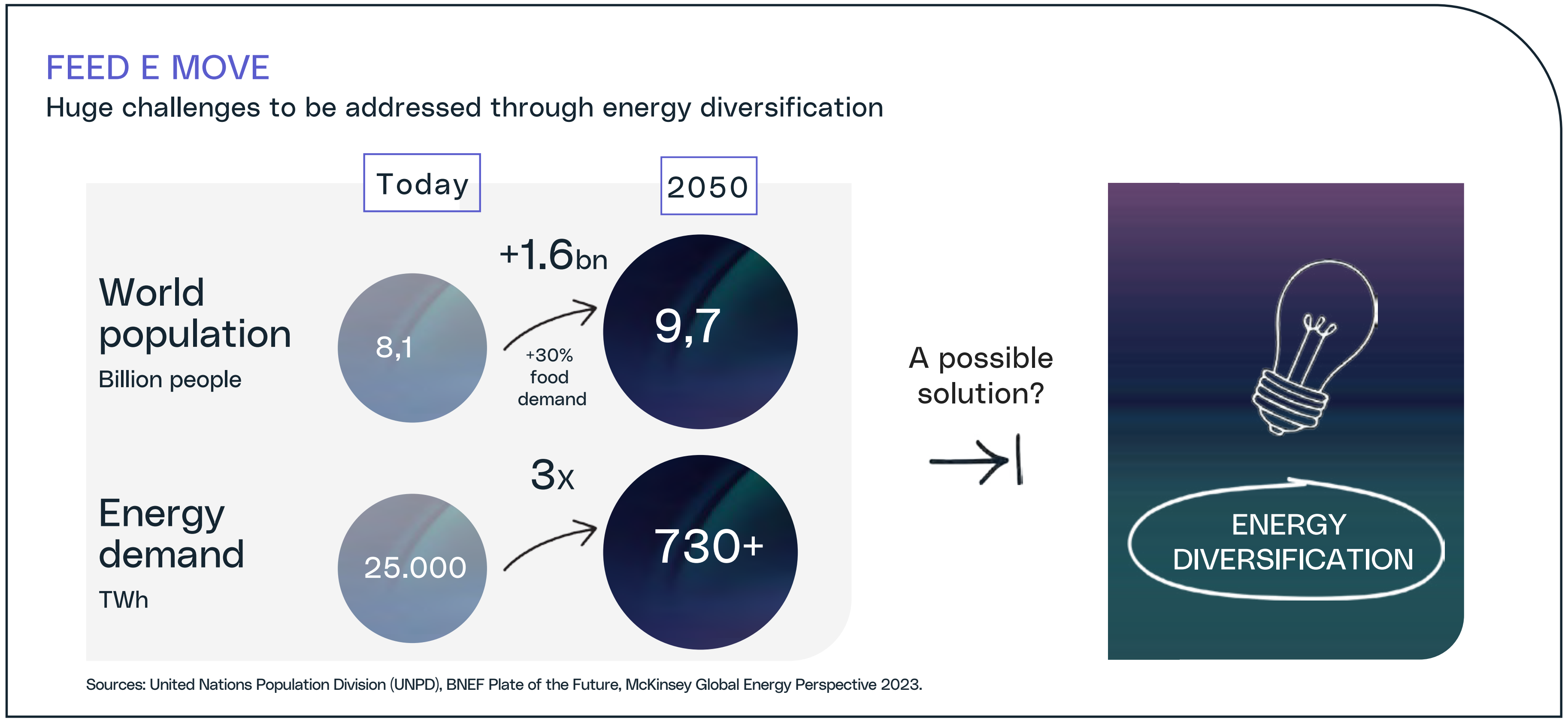
FEED AND MOVE

FEED and MOVE are two major global macro-trends that epitomize the current environment.

The world population is set to reach 9.7 billion by 2050. This will fuel demand for food, which is expected to rise by nearly 30%. At the same time, the agricultural sector accounts for 20% of global greenhouse gas emissions.

This population increase is accompanied by a significant rise in energy demand, driven by electrification and the adoption of artificial intelligence. By 2050, 71,000 terawatt-hours (TW/h) will be needed, a three-fold increase over what the entire planet consumes today.

The only way to overcome these challenges is through the diversification of energy sources, materials and electrons.



MAIRE works with the major energy companies to enable the transformation of fossil resources with minimal carbon intensity by introducing clean molecules.

Tecnimont's exceptional execution capabilities, supported by NEXTCHEM's sustainable technologies, are creating the world's lowest carbon-intensive production plant. The most tangible example is the Hail and Ghasha gas processing project in Abu Dhabi, currently under construction by TECNIMONT.

In addition, MAIRE's capabilities to master gas exploitation through TECNIMONT's excellence and NEXTCHEM's technology enables it to serve the power and chemical industries with low-carbon molecules such as methanol and ammonia. These are markets with enormous potential which MAIRE is destined to lead.

Once again, Tecnimont stands out in this low-carbon sector with solid references, the latest of which is the plant in Beaumont, Texas, designed to decarbonize traditional ammonia production and currently undergoing commissioning and start-up.

It should be noted that NEXTCHEM has a leadership position in this segment, ensuring through its technology portfolio a wide range of low-carbon solutions.

The methanol and ammonia provided by gas exploitation are a key lever, but to raise the bar in the future, recycling and CO_2 valorization must be enabled.

To ensure the meeting of sustainability goals, it is essential that hydrogen be supplied through electrolysis powered by renewable electrons to produce green, carbon-neutral molecules: "e-fuels".

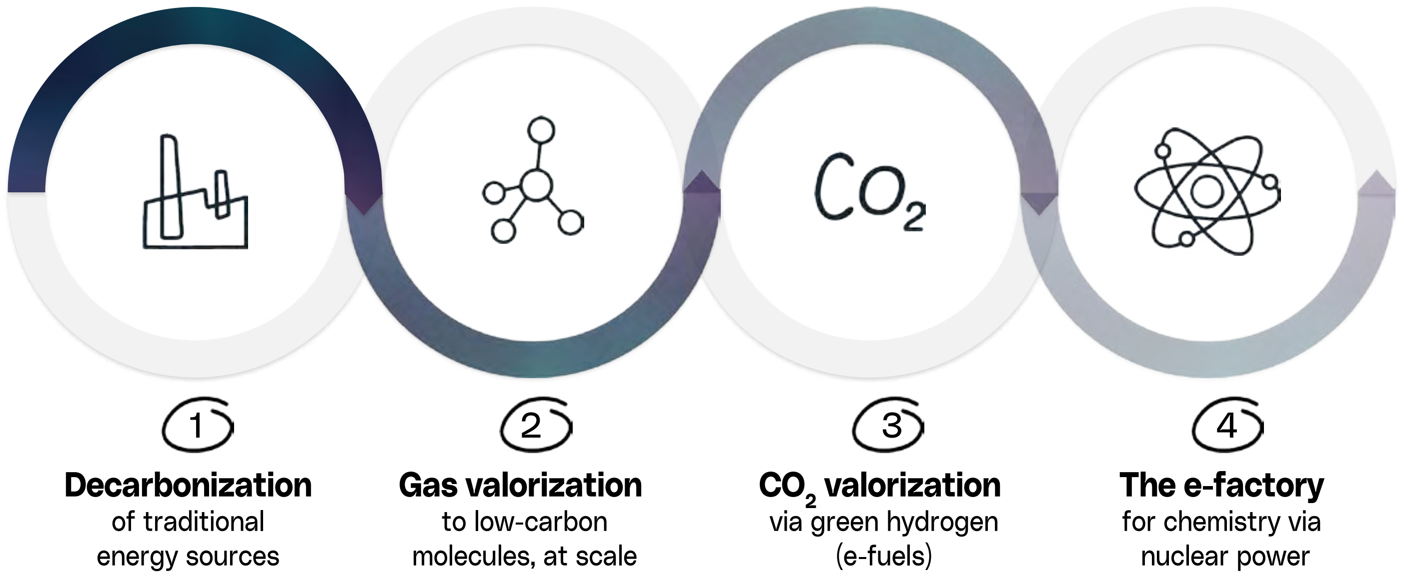
However, to achieve mass-scale production of green hydrogen, reliable and sustainable energy is needed, and to solve this crucial issue MAIRE has developed its e-factory vision for chemicals.

Un impianto chimico completamente integrato alimentato da reattori nucleari di nuova generazione che riprocessano i rifiuti nucleari. In linea con la visione di circolarità di NEXTCHEM, questo sarà il motore per fornire elettroni senza carbonio all'ecosistema industriale chimico a valle.

L'integrazione completa delle tecnologie NEXTCHEM con gli impianti nucleari di nuova generazione sarà la leva definitiva per fornire molecole ad emissioni negative e a costi accessibili. Questo ambizioso piano sarà realizzato e tradotto in realtà attraverso il braccio TECNIMONT del Gruppo.

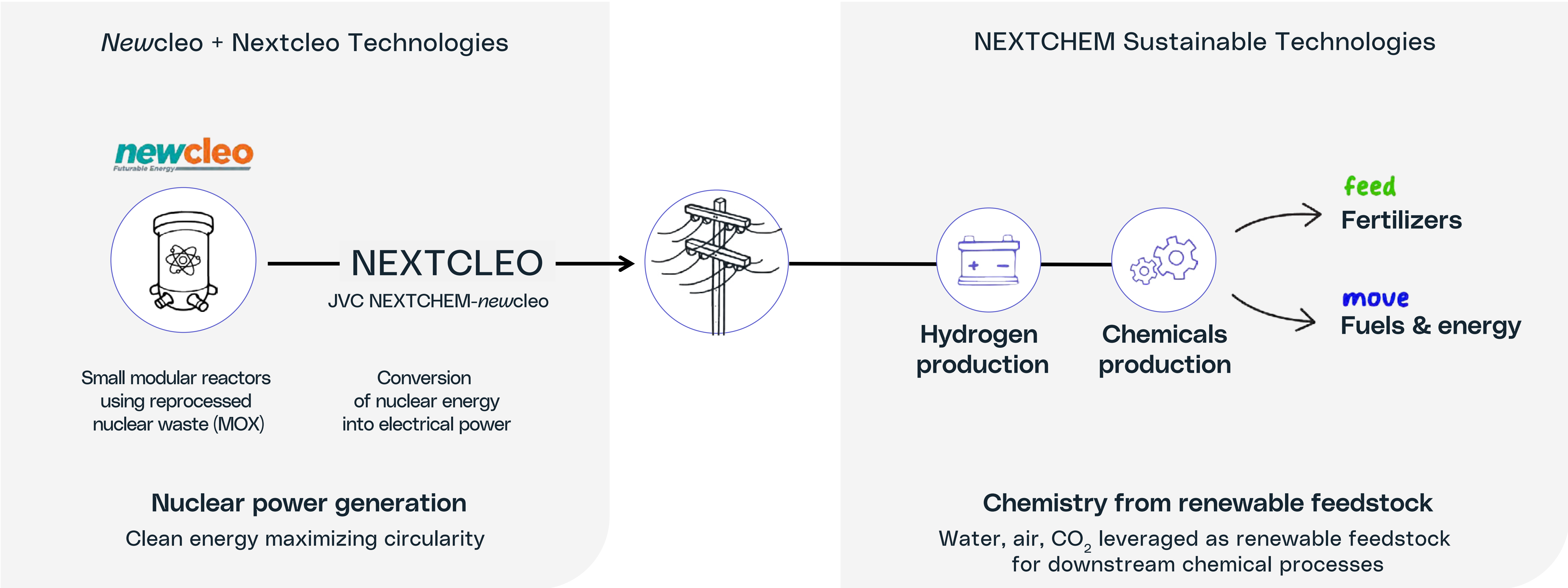
FROM DECARBONIZATION TO ELECTRIFICATION

The Roadmap To Energy Diversification



THE E-FACTORY FOR CHEMISTRY

Carbon-neutral molecules via sustainable and reliable electrons



TECNIMONT execution excellence will deliver the e-factory for chemistry plants

SUSTAINABLE TECHNOLOGY SOLUTIONS - NEXTCHEM

NEXTCHEM offers a wide range of products, which is continuously updated to meet the evolving needs of its clients. The company has a portfolio of approx. 30 proprietary technologies that deliver results in the present, and are well protected by nearly 2,500 patents. This portfolio consists of technologies with multiple applications, enabling the production of various raw materials using various feedstocks. This flexibility is a strong competitive advantage in a market where achieving carbon neutrality requires a range of solutions suitable for multiple markets and sectors.

Secondly, the organization leverages superior process engineering capabilities. NEXTCHEM's more than 700 employees, 60% of whom have a strong technical background, allow the solution to be tailored to the unique challenges of each project, while also integrating different technologies. The Company provides comprehensive and cost-effective solutions as demonstrated by more than 60 orders in the past 2 years.

NEXTCHEM's new organization features three distinct business lines, in line with market macro-trends and demands. The Sustainable Fertilizer Business Line reflects the Group's vision of "Feeding the World" and specializes in providing innovative, sustainable and environmentally-friendly solutions to improve agricultural productivity while minimizing environmental impact.

In contrast, the business line dedicated to Low Carbon Energy Vectors reflects the mission of making transportation sustainable ("Moving the World" sustainably).

Finally, the line dedicated to Sustainable Materials and Circular Solutions supports the Group's objective of Producing Circular Materials and promoting recycling. This business line is committed to creating closed-loop systems that maximize resource efficiency and reduce waste.

OUR VALUE PROPOSITION

A wide range of market-ready sustainable solutions

Broad portfolio of proprietary technologies

delivered by cutting edge innovation and capacity to scale-up

30+ market-ready technologies

protected by ~2,500 patents

Superior process design capabilities

to develop complex schemes integrating multiple technologies

700+ employees

30+ partnerships

with research centers

End-to-end economically viable solutions

from feedstock to final product in high-growth market segments

60+ 2023-2024 cumulative awards

widely diversified

A DIVERSIFIED OFFERING

to meet customers NEEDS IN FAST-GROWING MARKETS

Sustainable Fertilizers and Nitrogen-based Fuels

Leveraging urea leadership. Advancing on **nitrate-based fertilizers** to reduce emissions. Promoting **clean ammonia.**

feed

Low-Carbon Energy Vectors

Clean hydrogen, **ammonia**, **methanol**, and **SAF** to decarbonize transportation, chemicals and hard-to-abate.

move

Sustainable Materials and Circular Solutions

Mechanical upcycling and **chemical recycling,** creating pathways for material recovery and reuse.

make

SUSTAINABLE FERTILIZER AND NITROGEN BASED SOLUTIONS

The fertilizer market is one of the most consolidated markets, but is entering a transformation phase. Ammonia production is set to grow, with 30% dedicated to power generation and other industrial uses. The increase in end products is expected to lead to the construction of more than 100 new plants by 2040.

Growth must however go hand in hand with sustainability. The industry has pledged to reduce emissions by 70% by 2050.

With NEXTCHEM's leadership in urea technology, the most widely used fertilizer, the Company promotes both efficiency and innovation.

NEXTCHEM contributes to improving the sustainability of today's fertilizers, including by revamping existing plant and enabling new sustainable products. These include low-carbon fertilizers through gas exploitation to blue ammonia and nitrate, as well as green ammonia produced from green hydrogen.

LOW CARBON ENERGY VECTORS

Looking to the fuel market, low-carbon options such as sustainable aviation fuel (SAF) and methanol are set for significant growth, both expected to expand at a 30% annual growth rate by 2040. At the same time, the role of ammonia as an energy vector is expected to emerge prominently.

All of these products are made from hydrogen, another growing market. The projected increase in end-products is expected to result in the construction of several hundred new plants by 2040, representing a significant market opportunity for NEXTCHEM's technologies.

NEXTCHEM has the technologies to meet this changing demand. From reducing the impact of fossil fuels through carbon capture to unlocking new and different production pathways.

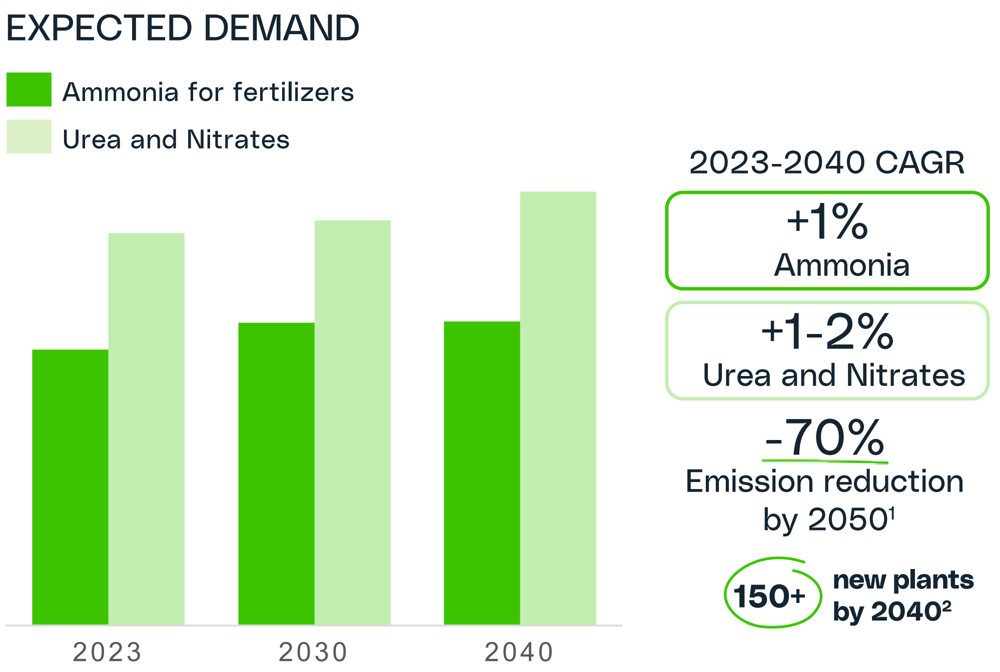
Its solutions include low-carbon fuels through gas exploitation, such as methanol and the conversion of waste and biomass into fuels through gasification technology. Such as the DG Fuels project in Louisiana, set to produce more than 450 million liters of SAF per year.

As the Group expands its portfolio, it is also positioning for e-fuels, helping clients recycle biogenic CO_2 into next-generation fuels with minimal environmental impact.

In addition, methanol is a molecule that is expected to play a central role in the energy transition in the short to medium term, unlocking new possibilities for clients.

FERTILIZERS REQUIRE STRONG DECARBONIZATION

Leveraging our leadership position to accelerate emission reduction



NEXTCHEM'S SOLUTIONS

Traditional fertilizers
maximizing energy efficiency

Low-carbon fertilizers
nitrates and blue ammonia

High-performing fertilizers
maximizing nutrient delivery

Green fertilizers
carbon-free ammonia

Source: S&P Global and IEA World Energy Outlook 2024.
1. International Fertilizer Association (IFA) global objective.
2. Based on the additional demand by product divided by the average size of plants. Source: BCG analysis.

CIRCULAR MATERIALS AND CIRCULAR SOLUTIONS

The plastic recycling market is growing and mechanical recycling is already a reality today and is expected to grow further, while chemicals recycling is set to play a central role by 2040 with an average growth rate of 20%.

Bioplastics are also gaining momentum to reduce plastic pollution and the environmental impact of polymers. The rise of bioplastics and recycling is expected to lead to the construction of several hundred new plants by 2040, representing a significant market for NEXTCHEM's technologies.

In this context, NEXTCHEM offers technologies to reduce the environmental impact from the high-efficiency production of virgin polymers to the production of biodegradable plastics.

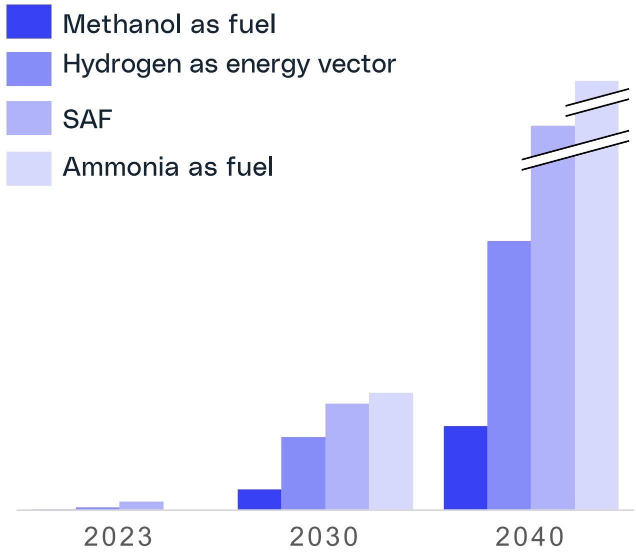
In addition, its portfolio includes best-in-class mechanical recycling technology - NX Replast, and is securing a strong position in chemical recycling through the acquisition of MyRemono.

In summary, NEXTCHEM's portfolio is extremely flexible to meet the changing needs of the market.

ENERGY VECTORS ARE POISED FOR ROBUST GROWTH

A complete offering for saf, hydrogen, ammonia and methanol

EXPECTED DEMAND



2023-2040 CAGR

+32-34%
Methanol

+28-30%
Hydrogen

+30-32%
SAF

+60-65%
Ammonia

900+ new plants by 2040[1]

Source: S&P Global and IEA World Energy Outlook 2024.
Methanol considered for maritime fuels and hydrogen and ammonia as energy carriers.
1. Based on the additional demand by product divided by the average size of plants. Source: BCG analysis.

NEXTCHEM'S SOLUTIONS

Traditional fuels
minimizing environmental impact

Low-carbon fuels
valorizing gas with carbon capture

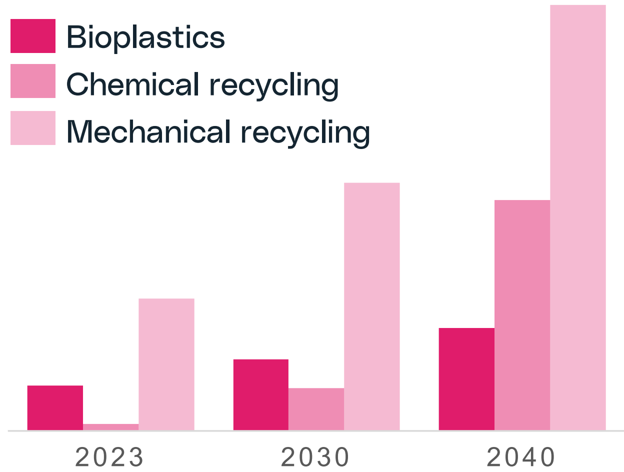
Circular and bio-fuels
leveraging waste and biomasses as fe

E-fuels
from green hydrogen and recycled CC

DRIVING INNOVATION IN SUSTAINABLE MATERIALS

Supporting circularity and bioplastics adoption

EXPECTED DEMAND



2023-2040 CAGR

+4-5%
Bioplastics

+22-24%
Chemical recycling

+7-8%
Mechanical recycling

800+ new plants by 2040[1]

Source: BNEF - Petrochemical Feedstock Outlook.
Bioplastics include biobased plastics and biodegradable plastics.
1. Based on the additional demand by product divided by the average size of plants. Source: BCG analysis.

NEXTCHEM'S SOLUTIONS

Advanced polymers
Abate polymer emission production

Bioplastics
Biodegradable and Biobased plastics

Mechanical recycling
Upcycling plastic around consumer need

Chemical recycling
Chemical recycling

INTEGRATED E&C SOLUTIONS - TECNIMONT

The "Integrated E&C Solutions" BU, to which Tecnimont belongs, designs and builds large-scale plants by adopting the most advanced technologies, thanks to the specialized skills gained over more than 50 years and an international network of engineering hubs.

With more than 1,500 plants built around the world in the petrochemical, gas and fertilizer sectors, Tecnimont has gained a leadership position through two key competitive advantages:

- Engineering and construction excellence, which enables the provision of large-scale plants with low emissions.
- Operational efficiency, based on strategic project selection and a solid risk management system.

This solid foundation enables TECNIMONT to successfully execute valuable projects for its clients and generate lasting benefits for all stakeholders involved.

TECNIMONT not only builds plants, but engineers success.

Our full-spectrum EPC offer is designed to maximize value for clients and optimize execution, including through the application of cutting-edge digital solutions.

TECNIMONT offers a full range of EPC (Engineering, Procurement, Construction) services designed to optimize plant execution and performance, including through the adoption of state-of-the-art digital solutions.

A HISTORY OF EXCELLENCE

Delivering world-class e&c solutions

Unique track record

over 1,500 plants delivered in key regions[1]

~450	~350	~700
Fertilizers	Gas & Oil	Petrochemicals
feed	move	make

Market shares

40%+	60%+	60%+
Polyolefins	Polyethylene	Ethylene Vinyl Acetate

Cutting-edge E&C solutions

for low-emission and large-scale plants

Operational excellence

selectivity-driven
with a robust risk management framework

1. Including plants delivered by the sister companies since their establishment.

It starts with FEED studies to ensure cost predictability and optimized execution. Through detailed engineering, it provides highly-efficient customized designs. Its procurement ensures the timely delivery of quality materials, while construction focuses on meeting costs and ensuring on-time performance.

Following plant start-up, TECNIMONT Services provides digital solutions, predictive maintenance, energy efficiency and performance monitoring to maximize plant productivity.

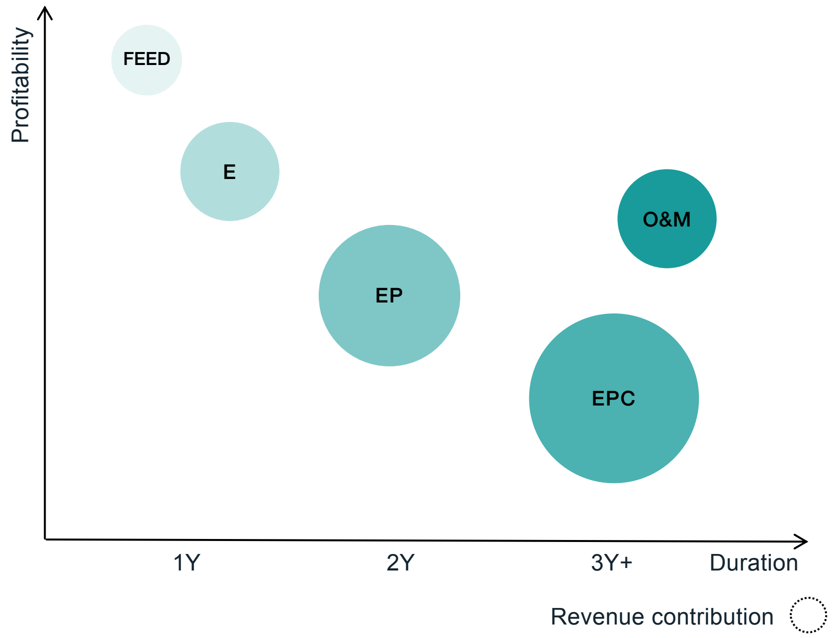
Each of these services contributes to its own revenues and profitability, supporting a sustainable, long-term focused business model.

Finally, TECNIMONT integrates NEXTCHEM's cutting-edge technologies, combining technology and execution capabilities to provide integrated solutions to those clients seeking a single point of contact and accountability.

CUTTING-EDGE E&C SOLUTIONS

Delivering the best: time awareness, energy efficiency and low-carbon designs

- **FEED – Front End Engineering Design**
  Achieving cost predictability and optimized project execution
- **E – Engineering**
  Combining advanced process know-how, delivering high-efficiency and tailored design
- **EP – Engineering & Procurement**
  Including strategic supply chain management, ensuring on-time delivery of high-quality items
- **EPC – Engineering, Procurement & Construction**
  End-to-end project control, cost efficiency and schedule reliability
- **O&M – Operations & Maintenance**
  Digital solutions, energy efficiency, live monitoring and predictive maintenance for optimized performance



+ INTEGRATED SOLUTIONS COMBINING NEXTCHEM TECHNOLOGIES

MET DEVELOPMENT

When involvement in the financial structuring of projects is required, MAIRE works with MET Development, a company specializing in financing and structuring projects, in addition to public grants.

MAIRE can therefore provide its clients with a comprehensive offer covering the entire value chain.

In addition, the company has the option to participate directly through taking minority stakes in certain initiatives. This proves MAIRE commitment to the success of the initiative in partnership with its clients.

INTEGRATED E&C SOLUTIONS

One-stop shop: end-to-end services with a single point of reference

MET DEVELOPMENT

Project development and selected equity initiatives
Expertise in securing financing, permits & grants, and industrial partnerships

MET DEVELOPMENT AS A STRATEGIC ENABLER

Selected investments for industrial innovation

OBJECTIVES

- Opening new markets
- Unlocking proprietary technology proposition
- Building execution references in a new segment

RULES OF ENGAGEMENT

- Integrated project
- Industrial partner (client and/or off-taker)
- Double-digit target return, in excess of Group cost of capital

TERMS AND CONDITIONS

- Minority equity investments
- Involvement of infrastructure funds to reduce the final stake
- Exit 2 years after project completion

FertigHy
Low carbon fertilizers in France
Pre-FEED & project structuring ongoing

tripatra
Bio-SAF in Indonesia
License signed, PDP & project structuring ongoing

eni
Circular methanol and hydrogen plant in Sannazzaro refinery (Italy)
FEED & permitting ongoing

When it comes to profitability and successful project execution, one word defines the Company's approach: SELECTIVITY.

Each project undergoes rigorous internal evaluation, taking into account market conditions, local environments and lessons learned in the past.

The organization reduces execution risks to ensure that projects are delivered on time and on budget while maximizing returns. Where the company has extensive experience and strong local partnerships, it enters into "LUMP SUM" contracts. Otherwise, it opts for reimbursable models or focuses solely on engineering and procurement, limiting construction risk.

In today's volatile landscape, the Company includes protection clauses, transparency mechanisms, and adjustments to safeguard margins in all contracts, ensuring that the PROFITABILITY objectives are met.

These criteria have been applied to the development initiatives the company is currently pursuing with its partners, such as Fertighy in France for low-carbon fertilizers, Tripatra in Indonesia for bio-SAF, and ENI in Italy for circular methanol.

A SELECTIVE APPROACH

Ready to seize the right opportunities

EARLY ENGAGEMENT

- Early bid/no-bid evaluation
- Engaging clients early to understand their needs

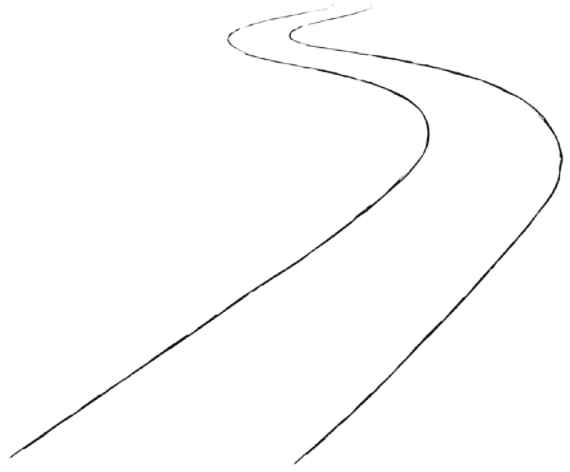
COMPREHENSIVE RISK ASSESSMENT

- Evaluating local context, suppliers and logistics
- Developing mitigation strategies based on lessons learned

OPTIMIZATION TOOLS

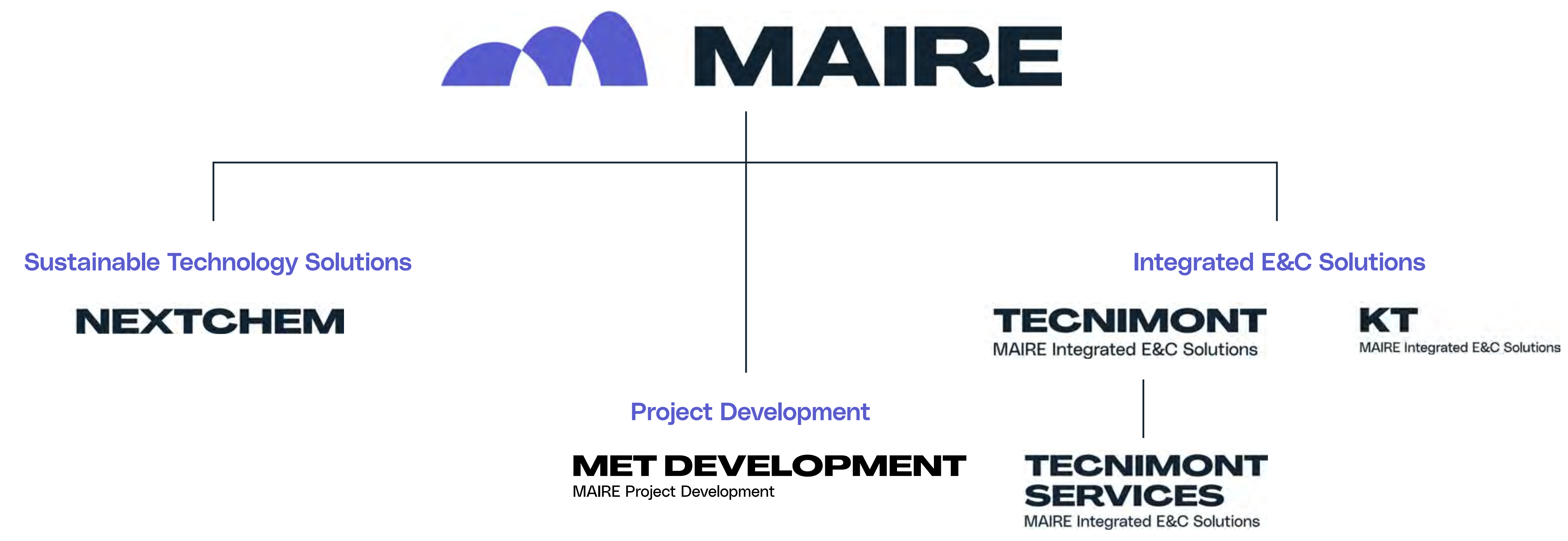
- Geography-based Lump-Sum vs. Reimbursable formula
- Cost escalation clauses
- Open-Book for enhanced transparency
- Optimize workload with simultaneous EPC phases
- Secure timely component delivery

To optimal delivery



From selectivity

GROUP ORGANIZATION



PARTNERSHIP AND MEMBERSHIP 2024

Many sustainability-related challenges transcend geographic and sectoral boundaries, requiring systemic changes that no single company or sector can accomplish alone. Innovation plays a crucial role in addressing these challenges, but its full potential can only be unleashed through collaboration. By establishing strong partnerships and actively participating in industry associations, the MAIRE Group is able to share expertise, co-develop innovative solutions and accelerate the transition to a more sustainable future.

For MAIRE, partnerships and memberships in national and international organizations are strategic drivers. They foster knowledge-exchange, expand research and development capacity and amplify the effectiveness of the Group's sustainability initiatives. Through these collaborations, the Company not only strengthens its contribution to the goals of Agenda 2030, but also promotes a culture of sustainability and sustainable innovation beyond the organization.

The main sustainability-focused partnerships in which the MAIRE Group actively participates are presented below.

MEMBERSHIP

- AIDIC Italian Chemical Engineering Association - Italy
- Building Responsibly - United States
- UNGC United Nations Global Compact - United States
- CDP Carbon Disclosure Project - United Kingdom
- Foundation for Sustainable Development - Italy
- GCNI Global Compact Network - Italy
- H2IT Italian Association of Hydrogen and Fuel Cells - Italy
- FA International Fertilizers Association - France
- Symbola - Foundation for Italian quality - Italy
- ValoreD - Italy
- World Energy Council - Italy

The MAIRE Group also participates in technical working groups, think-tanks and multi-stakeholder initiatives such as:

- Alliance for the Circular Economy, which collects and disseminates knowledge about the circular economy, with the goal of promoting true circularity and minimizing the consumption of all forms of materials.
- Green Building Council Italy, a non-profit association that promotes sustainable building practices in Italy through the LEED building certification system and other initiatives aimed at reducing environmental impact and improving the health and well-being of people within these environments.
- Milan Air and Climate Alliance, a structured collaboration between the City of Milan and private sector companies to effectively accelerate and achieve the city's air and climate quality goals.
- Sustainability Makers (formerly CSR Manager Network), an Italian association of professionals dedicated to planning and implementing sustainability strategies and projects in businesses and other organizations. It seeks to improve the skills and specialization of these professionals through training, networking, research and various events.
- European Clean H2 Alliance, a multi-stakeholder initiative promoted by the European Commission aimed at promoting the deployment of hydrogen technologies by 2030.
- Renewable and Low Carbon Fuels Value Chain Industrial Alliance, a multi-stakeholder workgroup sponsored by the European Commission to increase knowledge, exchange and promotion of biofuels and low carbon fuels for aviation and maritime transport.

The Group also collaborates with a variety of universities, research centers and innovation platforms. The main partnerships in which the Group is involved in the field of sustainability are presented below.

- Acceleration of Green initiatives - MIND, Italy
- Centre on Waste Recycling and Circular Economy - National Institute of Technology, Karnataka (NITK), India
- Green Chemistry and Mechatronics Open Innovation project - Sapienza University of Rome, Italy
- Rome Advanced District (ROAD), Italy
- Hydrogen Joint Research Program - Polytechnic University of Milan Foundation, Italy

The Group develops collaborative agreements with several universities, including:

- Polytechnic University of Milan, Italy: Funded Chair in Chemical Projects Engineering and Management, research activities, doctoral programs, MAIRE YouthCamp, participation in Graduate and Master's Programs, technical workshops and seminars, internships and other collaborations.
- Catholic University of the Sacred Heart, Milan, Italy: Master's degree in Sustainable Business Administration.
- Luigi Bocconi University, Milan, Italy: Research collaboration (Simulator ArcHy modeling).
- Sapienza University of Rome, Italy: Research activities, doctoral programs, participation in Graduate and Master's programs, technical workshops and seminars, internships and other collaborations.
- LUISS Guido Carli University, Rome, Italy: Funded Chair

in Open Innovation & Sustainability in the Department of Business and Management; research activities.
- Campus Bio-Medico, Rome, Italy: contract lectures on courses, science outreach activities, technical workshops and seminars, internships.
- University of Florence, Italy: Collaboration with MAIRE Foundation.
- University of Naples Federico II, Italy: Research activities.
- University of Salerno, Italy: Research activities, post-graduate internships.
- Polytechnic University of Bari, Italy: Research project.
- University of Catania, Italy: MAIRE Project Control Academy post-graduate and other collaborations.
- University of Messina, Italy: Research activities.
- Technische Universität Bergakademie, Freiberg, Germany: research activities, collaboration with the Chair for Energy Process Engineering (Technology Park).
- Abu Dhabi University, Abu Dhabi, UAE: Lectures, placement opportunities, sponsorships, mentorships, workshops, seminars and consulting projects.
- Baku Higher Oil School, Baku, Azerbaijan: Training and laboratory activities for polymer characterization.
- Indian Institute of Technology - Bombay, India: student scholarships.
- National Institute of Technology, Karnataka, India: student scholarships, research projects.

GLOBAL PRESENCE

70+[6] MAJOR PROJECTS

~50 COUNTRIES IN WHICH WE OPERATE

50+ OPERATING COMPANIES

~50.000 WORKERS[7] (direct and indirect)

6. The figure refers to ongoing projects worth over Euro 1 million and does not include licensing, maintenance and intercompany projects.
7. The figure includes direct and indirect personnel.

GROUP'S COMMITMENT TO THE UN GLOBAL COMPACT

The Group has been a party since 2011 to the United Nations Global Compact, the largest international initiative in the field of sustainability that unites more than 20,000 for-profit and non-profit organizations from 160 countries, taking leadership positions in promoting a stable, open global economy committed to sustainable development.

MAIRE's participation, which has become increasingly involved over time, now sees the Group as a "Participant" member of the UN Global Compact, part of the Italian Network's Board and an active company on various working groups and initiatives within the scope of the 10 principles promoted by the pledge. In terms of promoting gender diversity, following the signing in 2020 of the Women's Empowerment Principles (WEPs) promoted by the UN Global Compact and UN Women, the involvement in the D&I Observatory of the GCNI (Global Compact Network Italy) made up of 17 large member companies from various sectors continued during the year. From December 2023 through to the first half of 2024, the Group also took part in the "Business and Human Rights accelerator" designed to help companies move quickly from a commitment to action on human rights and workers' rights through to the establishment of an ongoing due diligence process. Over the course of 2024 in a six-month cycle, through training support with international experts and meetings with other companies nationally, MAIRE had the opportunity to expand and better integrate the knowledge and skills needed to set and achieve ambitious corporate goals for the promotion and protection of human and labor rights, and to develop effective due diligence processes within the Group's operations, along the supply chain and in the community. Finally, during the year there were numerous discussions with other Italian participating companies during periodic events organized by the Global Compact Network Italy for top management and sustainability practitioners, as well as participation in the permanent Sustainable Procurement Working Group and in the annual Peer Learning Groups on specific topics such as "Business and Human Rights".

The MAIRE Group has signed up to the United Nations Global Compact and recognizes itself as part of the community of companies that support the 17 Sustainable Development Goals (SDGs) set by the United Nations 2030 Agenda and signed by 193 countries. The 14 Sustainable Development Goals identified by the Group as relevant are those to which the Group can contribute the most and which it can drive forward through its role as an industrial player with a broad international presence, and as a corporate citizen, outside and inside the corporate perimeter and along the value chain.

Consolidated Directors' Report

1. Board of Directors, Board of Statutory Auditors and Independent Audit Firm

Board of Directors	
Chairperson	Fabrizio DI AMATO
Chief Executive Officer	Alessandro BERNINI
Independent Director	Gabriella CHERSICLA (** Chairperson) (*** Chairperson)
Independent Director	Isabella Maria NOVA (*)
Independent Director	Cristina FINOCCHI MAHNE (***)
Director	Luigi ALFIERI (*)
Director	Stefano FIORINI (**)
Independent Director	Paolo Alberto DE ANGELIS (* Chairperson) (***)
Independent Director	Maurizia SQUINZI (**)

The Board of Directors was appointed by the Shareholders' Meeting of April 8, 2022 and will remain in office until the approval of the 2024 Annual Accounts

(*) Member of the Remuneration Committee

(**) Member of the Control, Risks and Sustainability Committee

(***) Member of the Related Parties Committee

Board of Statutory Auditors	
Chairperson	Francesco FALLACARA
Statutory Auditor	Andrea BONELLI
Statutory Auditor	Marilena CEDERNA
Alternate Auditor	Massimiliano LEONI
Alternate Auditor	Mavie CARDI
Alternate Auditor	Andrea LORENZATTI

The Board of Statutory Auditors was appointed by the Shareholders' Meeting of April 8, 2022 and will remain in office until approval of the 2024 Annual Accounts

Independent Audit Firm
PricewaterhouseCoopers S.p.A.

The company's Shareholders' Meeting of December 15, 2015 awarded the audit of accounts for the years 2016-2024 to the independent audit firm PricewaterhouseCoopers S.p.A..

2. Key Events in the year

The Group's key operating events in 2024 were as follows:

NEW ORDERS AND COMMERCIAL AGREEMENTS

The flexible organizational model that integrates an advanced technology portfolio with execution capabilities has made it possible to win new contracts and extensions on existing contracts worth approx. Euro 3,982 million, of which Euro 3,644.2 million in the Integrated E&C Solutions BU (-66.5% vs. December 31, 2023) in which the record Hail and Ghasha project in Abu Dhabi was won worth approx. USD 8.7 billion, and for Euro 337.8 million in relation to the Sustainable Technology Solutions BU, the latter up 12.9% on the previous year.

The order intake concerns licensing, engineering services, supply of proprietary equipment, EP (Engineering and Procurement) and EPC (Engineering, Procurement and Construction) activities.

The main projects awarded to the Sustainable Technology Solutions business unit include the contracts for the licensing and supply of proprietary equipment for an "Ultra- Low Energy" urea plant in China by Jiangsu Huachang Chemical Co, a licensing and equipment supply contract for a state-of-the-art urea synthesis and granulation plant in Egypt on behalf of El-Nasr Company for Intermediate Chemicals (NCIC), a license agreement with DG Fuels Louisiana LCC in relation to its proprietary gasification technology NX Circular, a contract to develop the Process Design Package (PDP) for the hydrogen and carbon dioxide recovery unit of the Hail and Ghasha development project, engineering works and various pre-feasibility studies, and licensing, and due process design packages awarded by SOCAR for the efficiency upgrading of the HAOR complex in Azerbaijan, leveraging its proprietary NX Sulphurec™ technology.

For the Integrated E&C Solutions business unit, new orders mainly include a contract for TECNIMONT S.p.A. for the Engineering, Procurement, Construction and Commissioning (EPCC) of a new linear alkyl benzene sulfonate (Llinear Alkyl Benzene, LAB) plant in the Skikda industrial zone, 350 kilometers east of Algiers by SONATRACH worth approx. USD 1.1 billion; also from SONATRACH and in consortium with Baker Hughes, TECNIMONT S.p.A. has been awarded an EPC contract for the construction of three compressor stations and to upgrade the gas collection system, in the Hassi R'mel gas field, 550 kilometres south of Algiers; the total value of the contract is approx. USD 2.3 billion, of which USD 1.7 billion pertaining to TECNIMONT S.p.A..

The subsidiary KT - Kinetics Technology S.p.A. has been awarded an EPC contract by Eni to build a hydrogen production plant at the latter's refinery in Livorno; the contract is worth a total of approx. Euro 123 million. Leveraging NEXTCHEM's technological know-how, it was awarded an EPC project by HOLBORN Europa Raffinerie Gmbh for the construction of a hydrogenation plant for vegetable oils (HVO) at HOLBORN's refinery in Hamburg, Germany, worth approx. USD 400 million.

The Backlog at December 31, 2024 was Euro 13,823.4 million, decreasing by approx. Euro 1,201 million (-8%) on December 31, 2023 when the record Hail and Ghasha project in Abu Dhabi was won worth approx. USD 8.7 billion. The December 31, 2024 figure is still among the highest in the MAIRE Group's history.

The "IE&CS" BU Backlog at December 31, 2024 was Euro 13,491.6 million, decreasing by Euro 1,302.4 million on December 31, 2023 (-8.8%).

The "Sustainable Technology Solutions" BU Backlog was Euro 331.8 million at December 31, 2024, up Euro 101.4 million on the previous year (+44%).

Awarded by some of the most prestigious international clients, these contracts and other commercial agreements are outlined in the section "Backlog by Business Unit and Region".

CORPORATE EVENTS

ACQUISITION OF AN ADDITIONAL 34% OF MYREPLAST INDUSTRIES AND MYREPLAST

On April 19, 2024, NEXTCHEM Tech S.p.A. acquired an additional 34% stake in MyReplast Industries S.r.l. and MyReplast S.r.l., increasing its holding in both companies from 51% to 85%. The maximum total consideration is approx. Euro 8.9 million, of which Euro 5.1 million paid on closing and Euro 3.8 million deferred (including an earn-out), to be settled according to specific milestones by December 31, 2027. Based in Bedizzole (Brescia), MyReplast Industries operates an innovative upcycling plant that produces recycled polymers and high-purity composites based on MyReplast S.r.l.'s proprietary NX ReplastTM technology.

NEXTCHEM COMPLETES ACQUISITION OF HYDEP AND OF DRAGONI GROUP

On April 30, 2024, NEXTCHEM S.P.A. (Sustainable Technology Solutions), through its subsidiary NEXTCHEM Tech S.p.A., signed a binding agreement to acquire 80% of HyDEP S.r.l. and 100% of Dragoni Group S.r.l., announced on February 21, 2024.

Based in Italy, HyDEP and Dragoni Group are reputable engineering services companies operating in the mechanical and electrochemical sectors. With more than two decades of experience in green hydrogen technology, both companies have strong capabilities in technology patenting and process design. Their services cover a broad spectrum, ranging from mechanical and process design to prototyping and certification of water electrolysis stacks and related boundary systems.

NEXTCHEM S.p.A. will combine its technological know-how with HyDEP and Dragoni Group's electrochemistry expertise to develop and introduce proprietary solutions for green hydrogen production. HyDEP's experience in the design and production of small-scale electrolysis systems will also contribute to the development of distributed green hydrogen production capacity to support the decarbonization of small and medium-sized enterprises and mobility.

The value of the transaction was approx. Euro 3.6 million, paid in advance. The agreement also provides for an earnout clause based on the achievement of technical targets within 30 months of closing, in addition to put and call options on the remaining 20% share of HyDEP, exercisable within 36 months of closing.

This acquisition constitutes an important step in further strengthening NEXTCHEM's green hydrogen capabilities, paving the way for the development of our value proposition in electrolysis technology. HyDEP's process expertise will provide strong support for the development of innovative ammonia and methanol production solutions with a low carbon footprint.

NEXTCHEM COMPLETES ACQUISITION OF GERMAN GASCONTEC, SIGNIFICANTLY EXPANDING ITS TECHNOLOGY PORTFOLIO WITH COMPLEMENTARY SOLUTIONS FOR LOW CARBON HYDROGEN AND GREEN METHANOL

On May 15, 2024, MAIRE announced that NEXTCHEM S.p.A. (Sustainable Technology Solutions) had completed the acquisition of 100% of GasConTec GmbH ("GCT"), an innovative company specializing in technology development and process engineering. GCT was founded in 2017 and is based in Bad Homburg, Germany.

GCT has more than 80 patents and significant know-how in the synthesis of low carbon footprint products such as hydrogen, methanol, olefins, gasoline and integrated methanol/ammonia processes. In particular, the company's portfolio includes Autothermal Reforming (ATR), a proven technology to produce low-carbon hydrogen with very high rates of CO_2 capture. This process enables the production of high-yield hydrogen while reducing external energy requirements, ensuring efficiency and cost-effectiveness, particularly in large-scale plants. Also known for its expertise in process engineering, the company can rely on an industrial-scale German demonstration plant for high-pressure partial oxidation, which is a global benchmark for the industry.

GCT's distinctive solutions will help significantly expand NEXTCHEM S.p.A.'s commercial offerings in low-carbon, green and circular technologies.

The agreement provides for total consideration of Euro 30 million, including: i) Euro 15 million to be paid within 2 years upon achievement of specific objectives, of which Euro 5 million to be paid on closing; ii) earn-out of up to Euro 15 million based on the signing and performance of certain license agreements related to GCT technologies within 7 years.

This acquisition marks an important step in further strengthening NEXTCHEM S.p.A.'s portfolio with distinctive low-carbon technologies. GCT's process engineering know-how and expertise will strongly support the development of innovative processes for the production of low-carbon footprint chemicals, further strengthening MAIRE's strategic positioning as an industrial facilitator of the energy transition.

MAIRE: SUSTAINABLE TECHNOLOGY SOLUTIONS BUSINESS UNIT STRATEGIC POSITIONING STRENGHTENED WITH APPROVAL OF KT TECH TRANSFER TO NEXTCHEM

On July 4, 2024, the Board of Directors of MAIRE S.p.A. ("MAIRE" or the "Company"), meeting on that date, approved the transfer to the subsidiary NEXTCHEM S.p.A. ("NEXTCHEM") of the entire shareholding in KT TECH S.p.A. ("KT TECH"), a company established following the spin-off of KT Kinetics Technology S.p.A. ("KT"), operating in the Integrated E&C Solutions (IE&CS) BU. Effective July 1, 2024, KT TECH was assigned the "Know-how and technology" business unit, including personnel, expertise and contracts related to technologies, mainly for hydrogen and methanol production and sulfur recovery. KT TECH's activities include feasibility studies, technology licensing, process design package (PDP), Pre-Front End Engineering Design (Pre-FEED), and supply of proprietary equipment and critical materials, including high-temperature furnaces.

The transfer of KT TECH to NEXTCHEM is in line with the Group's industrial reorganization project approved by the MAIRE Board of Directors on March 1, 2023. It is also consistent with the Group's 2024-2033 Strategic Plan approved on March 5, 2024. KT TECH's activities will strengthen the Sustainable Technology Solutions (STS) business unit's value proposition and optimize industrial synergies between the companies in that BU, and also with IE&CS.

To service the transfer, an increase in the share capital of NEXTCHEM was approved. This will be for cash and indivisible, for a total of Euro 197,253,810, with the exclusion of option rights pursuant to Article 2441, paragraph 4 of the Civil Code and reserved for the shareholder MAIRE. As a result of this increase, MAIRE will hold an 82.13% stake in the share capital of NEXTCHEM.

The transfer qualified as a significant related party transaction pursuant to Consob Regulation No. 17221/2010 (the "Consob Regulation") and the current "Related Party Transactions Policy" adopted by the Company (the "Policy"), as NEXTCHEM is a MAIRE subsidiary and in which MI has a stake, and subject therefore to common control. The Board of Directors' resolution was therefore taken after a reasoned binding favorable opinion of the Related Parties Committee on MAIRE's interest in the completion of the capital increase transaction, having moreover verified the satisfaction of the interest, benefit and substantial and procedural correctness requirements.

In its capacity as the independent expert engaged by MAIRE, Deloitte Financial Advisory S.r.l. S.B. issued an expert opinion pursuant to Article 2343-*ter*, paragraph 2, letter b), of the Civil Code concerning the value of the shareholding in KT TECH to be transferred, in addition to a fairness opinion in order to identify the "exchange ratio". This is the number of NEXTCHEM shares, with no par value, to be issued to MAIRE in exchange for the transfer of the equity investment in KT TECH.

The Related Parties Committee was supported by the Tombari D'Angelo e Associati Law Firm, in the person of Mr. Umberto Tombari, as its independent legal advisor and by the company Wepartner S.p.A., in the person of Mr. Pietro Mazzola, as its independent economic advisor, for the purposes of the Committee's contacts with Deloitte Financial Advisory S.r.l. S.B.

The disclosure document for the conferment transaction, drawn up as per Article 5 and in accordance with the template as per Annex 4 of the Consob Regulation, in addition to the policy, was made available to the public in accordance with the deadlines and means established by the applicable law and regulations, together with the Related Parties Committee opinion, in addition to the above-stated expert reports and fairness opinion.

TECNIMONT AND NEXTCHEM INAUGURATE GAIL'S FIRST GREEN HYDROGEN PLANT IN VIJAIPUR, INDIA

On July 10, 2024, TECNIMONT Private Limited, TECNIMONT's Indian subsidiary (Integrated E&C Solutions) and NEXTCHEM S.p.A. (Sustainable Technology Solutions) inaugurated the first green hydrogen plant for the client GAIL (India) Limited in Vijaipur, Madhya Pradesh, India.

The project was awarded in May 2022 and executed by TECNIMONT Private Limited in collaboration with NEXTCHEM S.p.A. (Sustainable Technology Solutions). It marks a significant step in the search for sustainable energy solutions in India. The plant will produce 4.3 tons of green hydrogen per day from a 10-megawatt electrolyzer, making GAIL, a state-owned gas company, the first Indian company to begin large-scale green hydrogen production.

The Vijaipur plant is consistent with the national Green Hydrogen Mission, which seeks to achieve at least 5 million tons of green hydrogen per year by 2030. India is aiming for energy independence by 2047 and Net Zero by 2070. Green hydrogen is considered a vital element of the transition. It can be used for a range of purposes, from long-term storage of renewable energy to a replacement for fossil fuels in industry, for sustainable transportation, and potentially also for decentralized power generation, aviation and shipping.

NEW EURO 200 MILLION SUSTAINABILITY-LINKED SCHULDSCHEIN LOAN PLACED (WELL ABOVE TARGET) FOR EARLY REPAYMENT OF EXISTING LINES INCLUDING THE 2019 ESG-LINKED LOAN, OPTIMIZING THE AVERAGE COST OF DEBT

On July 16, 2024, MAIRE successfully placed a new Euro 200 million loan in the Schuldschein Sustainability-Linked format (private placement regulated by German law).

The senior unsecured loan comprises two tranches with maturities of three and five years, both mainly at variable interest rates. The applicable margin on the 6-month Euribor will be 1.70% and 1.95% for the three- and five-year tranches, respectively. The facility also includes a pricing mechanism linked to the achievement of specific Group CO_2 emission reduction targets, in accordance with the Sustainability-Linked Financing Framework adopted in September 2023.

The funds will be used to support the Company's financing needs, chiefly for the early repayment of existing lines. These include the Schuldschein ESG-Linked loan signed in December 2019, the nominal remaining amount of which is Euro 55 million and additional bank financing lines, with the aim of optimizing the Group's average cost of debt.

Strong investor demand saw the initial target amount comfortably exceeded and interest rates set at the lower end of the price range. The loan was placed with international banks and financial institutions mainly in Europe, Asia and the Middle East, and also received support from Cassa Depositi e Prestiti.

Commerzbank, Credit Agricole "CIB" and Intesa Sanpaolo (IMI Corporate & Investment Banking Division) acted as arrangers. Credit Agricole "CIB" acted as sustainability coordinator and Commerzbank as paying agent.

KT COMPLETES ACQUISITION OF ENGINEERING COMPANY APS EVOLUTION, INCREASING OPERATIONAL CAPACITY AND STRENGTHENING ITS PRESENCE IN ITALY AND EASTERN EUROPE

On July 30, 2024, following its announcement on May 22, 2024, announced that KT - Kinetics Technology S.P.A. (Integrated E&C Solutions) had completed the acquisition of 100% of APS Evolution S.r.l.

APS Evolution S.r.l. is the holding company that controls APS Designing Energy S.r.l., with registered office in Italy, and KTI Poland S.A., with registered office in Poland. These are two globally-recognized engineering companies with strong reputations in project execution for natural resource processing (downstream segment), with a specific focus on innovative rubbers, and green chemistry, particularly in biofuels and bioplastics. In H1, 2024, the companies generated total revenues of Euro 61.7 million and at June 30, 2024 had an order backlog of Euro 137.3 million.

This acquisition will allow MAIRE to expand its engineering capability by integrating a multidisciplinary team of around 290 highly qualified professionals in the fields of process, automation, mechanical, piping, electrical, and civil engineering. Specifically, the acquisition of TI Poland reinforces MAIRE's presence in Eastern Europe, where its objective is to pursue new business opportunities, particularly in upgrading existing plants.

The agreement provides for a cash payment of approx. Euro 7.7 million, of which approx. Euro 1.2 million paid on closing, and Euro 6.5 million to be paid in four tranches by 2030.

This acquisition will support the Group's planned growth in the coming years with the addition of highly qualified professionals. The decarbonization of industry is a key factor in achieving the goals of Europe's Green Deal, and MAIRE is eager to contribute its technological and engineering know-how to create a more sustainable economy.

MAIRE COMPLETES THE FIRST CARBON DIOXIDE CAPTURE AND STORAGE (CCS) PLANT IN ITALY AT THE ENI HUB IN RAVENNA, REDUCING CO_2 EMISSIONS BY MORE THAN 90% BY LEVERAGING THE INTEGRATED APPROACH THAT COMBINES TECHNOLOGIES AND PROVIDES E&C SOLUTIONS

On September 5, 2024 - MAIRE, through its subsidiaries NEXTCHEM (Sustainable Technology Solutions) and KT (Integrated E&C Solutions), acted as technology integrator and completed the Engineering, Procurement and Construction work for a CO_2 capture plant at ENI's natural gas processing plant in Casalborsetti, Ravenna.

The plant, which has just started operation, is designed to separate, purify and compress a volume of CO_2 emissions estimated at about 25 thousand tons per year. The project is ensuring a reduction of CO_2 emissions by more than 90%, which would otherwise be released into the atmosphere. Operating at less than 3% carbon concentration and at atmospheric pressure, the plant is the world's first industrial-scale project with such high levels of carbon dioxide capture efficiency.

This project is the first CO_2 capture facility in Italy and, having supported phase 1 of the Ravenna CCS project, represents a milestone in the consolidation of the entire CCS value chain (from capture to storage) and a solution for decarbonization of increasing importance by playing a key role in environmental sustainability.

As a technology integrator, NEXTCHEM has developed its own innovative solution that can combine third-party technology and enable efficient capture of CO_2 from emission gases, operating at high efficiency with low energy consumption even at extremely low concentrations.

With this project, NEXTCHEM consolidates its track record in CO_2 capture, now included in the NX Decarb™ technology offering aimed at improving the efficiency of CO_2 capture solutions by optimizing heat management and energy use.

MAIRE OPTIMIZES ITS FINANCIAL STRUCTURE WITH A NEW EURO 200 MILLION SUSTAINABILITY-LINKED REVOLVING CREDIT LINE AND THE EARLY REPAYMENT OF THE SACE-BACKED LOAN FOR EURO 182.5 MILLION

On October 17, 2024 - MAIRE signed a new Sustainability-linked credit line maturing in May 2028 for a total amount of Euro 200 million. The revolving credit line complies with the Sustainability-Linked Financing Framework adopted in September 2023 and is linked to specific annual targets to reduce the Group's CO_2 emissions, whose achievement determines the margin applicable to the loan.

The credit line was granted by eight leading banking groups, including Banca Monte dei Paschi di Siena, Banco BPM, Bank ABC, BdM Banca, BPER, Intesa Sanpaolo, Mediocredito Centrale and UniCredit. Intesa Sanpaolo (IMI CIB Division) also acted as sustainability coordinator and facility agent.

The transaction is in line with the strategy to optimize the composition of medium to long-term debt and reduce its overall cost, while improving financial flexibility. As part of this strategy, MAIRE has also repaid in advance at the end of September 2024 the credit line backed by SACE's "Italian Guarantee", which was undertaken in July 2020, for the remaining amount of Euro 182.5 million.

This new revolving credit line, whose provision further highlights the support among the banks of MAIRE's strategy, will increase financial flexibility and diversify funding sources. This is alongside two other sustainability-linked funding transactions carried out in the past year, marking a further step on the path toward integrating emissions reduction goals into the Group's financial management.

TECNIMONT COLLABORATES WITH THE PARADEEP MUNICIPALITY AND THE NATIONAL INSTITUTE OF TECHNOLOGY IN KARNATAKA TO DEVELOP A WASTE BIOGAS PLANT IN INDIA

On November 21, 2024 - TECNIMONT S.p.A. (Integrated E& C Solutions of MAIRE) announced that its Indian subsidiary TECNIMONT Private Limited (TCMPL), in collaboration with the Municipality of Paradeep and the National Institute of Technology, Karnataka - Surathkal (NITK), will develop a biogas plant from waste at the Municipality of Paradeep, Jagatsinghpur District, Odisha, as part of the corporate social responsibility initiatives that TCMPL is pursuing in India.

The biogas plant encourages the implementation of circular solutions to efficiently manage organic waste. Specifically, this initiative will allow biogas to be produced from the conversion of food and vegetable waste through anaerobic digestion; the biogas obtained from recycling organic waste will then be used by community kitchens.

This project will provide jobs for local people engaged in waste collection activities, while university students, through hands-on learning, will have the opportunity to experience innovative solutions. In fact, an initial pilot plant was opened in 2021 at the NITK campus, with the aim of promoting research in circularity. The energy generated, obtained by converting food and vegetable waste from the residence halls and the university cafeteria, has improved self-sufficiency within the campus.

NEXTCHEM LAUNCHES "NX ENGINEERING DISTRICT" IN CATANIA: A TECHNOLOGY HUB OF EXCELLENCE FOR THE APPLICATION OF ITS INNOVATIVE PROCESSES FOR THE ENERGY TRANSITION IN SICILY AND GLOBALLY

On November 27, 2024, the "NX Engineering District" in Catania - NEXTCHEM's (MAIRE) new high-tech engineering center - was launched in the presence of local institutions.

The NX Engineering District, located in Sicily's Science and Technology Park, is within the framework of a regional high development potential thanks to its solid industrial fabric and high-level educational system. For many years MAIRE has collaborated with the University of Catania, convinced that the work undertaken with the universities and technical-professional training centers in the area is decisive for selecting qualified engineers and technicians and for personal and professional development within an international and dynamic reality such as the Group.

The new engineering center seeks to develop a new hub for engaging these talents in innovation and technology to support the energy transition. The goal is to create a hub with more than 200 professionals with a high profile in technological expertise. A commitment, such as MAIRE is making to the area, is essential to further enrich innovation and research in the field of circular economy and green chemistry.

TECNIMONT EXPANDS ITS PRESENCE IN INDIA WITH A NEW OFFICE IN NAVI MUMBAI

On December 5, 2024 - MAIRE announced the opening of the new office of TECNIMONT Private Limited (TCMPL), the Indian subsidiary of TECNIMONT, in Airoli Navi Mumbai; the sixth in the Mumbai metropolitan area and the seventh in India.

This is the third office opened at Airoli's Mindspace area in the 700-capacity Gigaplex Tower. Strategically located in the Central Region, Airoli's office aims to reduce travel time for employees who, each day, take an average of 3 hours to reach their workplace. Reducing travel time not only improves the work-life balance but also contributes to lower carbon dioxide emissions, in line with the Group's sustainability and environmental responsibility goals.

MAIRE Group's presence in India is growing rapidly. The opening of the new office in Airoli supports our expansion plans in India where MAIRE now employs more than 3,100 people, in line with the Group's vision of promoting sustainable growth and innovation.

MAIRE RENEWS EURO COMMERCIAL PAPER PROGRAM FOR UP TO EURO 300 MILLION

On December 18, 2024 - MAIRE S.p.A. (the "Company"), renewed its Euro Commercial Paper Program to issue one or more series of Euro Commercial Paper Notes (the "Notes") first launched on December 16, 2021, increasing the maximum nominal amount from Euro 150 million to Euro 300 million (the "ECP Program").

In line with the program launched in 2021, the ECP Program will be placed with qualifying investors and will be unrated. The program will run for 3 years and have a maximum nominal amount of Euro 300 million. The Notes will not be listed on any regulated market or multilateral trading facility. The ECP Program was submitted to the STEP (Short-Term European Paper) Secretariat in order to obtain the STEP label, or eligibility under the STEP Market Convention.

The ECP Program, in line with the Group's growth in size, strengthens short-term financing instruments and expands available sources, optimizing debt management in terms of maturity and cost.

The dealers of the renewed ECP Program are Banca Akros S.p.A., BNP Paribas, BRED Banque Populaire, Crédit Agricole Corporate & Investment Banking, Equita SIM S.p.A., Intesa Sanpaolo (IMI CIB Division), and PKF Attest Capital Markets S.V., S.A., which also acts as arranger.

More information on the renewed ECP Program is available in the "Information Memorandum" available to the public on the Company's (Group MAIRE) website on the "Investors/Debt/EURO COMMERCIAL PAPER (ECP)" page. Pursuant to Article 72(6) of Consob Issuers' Regulation No. 72, the minutes of the Company's Board of Directors meeting held on November 25, 2024 that approved the renewal of the ECP Program are available to the public at the Company's registered office, on the Company's website (Group MAIRE), on the "Investors/Debt/EURO COMMERCIAL PAPER (ECP)" page, and on the authorized storage mechanism "1info" (1info).

MAIRE SIGNS AGREEMENT FOR A JVC BETWEEN NEXTCHEM AND NEWCLEO THAT WILL PROVIDE HIGHLY QUALIFIED TECHNICAL SERVICES FOR POWER PLANTS BASED ON NEWCLEO'S 200 MWE ADVANCED MODULAR REACTOR (AMR)

On December 18, 2024 - MAIRE S.p.A and Newcleo Holding SA ("newcleo") signed an agreement to establish a Joint Venture Company (JVC) between MAIRE's subsidiary NEXTCHEM (Sustainable Technology Solutions) and Newcleo to develop new generation commercial-scale power plants based on Newcleo's 200 MWe Advanced Modular Reactor (AMR). The plan calls for the first simulator prototype (so-called pre-cursor prototype) of an AMR to be built by 2026 in Italy and for the first reactor to go into operation by the end of 2031 in France, while the final investment decision for the first power plant is expected around 2029.

Newcleo's LFR-AS-200 (Lead-cooled Fast Reactor) technology, which uses MOX (i.e., reprocessed nuclear waste) as fuel, fully reflects NEXTCHEM's vision and circularity model.

The JVC will facilitate and accelerate the development and commercialization of the LFR-AS-200 by integrating the energy expertise of the two partners.

Once binding agreements are signed, the JCV, focused on creating new intellectual property (IP) and providing technical services, will be incorporated by NEXTCHEM S.p.A. and 40% owned by Newcleo. Under the agreement, NEXTCHEM S.p.A. will receive newly issued Newcleo shares up to 5% of the share capital based on the pre-money valuation, following the achievement of certain milestones, the first of which is the entry of Newcleo into the JV and the last of which is related to the final investment decision by the first client.

NEXTCHEM S.p.A. will provide the JVC with engineering and management skills, tools, as well as a dedicated business platform for the development of projects based on LFR-AS-200 technology, complementary with Newcleo's growing expertise in the nuclear field.

The JVC will leverage the expertise of both parties and create its new IP. Specifically, Newcleo will develop the nuclear reactor for its proprietary LFR-AS-200 technology, while

NEXTCHEM S.p.A. will contribute its in-house know-how for the development of advanced engineering and provide proprietary equipment associated with the Conventional Island and Balance of Plant of the nuclear plant, as well as project management and integration services for Newcleo.

Conventional Island and Balance of Plant are essential for converting reactor nuclear power into electricity to be fed into the grid or used to serve chemical districts according to NEXTCHEM S.p.A. 's e-Factory model, thus contributing to the decarbonization of the chemical industry through the production of low-carbon products and synthetic fuels.

The JVC will also provide integration services to other providers of small-modular reactor (SMR) and AMR technologies that do not compete with Newcleo. The business model will enable the provision of dedicated industrial solutions for energy transition for clients potentially interested in implementing power generation facilities based on Generation IV nuclear technologies.

TECNIMONT S.p.A. (Integrated E& C Solutions) will be assigned the status of preferred partner for project implementation, partly due to its innovative modular approach aimed at optimizing development and construction, resulting in reduced time and costs.

Finalization of the transaction is expected by the end of February 2025.

OTHER GOVERNANCE EVENTS

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

On April 17, 2024, MAIRE's Shareholders' Meeting was held. Among other matters, the statutory financial statements at December 31, 2023 were approved, in addition to the distribution of a dividend of Euro 0.197 per share, up 59% on the previous year, for a total amount of Euro 63.5 million, with payment on April 24, 2024. The Shareholders' Meeting also passed resolutions regarding governance, remuneration, the purchase and disposal of treasury shares and By-Law amendments, including the change of the company name to "MAIRE S.p.A.", which is already in the By-Laws in abbreviated form.

TREASURY SHARE BUYBACK PROGRAM COMPLETED IN SERVICE OF THE "2021-2023 LONG-TERM INCENTIVE PLAN OF THE MAIRE GROUP" AND THE FIRST CYCLE (2023) OF THE "2023-2025 GENERAL SHARE PLAN OF THE MAIRE GROUP"

On April 12, 2024, as part of the treasury share buyback program, as per Article 5 of Regulation (EC) No. 596/2014 (the "MAR"), announced to the market on March 18, 2024 for a maximum 6,350,000 ordinary shares (the "Program"), in service of the "2021-2023 MAIRE Group Long Term Incentive Plan" and the First Cycle (2023) of the "2023-2025 MAIRE Group General Share Plan" for the employees of the MAIRE Group companies (the "Plans"), MAIRE S.p.A. (the "Company" or "MAIRE") announced - as per Article 2, paragraph 3 of Delegated Regulation (EC) No. 1052/2016 of the Commission of March 8, 2016 (the "1052 EC Regulation") to have purchased all the shares to service the Plans and the relative Program has been completed. A total of 6,350,000 treasury shares (corresponding to 1.93% of the total number of ordinary shares) were purchased under the plan, at a weighted average price of Euro 7.45, for a total securities value of Euro 47,310,339. In light of the purchases made and the treasury shares already held in portfolio before the start of the Program, on the completion of the program, the Company held a total of 6,473,086 treasury shares. Subsequently, 4,922,822 shares arising from the Program were delivered to the beneficiaries of the MAIRE Group's 2021-2023 Long-Term Incentive Plan, and in addition, 1,364,164 shares were delivered at the conclusion of the first cycle of the 2023-2025 General Share Plan which took place in the second half of 2024.

As of December 31, 2024, the Company, by virtue of the remaining treasury shares from the previous year, the new purchases in 2024 and related deliveries, thus holds a residual 186,100 treasury shares to be used for the next cycle of the long-term share plan.

MAIRE APPROVES TCFD REPORT REINFORCING GROUP'S COMMITMENT TO TRANSPARENCY AND CLIMATE RESILIENCE

On September 10, 2024 - MAIRE S.p.A.'s Board of Directors approved the Group's report based on the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD), marking a significant step toward greater transparency and proactive management of climate-related risks and opportunities. The document, issued on a voluntary basis, confirms MAIRE S.p.A.'s concrete commitment to provide stakeholders with a clear and comprehensive view of how the Group is addressing and integrating climate challenges into its medium and long-term strategy and decision-making processes.

The report considers both short-term and medium to long-term prospects, with forecasts extending to 2030 and 2050. It includes an in-depth analysis of how three different climate change scenarios (based on IPCC1 data) might affect MAIRE's activities. It also outlines the strategies and solutions adopted to mitigate the potential effects of both physical risks, such as the impact of extreme weather events, on owned assets and ongoing projects, and the transition risks associated with moving to a low-carbon economy.

The results show a low level of exposure to both physical and transition risks, which is further balanced by business opportunities arising from the development of technology and engineering solutions dedicated to decarbonization and energy transition. The same highlight the Group's ability to adapt and evolve in a rapidly changing environment with an increasingly resilient business model.

As part of the TCFD project, MAIRE has integrated climate considerations into its risk and opportunity management systems. This approach ensures that every strategic and operational decision is supported by a thorough analysis of climate impacts, enabling the company to effectively anticipate challenges and capitalize on climate-related opportunities.

As part of its sustainability strategy, MAIRE has outlined an ambitious decarbonization plan with clear and achievable goals: 35% reduction in Scope 1 and 2 emissions *(Scope 1 refers to GHG emissions from MAIRE Group's operations at its sites and offices; while Scope 2 is indirect GHG emissions from purchased energy consumption for Group activities)* by 2025 compared to the 2018 baseline, 9% reduction in Scope 3 intensity on value added *(Scope 3 refers to indirect GHG* *emissions related to selected groups of goods and services purchased by MAIRE (e.g., control systems, electrical components and systems, handling, packaging, rotating equipment, static equipment); Scope 3 emission intensity derives from the ratio of GHG emissions to value added, calculated according to the Science Based Targets initiatives (SBTi) guidelines)* by 2025 compared to 2022. The aim is to achieve carbon neutrality for Scope 1 and 2 emissions by 2029 and for Scope 3 emissions by 2050.

This TCFD report represents a significant step in MAIRE's strategy of integrating climate resilience into all of its activities, demonstrating a strong commitment to sustainability and operational excellence in a changing global environment.

The MAIRE Group's TCFD report is available to the public on the Company's website (www.groupMAIRE.com) at the following section: Investors and Sustainability | MAIRE (groupMAIRE.com)

EXTRAORDINARY SHAREHOLDERS' MEETING APPROVES STRENGTHENED MULTI-VOTING RIGHTS

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

As of the Record Date, Shareholders who did not participate in the approval of the Resolution are entitled to exercise their right of withdrawal in accordance with the law ("Withdrawing Shareholders"). For the purposes of the exercise of the right of withdrawal, a person in whose favor the registration on account of the shares was made after the record date (the date referred to in Article 83-sexies, paragraph 2, Legislative Decree No. 58/1998 corresponding to December 10, 2024) and before the opening of the Shareholders' Meeting proceedings shall also be deemed not to have participated in the approval of the Resolution.

Pursuant to Article 2437-ter of the Civil Code, the unit liquidation value of MAIRE shares for which the right of withdrawal is exercised is Euro 7.385.

Please note that the effectiveness of the Resolution will be terminated (and, therefore, the strengthened multi-vote rights and related right of withdrawal will be terminated) if:

1. the cash amount, if any, to be paid by MAIRE to the Withdrawing Shareholders, exceeds in the aggregate the amount of Euro 35 million (the "Withdrawal Amount"); and/or
2. the difference between (x) the value of the MAIRE share for the purposes of the liquidation of the withdrawal (Euro 7.385 for each MAIRE share) and (y) the closing price of the MAIRE share on the last day of the offer period for the shares of the Withdrawing Shareholders, multiplied by the unopted number of MAIRE shares subject to withdrawal, exceeds in total the amount of Euro 2.5 million;

it being understood that the Withdrawal Amount will be calculated net of the amounts due from the Shareholders exercising their option and pre-emption rights pursuant to Article 2437-*quater*, paragraphs 1 and 3, of the Civil Code, or (if applicable) from third parties purchasing the shares subject to withdrawal 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 is met.

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

MANNER AND CONDITIONS FOR THE EXERCISE OF THE RIGHT TO WITHDRAWAL

Pursuant to Article 2437-bis of the Italian Civil Code, the right of withdrawal may be exercised by those entitled, in respect of all or part of the shares held, by sending - within 15 calendar days from the Record Date and, therefore, by January 14, 2025 - a notice by certified e-mail to corporatesecretary@pec.mairetecnimont.it or by registered mail to the address: MAIRE S.p.A., Via Gaetano De Castillia 6A, 20154 Milan (MI), to the attention of the *Group Corporate Affairs and Governance* Function (the "Declaration of Withdrawal"). In the case of a Declaration of Withdrawal sent by registered mail, the Withdrawing Shareholders are asked to send in advance its content by e-mail to: segreteria.ufficiosocietariocompliance@groupmaire.com.

The Declaration of Withdrawal may be made using the form available on the Company's website www.groupmaire.com (in the section "Governance", "Shareholders' Meeting Documents" | MAIRE), as well as on the authorized storage mechanism "1info" (www.1info.it) and shall in each case indicate (i) the identity of the withdrawing Shareholder; (ii) the number of shares for which the right of withdrawal is being exercised; (iii) the indication of the intermediary with which the account in which the shares for which the right of withdrawal is being exercised are registered, together with general details relating to the account (the "Intermediary").

The Shareholder exercising the right of withdrawal must also request from the Intermediary, at the same time as sending the Declaration of Withdrawal to the Company, the issuance of the communication pursuant to Article 43, paragraph 1, of the Post-Trading Consolidated Regulation of Consob and the Bank of Italy dated August 13, 2018 as amended (the "Communication") certifying (i) the uninterrupted ownership by the withdrawing Shareholder of the shares subject to withdrawal from the opening of the Shareholders' Meeting proceedings until the date of the Communication, as well as (ii) the absence of pledges or other encumbrances on the shares in relation to which the right of withdrawal has been exercised. Where the shares subject to withdrawal are encumbered by lien or other restrictions to third parties, the withdrawing Shareholder must attach to the Declaration of Withdrawal a statement by the secured creditor (or the party to whom the restriction relates), in which this party provides their irrevocable and unconditional consent to the releasing of the shares from the lien and/or restriction, in addition to the liquidation of the shares subject to withdrawal, in compliance with the instructions of the withdrawing Shareholder.

The Intermediary shall send the Communication by certified e-mail to corporatesecretary@pec.mairetecnimont.it and shall make the MAIRE shares subject to the Declaration of Withdrawal unavailable until the outcome of the liquidation proceedings.

It is the responsibility of the Shareholders exercising the right of withdrawal to (i) ensure the completeness and correctness of the information contained in the Declaration of Withdrawal and (ii) send such declaration to MAIRE no later than the deadline of January 14, 2025 (inclusive), as stated above; the Company assumes no responsibility in this regard. Declarations of Withdrawal sent after the aforementioned deadline, or not in accordance with the prescribed procedures, or lacking the necessary information, and/or not accompanied in sufficient time by the relevant Intermediary, will not be taken into consideration and the right of withdrawal will not be considered validly exercised.

LIQUIDATION OF SHARES FOR WHICH THE RIGHT TO WITHDRAWAL HAS BEEN EXERCISED

Should one or more of MAIRE's Shareholders exercise the right of withdrawal, the liquidation proceedings will be conducted in accordance with the provisions of Article 2437-*quater* of the Civil Code.

The Company will, in the event that the right of withdrawal is exercised by the entitled Shareholders, offer the shares subject to withdrawal under option and in pre-emption to the other Shareholders and communicate the procedures for the offer and any appropriate information regarding the procedure for the liquidation of such shares as part of the offer notice that will be filed with the Rome Companies Registry and published in a daily newspaper.

The manner and terms of the liquidation process will be communicated within the time limits and in the manner prescribed by the applicable legal and regulatory provisions.

It is understood that if the Resolutive Condition is fulfilled (in the absence of waiver), the effectiveness of the Resolution will cease and consequently the liquidation of the shares subject to withdrawal will not take place.

UNAVAILABILITY OF SHARES SUBJECT TO WITHDRAWAL

MAIRE Shareholders are reminded that, in accordance with the mandatory provisions of the law, the exercise of the right of withdrawal is irrevocable and the shares in relation to which the latter has been exercised may not be sold or constitute the subject of acts of disposal until the transfer of said shares as part of the liquidation proceedings or the verification of the fulfilment (in the absence of waiver) of the Resolutive Condition.

The minutes of the Extraordinary Shareholders' Meeting held on December 19, 2024 are available to the public at the registered office in Rome, the operating office in Milan, on the website www.groupmaire.com (in the section "Governance" - "Shareholders' Meeting Documents" | MAIRE), as well as on the authorized storage mechanism "1info" (www.1info.it). In the same manner and following its registration with the Rome Companies Register, MAIRE's updated By-Laws are also available to the public.

On February 7, 2025 - MAIRE S.p.A. ("MAIRE" or the "Company") announced that on January 14, 2025, the deadline for MAIRE shareholders who did not participate in the approval of the resolution for the strengthened multi-vote rights passed at the Extraordinary Shareholders' Meeting held on December 19, 2024 (the "Resolution") expired.

Based on communications received by the Company, the right of withdrawal was exercised for 50 MAIRE shares, representing approximately 0.0000152% of the share capital, for a total liquidation value of Euro 369.25.

In view of the extremely small number of shares for which the right of withdrawal was exercised, the resolutive condition to which the effectiveness of the Resolution was subject has not been fulfilled, and the Resolution is therefore fully effective.

The shares of the withdrawing shareholders will be purchased by the Company in accordance with Article 2437-quater, paragraph 5 of the Civil Code.

This notice was published in the "Milano Finanza" newspaper on February 8, 2025.

MAIRE ANNOUNCES THAT YOUSEF AL NOWAIS, INDUSTRIAL PARTNER AND LONG STANDING SHAREHOLDER, ENTERS NEXTCHEM'S CAPITAL

On November 13, 2024 - MAIRE, also on behalf of MAIRE Investments S.p.A. ("MI") and Yousef Mohamed Ali Nasser Al Nowais ("Yousef Al Nowais"), announced that Yousef Al Nowais - MAIRE's industrial partner and shareholder since 2013 - has acquired from MI a 5% stake in the share capital of NEXTCHEM S.p.A. ("NEXTCHEM"), a company directly controlled by MAIRE and heading the Sustainable Technology Solutions business unit of the MAIRE Group (the "Equity Investment").

In exchange for acquiring the Equity Investment, Yousef Al Nowais paid MI a consideration of Euro 62.5 million, defined on the basis of a valuation of 100% of NEXTCHEM's share capital (equity value) of Euro 1.25 billion. This amount corresponds to an implied valuation (enterprise value) of NEXTCHEM of approximately Euro 1.3 billion.

By joining NEXTCHEM, Yousef Al Nowais, who also held at that date 4.73% of MAIRE's share capital, will support the further development of the business as a partner with proven experience and reputation in the GCC ("Gulf Cooperation Council") countries, where it operates through its subsidiaries in various sectors in Abu Dhabi.

As a result of the transaction, 82.13% of NEXTCHEM's capital will thus be held by MAIRE (whose shareholding remained unchanged following the Board of Directors' waiver of the right of first refusal with the non-binding favorable opinion of the Related Party Transactions Committee), 12.87% by MI, and the remaining 5.00% by Yousef Al Nowais.

This transaction represents another important step in NEXTCHEM's valuation. The entry into the capital of a long-standing and highly reputable partner such as Yousef Al Nowais will be able to provide further impetus for NEXTCHEM's development in a strategic area such as the Middle East, which is already a key player in the energy transition today.

OTHER EVENTS

MAIRE - ETS FOUNDATION, AWARDS CEREMONY FOR THE EVOLVEART COMPETITION: SCHOOL, ART AND INDUSTRY FOR THE ENERGY TRANSITION

On May 20, 2024, the Colosseum Archaeological Park in Rome hosted the awards ceremony for the EvolveArt competition: School, art and industry for the energy transition. The competition was organized by the MAIRE - ETS Foundation, the Associazione Amici della Biennale dei Licei Artistici (Association of Friends of the Biennale of Art High Schools - ABiLiArt), with the support of the Rete Nazionale dei Licei Artistici (National Network of Art High Schools) and focused on the conception, design and realization of original artistic works with the theme "Technology and Innovation in the Energy Transition".

Fifty art high schools representing 18 Italian regions took part in the competition and 280 works were submitted. Of these, the eight winners will feature on the covers of eight issues of EVOLVE, the MAIRE Group's magazine. They will also be used for the educational activities conducted by the MAIRE - ETS Foundation, which, through art and culture, nurtures communication and networking and raises awareness of job opportunities in sustainability. An additional 20 works in the competition received special mentions.

As part of the Group's sustainability strategy, the MAIRE - ETS Foundation contributes to supporting the Group's community relations and value creation work. Promoting a global energy transition culture for industry and society starts and is achieved through the contribution of young people. The MAIRE - ETS Foundation guides training for tomorrow's humanist engineers, professionals who can contribute to the energy and digital transition of the future. Art and culture are the foundations upon which the Foundation - alongside schools, universities and the third sector - seeks to promote education and combat educational poverty.

MAIRE - ETS FOUNDATION: ENERGY TRANSITION AS AN OPPORTUNITY FOR SOCIAL AND LABOR INCLUSION

September 16, 2024 - From research conducted by the MAIRE - STS Foundation and presented on that date at Casa Litta-Palazzo Orsini in Rome during the event "In the Spirit of Laudato Sì. Towards COP29: energy transition as an opportunity for social and labor inclusion" the need to create new skills for energy transition around the world became clear.

The event, sponsored by the MAIRE - ETS Foundation together with the Embassy of the HM Order of Malta to the Holy See, highlighted the synergy between Pope Francis' Encyclical Laudato Sì and the energy transition, understood as a cultural, social, economic and environmental evolution that represents humanity's most current and complex challenge. Referring to climate change and the risk it poses to humanity, the pontiff says, "we must recognize the magnitude, urgency and beauty of the challenge before us." The challenge of decarbonization is an opportunity for real human development, and in this context, businesses play a primary role in actively contributing to building the common good.

For the achievement of climate goals and the training of more than 30 million workers worldwide (figure indicated by the International Energy Agency), the MAIRE - ETS Foundation considers the creation of new multidisciplinary skills, education on climate adaptation and the development of innovative solutions for the energy transition and decarbonization to be essential.

This is the premise of the research "Climate goals: winning the challenge of climate goals through the creation of skills and competencies worldwide" started in 2023 in collaboration with IPSOS. The study, which was conducted in 12 countries, 4 Continents and with 2,200 respondents, is currently being further developed in Azerbaijan and Kazakhstan. The data analyzed showed a growing awareness of how the energy transition can be an opportunity for job creation and inclusion of women and minorities. The results will be presented this November at COP29 in Baku, Azerbaijan.

The MAIRE - ETS Foundation also announced the launch of a call for research grants for socio-economic studies dealing with the relationship between migratory flows and energy transition, with the aim of preparing a training project for the labor inclusion of migrants in this sector.

The meeting was attended by Matteo Piantedosi, Minister of the Interior; Father Enzo Fortunato, Franciscan, Communications Director of the Papal Basilica of St. Peter's in the Vatican; Cristina Finocchi Mahne, member of the Advisory Board Fordham Gabelli School of Business NYC and professor at the Cattolica del Sacro Cuore University in Milan; Antonio Zanardi Landi, Ambassador of the S.M. Order of Malta to the Holy See; Fabrizio Di Amato, Chairperson of the MAIRE Foundation and Group; and Ilaria Catastini, General Manager of the MAIRE Foundation - ETS.

RESULTS OF MAIRE - ETS FOUNDATION FOCUS AT COP29 IN BAKU: AZERBAIJAN AND KAZAKHSTAN AWARE OF THE URGENCY OF ENERGY TRANSITION

Milan/Baku, November 18, 2024 - Awareness is growing of the importance of the energy transition and the benefits to the environment, economy and society, and this is also growing in fossil-based countries such as Azerbaijan and Kazakhstan. This is clear from research by the MAIRE - ETS Foundation, the Foundation of MAIRE Group, an Italian technology and engineering company, which is launching at COP29 the second edition of the study conducted in collaboration with IPSOS entitled "Climate goals: winning the challenge of climate goals through the creation of skills and competencies worldwide. Addendum 1: Azerbaijan-Kazakhstan focus."

The 2024 edition adds Azerbaijan and Kazakhstan, bringing the total panel to 12 countries (Italy, United Kingdom, United States, Turkey, KSA, United Arab Emirates, Algeria, Chile, China, India, Azerbaijan, Kazakhstan) with 2,000 interviews targeting a sample of highly educated individuals and opinion leaders.

The research, sponsored by NEXTCHEM S.p.A., TECNIMONT S.p.A. and MAIRE S.p.A., shows that the international community is increasingly aware that the energy transition requires new skills to create business and job opportunities. Overall, the study found that respondents believe in the long-term value and positive impact of the energy transition, despite the perceived short-term challenges and costs. Countries facing a major challenge in the transition to a sustainable economy based on renewable and circular solutions will need the most investment in training and skills development in the coming years.

In Azerbaijan, 55% of respondents consider the energy transition a priority, compared to 39% of respondents in Kazakhstan, indicating a growing awareness of environmental issues and the potential economic opportunities they offer, suggesting fertile ground for future "green" initiatives.

The energy transition process requires substantial retraining of the workforce in both Azerbaijan and Kazakhstan. The widespread acceptance of this need results in the need for greater education on energy transition issues. This perspective is of particular interest in regions where traditional energy jobs may be at risk, offering a path to economic diversification.

The skills required range from technical knowledge to so-called soft skills. In Kazakhstan, with its vast natural resources and existing energy infrastructure, the main focus is on environmental impact analysis and assessment. In Azerbaijan, where there is an increasing emphasis on diversification of the energy sector, developing expertise in solar, wind, and other renewable energy sources is critical to the country's transition to a more sustainable energy mix.

In Azerbaijan, problem solving is considered a priority, as the transition presents several challenges that require innovative solutions. In Kazakhstan, critical thinking skills are considered essential for analyzing complex data, evaluating alternative approaches, and making informed decisions.

By investing in human capital and fostering a skilled and qualified workforce, Azerbaijan and Kazakhstan can not only contribute to global climate goals, but also strategically position themselves in the emerging sustainable economic landscape.

The results of this study on Azerbaijan and Kazakhstan show that energy transition is possible in all geographies with a phased approach, to which all available technological solutions, including decarbonized gas, contribute.

THE MAIRE GROUP AND THE COLOSSEUM ARCHAEOLOGICAL PARK PRESENT IN-GENIUM. GLIMPSES INTO THE PAST AND FUTURE OF TECHNOLOGY A PROJECT THAT COMBINES THE INGENUITY OF ANCIENT AND PRESENT TECHNOLOGY WITH AN EYE TOWARD A SUSTAINABLE FUTURE

On December 17, 2024 - A presentation of the publishing project "in-genium. Glimpses on the past and future of technology" took place at the Curia Julia within the Colosseum Archaeological Park in Rome, created through the sponsorship of the MAIRE Group with its MAIRE - ETS Foundation. A research project on the roots of ancient technology and its links to today's engineering skills, explored in the philosophical, semiotic as well as archaeological and architectural spheres, but especially through the language of contemporary photography.

The volume traces the history of *téchne - the art of making and know-how* - thanks to the involvement of students and masters from the Italian Fine Arts Academies of Brera, Catania and Rome, who were involved in an experimental "artist residency" workshop in Rome and coordinated by Carmelo Nicosia.

The book, published by Silvana Editoriale, was guided by a number of themes and related key words: the genius of the Domus Aurea's Neronian planning (design); measuring the sacred and the beautiful at the Curia Julia and the Roman Forum (measure); the water systems at the Farnese Gardens, the House of the Vestals, the Fountain of the Pelte and the Cloaca Maxima (channel); the cement works at the Temple of Venus and Rome and the methods used to mix natural pigments for rustic mosaics (mix); the underground hoist system used at the Colosseum to lift the spectacle sets into place and the vertical construction technique used to erect the stone pillars of Trajan's Column (lift); and finally the Domus Tiberiana, an example of the "circular economy" (reuse).

The book opens with a sequence of powerful shots by Luca Campigotto, intersected with industrial landscapes from the archive of plants constructed by MAIRE, a novel combination presented by Nunzio Giustozzi. Each section is preceded by an introduction connecting philosophy and semiology by Ilaria Gaspari and a fact sheet by the archaeologists, architects and restorers responsible for the different sites. The photo trail bridges yesterday's technology with today's and projects engineering challenges into the future of sustainability.

A selection of photographs will remain on display at the Colosseum Archaeological Park for the holiday season. The photography project is transformed into a story through the voice of Jacopo Veneziani, in a podcast by Chora Media.

The in-genium project represents a unique opportunity to tell the story of the interweaving of ancient ingenuity and contemporary innovation through the universal language of photography. The project emerged from the meeting between MAIRE and PArCo in an ongoing dialogue projected toward a sustainable future. The technical knowledge of the ancient Romans anticipates many aspects of modern industry.

3. Investor information

MAIRE S.p.A. share capital at December 31, 2024

	Expressed in No. of shares	Expressed in No. of voting rights
Share Capital	Euro 19,920,679.32	Euro 19,920,679.32
Total	n. 328,640,432	n. 496,738,132
Floating share capital	n. 160,975,298	n.a.(1)
Floating share capital %	49%	n.a.(1)

(1) Following the amendments to Article 2.2.1. of the "Regulation for markets organized and managed by Borsa Italiana", in force since March 4, 2019, the calculation of the free float was made only on the basis of the number of shares and not on the number of votes.

MAIRE share performance

GENERAL ECONOMIC OVERVIEW

In 2024, the market was affected by persistent international geopolitical tensions, particularly the conflicts in Ukraine and Israel. Financial markets have benefited from the expansionary monetary policies adopted by major central banks, aimed at stimulating economic growth with inflation levels in line with their respective targets.

The strong stock market performances in the year slowed in the last quarter, due to growing fears of an economic slowdown, particularly in China, and uncertainties related to elections in the United States and the political situation in certain European countries. Despite this, the major stock indexes closed higher in 2024, supported by expectations of gradually declining inflation.

The Nasdaq was up 29%, driven by technology stocks, while the FTSE MIB and Euro Stoxx 600 indexes ended the year up 13% and 6%, respectively.

MAIRE

In 2024, the MAIRE share price had one of the best performances among the major European peers, marking a year-on-year increase of about 68%.

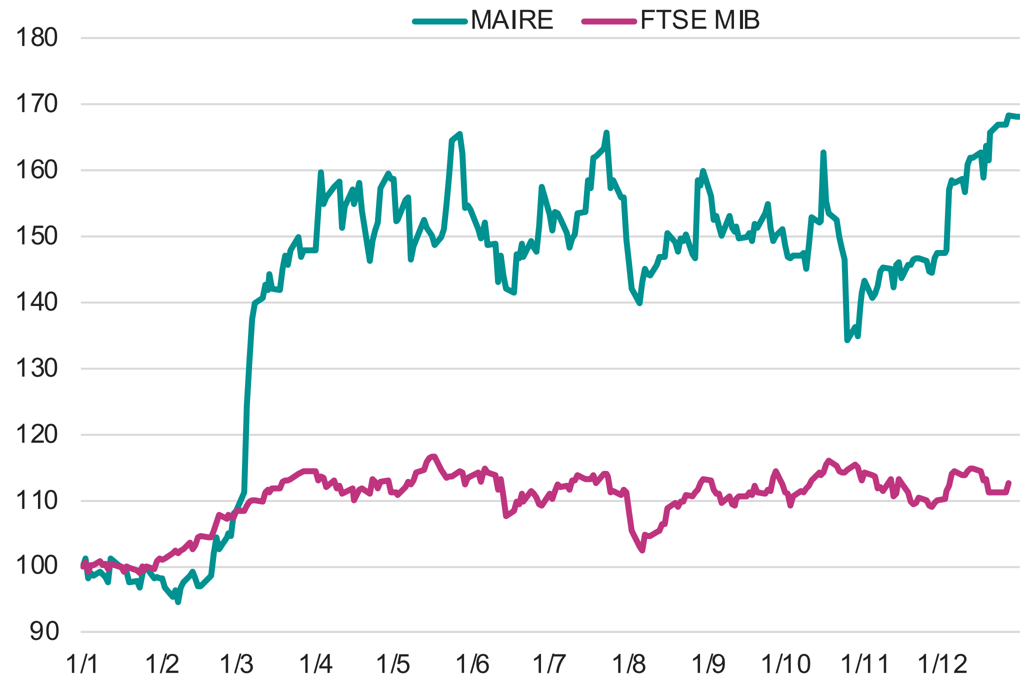
Against a favorable backdrop for the Energy Services sector, the stock's uptrend has been supported by growth prospects and a gradual improvement in profitability, partly due to the Group's strategic positioning in developing innovative technologies to reduce emissions, improve energy efficiency, and optimize consumption. This is complemented by an integrated business model geared toward sustainable value creation.

MAIRE in 2024 maintained extensive and ongoing investor relations activities, using hybrid methods of interaction, i.e. both virtual and in-person. In 2024, there were over 380 meetings with investors at the world's major stock exchanges.

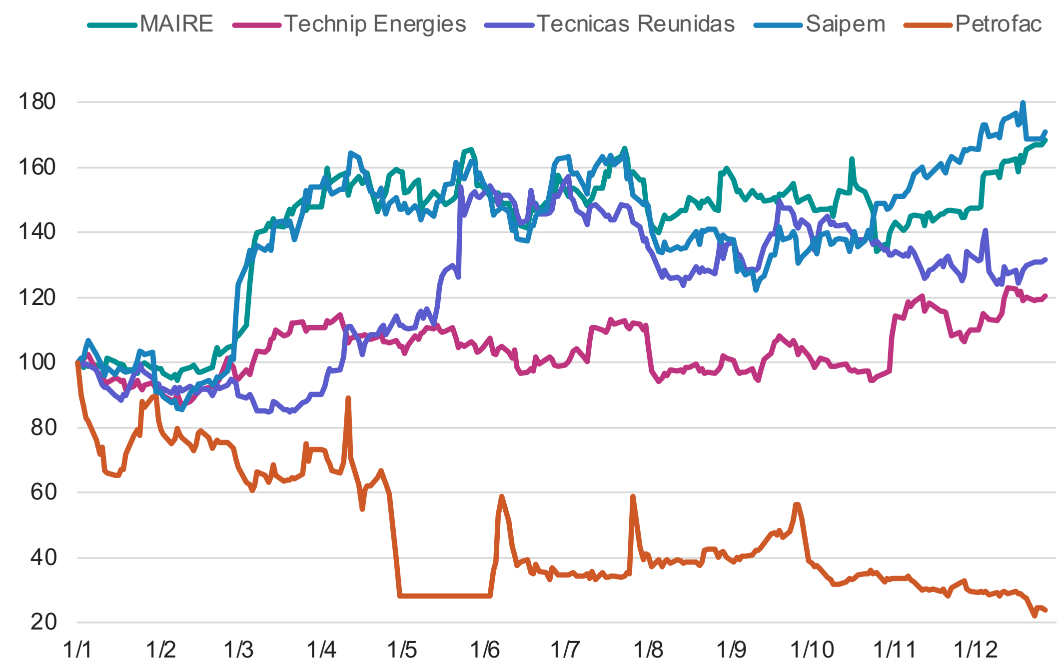
The average daily trading volume in 2024 was approx. 0.8 million shares, at an average price of Euro 6.976.

Milan Stock Exchange ordinary share price (Euro)	01/01 - 31/12/2024
Maximum (December 27, 2024)	8.270
Minimum (February 7, 2024)	4.646
Average	6.976
Year-end (December 31, 2024)	8.260
Stock market capitalization (at December 31, 2024)	2,714,569,968

MAIRE 2024 share performance against the FTSE MIB



MAIRE 2024 share performance against our main peers



The Group's commitment to sustainability issues and related performances are assessed through Sustainability Ratings. ESG analysts continuously monitor the MAIRE Group's sustainability performance in relation to environmental, social and governance issues. ESG ratings have become an important tool for investors' choices according to the risks and opportunities related to investment portfolio sustainability, in order to develop active and passive sustainable investment strategies. Also in 2024, the Group maintained or improved its major ESG ratings and indices, maintaining a prominent position in some indices, including the MSCI.

CONTENTS	DESCRIPTION	SCORE 2024 (*)	Sector Average (*)	SCORE 2023 (*)	Trend
MSCI	Morgan Stanley Capital International (MSCI) Research is a leading ESG rating agency that assesses the environmental, social and governance (ESG) performance of major companies around the world. min-max scale: CCC<AAA	**AA**	**n.d.**	AA	↔
Bloomberg	Bloomberg ESG Disclosure Scores evaluates companies based on their ESG data disclosure, considering the specific industry sector min-max scale: 0<100	**64.04/100**	**62.6**	62.2/100	↑
	Bloomberg ESG Score measures a company's management of financially relevant ESG issues min-max scale: 0<10	**7.42**	**n.d.**	n.a.	-
SUSTAINALYTICS	ESG Risk Rating from Sustainalytics provides the index of the degree of exposure to ESG risks in their management. The less they are managed, the higher the score min-max scale: 100<0	**22.0/100**	**n.d.**	22.4/100	↑
S&P Global	S&P Global CSA Score measures a company's Environmental, Social and Governance (ESG) performance. This index is developed by S&P Global, a leading financial rating and market analysis agency. min-max scale: 0<100	**53/100**	**32/100**	49/100	↑
CDP	CDP is the world's most recognized international non-profit organization specializing in assessing and measuring the climate change environmental performance of major listed companies min-max scale: D<A	**Climate B**	**n.d.**	Climate B	↔
		Water B	**n.d.**	Water n.d.	-
ecovadis	EcoVadis is a leading ESG rating provider used by more than 60,000 companies worldwide to rate their suppliers. min-max scale: brown<silver<gold<platinum	**GOLD 74/100 (Top 5%)**	**52**	GOLD 70/100	↔
ISS ESG	ISS (Institutional Shareholder Services) is a leading global organization in providing analysis and advice on corporate governance, ESG (Environmental, Social and Governance) risks, and proxy voting to institutional investors and corporations. ESG Corporate Rating is based on a combination of environmental, social and governance criteria weighted according to their relevance to the industry and impact on corporate risk and performance. Min-max scale: D<A	**C**	**n.d.**	C-	↑

(*) For Bloomberg, the values shown are for 2023 and 2022. The industry average is defined by ESG agencies or in the case of Bloomberg is defined considering the following group of peers: Petrofac, TechnipEN, Tecnicas Reunidas, Saipem.

4. Group operating performance

The MAIRE Group 2024 key financial highlights (compared to the previous year) are reported below:

(YTD in Euro thousands)	Note	2024	%	2023	%	Change	
Performance indicators:							
Revenues	27.1-2	5,900,038		4,259,511		*1,640,527*	*38.5%*
Business Profit (**)	27.3	492,839	8.4%	362,872	8.5%	*129,967*	*35.8%*
EBITDA (***)	27.3	386,364	6.5%	274,407	6.4%	*111,957*	*40.8%*
Amortization, depreciation, write-downs and provisions		(64,756)	(1.1%)	(57,866)	(1.4%)	*(6,890)*	*11.9%*
EBIT		321,609	5.5%	216,540	5.1%	*105,068*	*48.5%*
Net financial expense	27.10-11-12	(10,285)	(0.2%)	(30,325)	(0.7%)	*20,040*	*(66.1%)*
Income before tax		311,324	5.3%	186,215	4.4%	*125,109*	*67.2%*
Income taxes	27.13	(98,921)	(1.7%)	(56,707)	(1.3%)	*42,214*	*74.4%*
Tax rate		(31.8%)		(30.5%)		*N/A*	
Net income / (loss)		212,403	3.6%	129,508	3.0%	*82,894*	*64.0%*
Group net income		198,682	3.4%	125,356	2.9%	*73,326*	*58.5%*

(*) The notes refer to the paragraphs of the Explanatory Notes to the consolidated financial statements where the respective accounts are analyzed in detail.

(**) "Business Profit" is the industrial margin before the allocation of general and administrative costs and research and development expenses; its percentage of revenues is the Business Margin.

(***) EBITDA is net income for the year before taxes (current and deferred), net financial expenses, gains and losses on the valuation of holdings, amortization and depreciation and provisions. EBITDA is a measure utilized by management to monitor and assess the operating performance. Management consider EBITDA a key parameter in measuring the Group's performance as not impacted by the effects of differing criteria applied to taxable income, the amount and characteristics of the capital utilized and by amortization and depreciation. As EBITDA is not governed by the Group's accounting standards, the Group calculation criteria may not be uniform with those adopted by other groups and, therefore, may not be comparable.

The MAIRE Group in 2024 reports revenues of Euro 5,900 million, up 38.5% on the previous year, thanks to the constant progression of projects under execution, including the advancement of the Hail and Ghasha engineering and procurement activities.

The Group reports a Business Profit of Euro 492.8 million for 2024, up 35.8% on Euro 362.9 million in the previous year, essentially as a consequence of the higher volumes in the year. The 2024 Consolidated Business Margin was 8.4%, in line with recent quarters.

General and administrative costs amounted to Euro 94.7 million (Euro 77 million in 2023), increasing following the planned strengthening of the structure to support the overall expansion of Group operations. In 2024 they accounted for 1.6% of consolidated revenues, significantly down from the 1.8% reported in 2023.

Thanks also to efficient overhead cost management, net of R&D costs of approx. Euro 11.8 million (Euro 10.7 million in 2023), the Group reports 2024 EBITDA of Euro 386.4 million, up 40.8% on 2023 (Euro 274.4 million), driven by higher volumes and an altered production mix. The margin was 6.5%, increasing 10 basis points on 2023, due also to a higher contribution from technology solutions and high value-added services.

Amortization, depreciation, write-downs and provisions totaled Euro 64.8 million (Euro 30.1 million concerning the depreciation of the right-of-use - leasing recognized as per IFRS 16), increasing on 2023 (Euro 57.9 million) as a result of the commercialization of the new patents and technological developments, the entry into service of the assets to support the digitalization of industrial processes and the higher doubtful debt provision in line with the general increase in Group activities.

As outlined above, 2024 EBIT was Euro 321.6 million, up 48.5% on 2023 (Euro 216.5 million) and with a margin of 5.5%, up 40 basis points on the previous year.

Financial management reports net expense of Euro 10.3 million, compared to net expense of Euro 30.3 million in 2023, thanks to the positive contribution of some derivative instruments, in addition to the higher interest income recognized on liquidity.

Income before taxes amounted to Euro 311.3 million, with estimated income taxes of Euro 98.9 million, increasing approx. Euro 42.2 million, essentially due to higher income before taxes than the previous year, driven by a strong operating performance in 2024. The effective tax rate was approx. 31.8%, improving slightly on the average tax rate reported in 2023 and based on the various countries in which Group operations are carried out, which is now more focused on the Middle East and thus subject to the full Italian tax rate; in 2024, tax losses were also reported in some areas in relation to initiatives being completed and partnerships with third parties, against which no deferred tax assets are currently recognized.

2024 Consolidated net income was Euro 212.4 million (Euro 129.5 million in 2023), up 64% as a result of that outlined above, with a margin of 3.6% (up 60 basis points), the highest level ever achieved by the Group.

Group net income amounted to Euro 198.7 million, up 58.5% on 2023 (Euro 125.4 million).

ALTERNATIVE PERFORMANCE INDICATORS

In compliance with Consob Communication No. 0092543 of December 3, 2015, indications are provided below in relation to the composition of the performance measures utilized in this document and in the institutional communications of the MAIRE Group.

BUSINESS PROFIT is the industrial margin before the allocation of general and administrative costs and research and development expenses and therefore reflects the sum of total revenues, order costs and commercial costs included in the income statement.

BUSINESS MARGIN is the percentage of the BUSINESS PROFIT, as defined above, on total revenues included in the income statement.

EBITDA: is net income for the year before taxes (current and deferred), net financial expenses, gains and losses on the valuation of holdings, amortization and depreciation and provisions.

This indicator is also presented in 'percentage' form as a ratio between EBITDA and Total Revenues included in the income statement.

EBITDA is a measure utilized by management to monitor and assess the operating performance. Management consider EBITDA a key parameter in measuring the Group's performance as not impacted by the effects of differing criteria applied to taxable income, the amount and characteristics of the capital utilized and by amortization and depreciation. As EBITDA is not governed by the Group's accounting standards, the Group calculation criteria may not be uniform with those adopted by other groups and, therefore, may not be comparable.

EBIT or Operating Result: is the net income for the year before taxes (current and deferred), net financial expenses, gains and losses on the valuation of holdings.

5. Performance by Business Unit

Introduction

MAIRE S.p.A. heads an integrated industrial group providing engineering services and large works in various industrial sectors on the domestic and international markets.

The BU figures are in line with the internal reporting structure utilized by company Top Management and in particular with the reporting used by the highest decision-making level for the taking of business decisions, identified as the Chief Executive Officer (CODM) at September 30, 2024.

The Group concentrates its operations in two business units ("BU's"). Specifically: i) "Integrated E&C Solutions", covering executive general contractor operations; and ii) "Sustainable Technology Solutions", covering all of the Group's sustainable technology solutions/operations, in addition to the high value-added/innovative services primarily focused on the energy transition, so as to achieve economies of scope and synergies on projects with integrated technologies and processes, in addition to greater operational efficiency and reduced overheads.

The features of these sectors are outlined below:

1. **Sustainable Technology Solutions (STS):** in which all of NEXTCHEM's sustainable technology solutions are concentrated, as well as high value-added services aimed primarily at the energy transition. This business unit, given its technological nature, expresses low volumes but with significantly high margins, also accompanied by a low level of risk. The BU is thus focused on three distinct business lines, i.e.: 1) Nitrogen Fertilizers; 2) Low Carbon Energy Vectors; 3) Circular Solutions;
2. **Integrated E&C Solutions (IE&CS):** covering the general contractor executive responsibilities and all typical EPC (Engineering, Procurement and Construction) project activities and synergies on projects with integrated technologies and processes. Given the nature of these activities, high volumes for this business unit are expected and margins in line with the average for EPC contracts. This BU may provide services or operate in partnership with the "STS" BU, given the growing demand for investments in solutions that are increasingly oriented towards decarbonization.

The Group assesses the performance of the operating segments based on the segment operating result. Segment revenues are those directly deriving from or attributable to the Segment and from core operations and include revenues from agreements with third parties. Segment costs are charges from segment operations incurred from third parties. For Group operations, amortization, depreciation, provisions for risks, financial income and expense and income taxes are borne by the corporate entity as excluded from operating activities and are presented in the total column.

The MAIRE Group 2024 key financial highlights by Business Unit (compared with the same period of the previous year) are reported below:

Segment disclosure is reported in the following tables:

(In Euro thousands)	Integrated E&C Solutions		Sustainable Technology Solutions		Total	
	Total	% on Revenues	Total	% on Revenues	Total	% on Revenues
2024						
Revenues	5,542,487		357,551		5,900,038	
Business Margin	385,429	7.0%	107,411	30.0%	492,839	8.4%
EBITDA	300,733	5.4%	85,632	23.9%	386,364	6.5%
2023						
Revenues	3,997,732		261,780		4,259,511	
Business Margin	278,947	7.0%	83,925	32.1%	362,872	8.5%
EBITDA	209,261	5.2%	65,146	24.9%	274,407	6.4%
Change December 2024 vs 2023						
Revenues	1,544,756	38.6%	95,771	36.6%	1,640,527	38.5%
Business Margin	106,482	38.2%	23,486	28.0%	129,968	35.8%
EBITDA	91,471	43.7%	20,486	31.4%	111,957	40.8%

Integrated E&C Solutions (IE&CS) Business Unit

FY 2024 revenues amounted to Euro 5,542.5 million (Euro 3,997.7 million in FY 2023), up 38.6% on the previous year, mainly due to the progression of projects under execution, including the progress of the Hail and Ghasha gas treatment and sulfur recovery project in Abu Dhabi.

The "IE&CS" Business Unit reports a Business Profit of Euro 385.4 million in 2024, up from Euro 278.9 million in the previous year, due essentially to the increase in business volumes as described above. The 2024 Business Margin was 7% in line with the previous year.

The "IE&CS" Business Unit, taking account also of general and administrative costs and of R&D costs, in 2024 reports EBITDA of Euro 300.7 million, increasing 43.7% on the previous year (Euro 209.3 million), essentially, as indicated above, due to the greater volumes in 2024 and the benefit also of higher operating leverage. The margin was 5.4%, increasing 20 basis points on 2023.

Sustainable Technology Solutions (STS) Business Unit

2024 Revenues of Euro 357.6 million rose 36.6% on the previous year (2023 revenues of Euro 261.8 million), thanks to the consistent growth of technological solutions and of services, mainly for the production of fertilizers, carbon capture and circular fuels.

The 2024 Business Profit was Euro 107.4 million (Euro 83.9 million in 2023), increasing on the previous year due to the higher volumes in 2024. Finally, the 2024 Business Margin was 30%, due to a differing mix of technological solutions.

The "STS" Business Unit, taking account also of the general and administrative and R&D costs, reported for 2024 EBITDA of Euro 85.6 million, which significantly increased on the previous year (Euro 65.1 million for 2023), due to the increased volumes and an altered technological solutions mix, as outlined above and a margin of 23.9%.

Value of production by Region

The regional breakdown of Revenues in 2024 compared to the previous year is illustrated below:

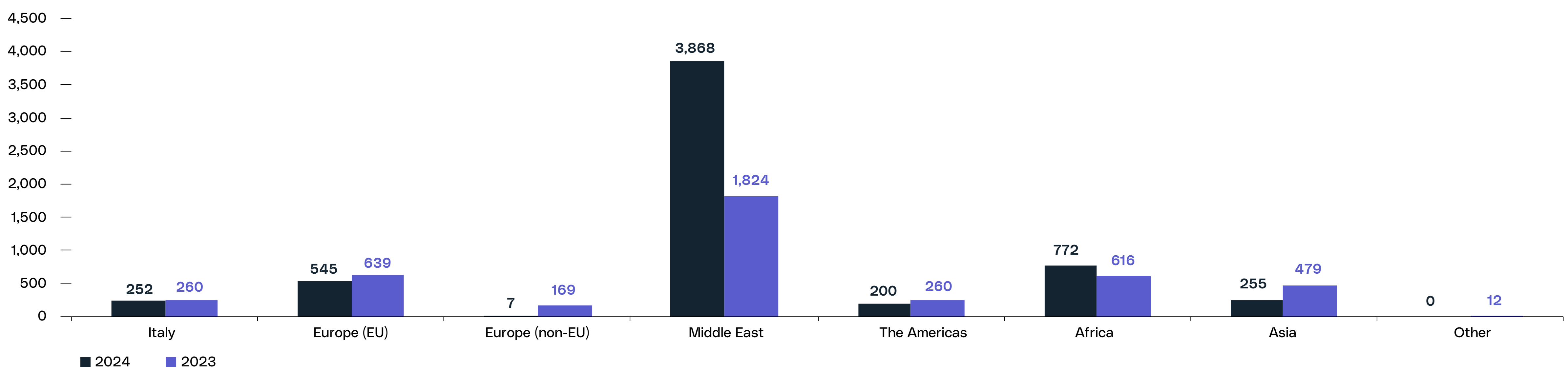
	2024		2023		Change	
(In Euro thousands)	Total	%	Total	%	Total	%
Italy	252,291	4.3%	259,799	6.1%	(7,508)	(2.9%)
Overseas						
• Europe (EU)	545,010	9.2%	638,563	15.0%	(93,553)	(14.7%)
• Europe (non-EU)	7,460	0.1%	169,483	4.0%	(162,023)	(95.6%)
• Middle East	3,868,223	65.6%	1,823,739	42.8%	2,044,484	112.1%
• The Americas	200,399	3.4%	259,850	6.1%	(59,451)	(22.9%)
• Africa	771,691	13.1%	616,339	14.5%	155,352	25.2%
• Asia	254,964	4.3%	479,441	11.3%	(224,476)	(46.8%)
• Other	0	0.0%	12,297	0.3%	(12,297)	na
Total Consolidated Revenues	**5,900,038**		**4,259,511**		**1,640,527**	**38.5%**

LThe above table indicates the percentage of revenues by region, reflecting the current development of activities. The revenue table indicates the significant increase in the Middle East area following the development of projects, principally Borouge 4, the Ras Laffan project and the initial activities on the Hail and Ghasha project.

All other regions reported a slight contraction on the previous year, as the execution phase of projects, in particular for the Indian projects, are highly advanced, while in the previous year accounted for a greater proportion of Group operations.

Africa reports an increase as work continues on the Port Harcourt refinery in Nigeria and work also begins on the initiatives in Algeria.

Revenues by Region (Euro Millions)



6. Backlog by Business Unit and Region

The following tables outline the Group's Backlog, broken down by Business Unit at December 31, 2024, net of third party shares and compared to the previous year:

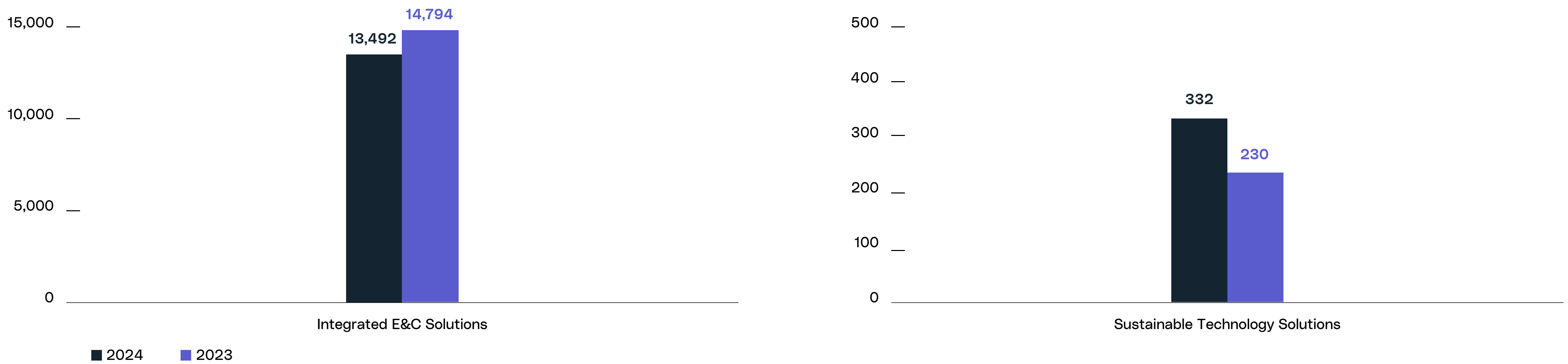
Backlog by Business Unit

(In Euro thousands)	Integrated E&C Solutions	Sustainable Technology So-lutions	Total
Initial Order Backlog at 01/01/2024	**14,793,989**	**230,384**	**15,024,373**
Adjustments/Eliminations (*)	595,905	121,169	717,074
2024 Order Intake	3,644,184	337,792	3,981,975
Revenues	5,542,487	357,551	5,900,038
Backlog at 31/12/2024	**13,491,590**	**331,793**	**13,823,384**

(*) The 2024 Adjustments/Eliminations for the Integrated E&C Solutions BU mainly reflect adjustments related to exchange rate effects on the portfolio for approx. Euro 128 million, the portfolio acquired of the APS Group and residually adjustments for revenues not included from the initial backlog; for the Sustainable Technology Solutions BU, the reclassification of the backlog of the KT Tech S.p.A. "know-how and technology" business unit of KT S.p.A., which was transferred to the NEXTCHEM scope in July 2024 and proposes high added value technologies, engineering services and the supply of proprietary equipment similar to NEXTCHEM's offerings, particularly for hydrogen and methanol production and sulfur recovery. The additional adjustments are for revenues not included in the initial backlog (production and sales activities of MyReplast Industries S.r.l.) and other minor adjustments.

(In Euro thousands)	Backlog at 31.12.2024	Backlog at 31.12.2023	Change December 2024 vs De-cember 2023	
Integrated E&C Solutions	13,491,590	14,793,989	(1,302,398)	(8.8%)
Sustainable Technology Solutions	331,793	230,384	101,410	44.0%
Total	**13,823,384**	**15,024,373**	**(1,200,989)**	**(8.0%)**

Backlog by Business Unit (€ millions)



In 2024, the MAIRE Group won new projects and existing contract extensions worth approx. Euro 3,982 million, of which Euro 3,644.2 million in the Integrated E&C Solutions BU and Euro 337.8 million in connection with the Sustainable Technology Solutions BU.

The Backlog at December 31, 2024 was Euro 13,823.4 million, decreasing by approx. Euro 1,201 million on the December 31, 2023 figure.

Backlog by Region

The Group Backlog broken down by region is presented below:

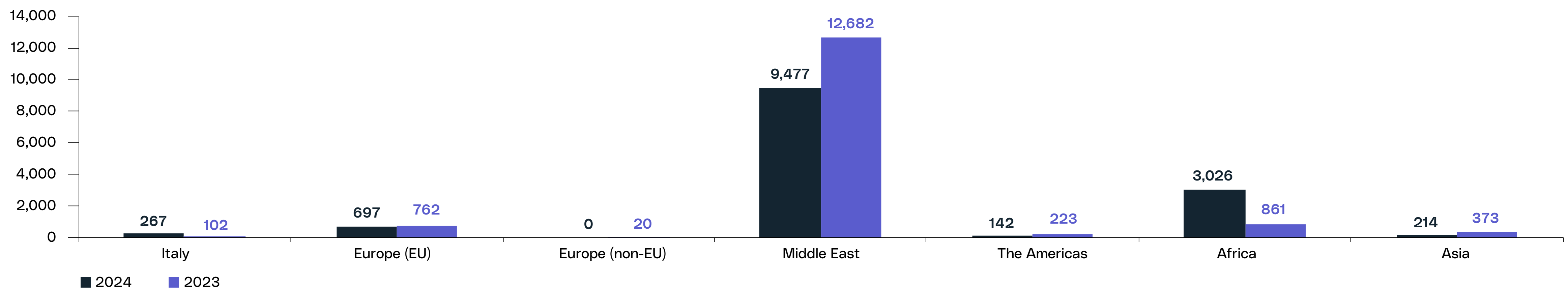
The Group Backlog broken down by region at December 31, 2024, and compared with December 31, 2023 is presented below:

(In Euro thousands)	Italy	Overseas						Total
		Europe (EU)	Europe (non-EU)	Middle East	The Ameri-cas	Africa	Asia	
Initial Order Back-log at 01/01/2024	**102,425**	**761,958**	**20,279**	**12,681,738**	**223,314**	**861,277**	**373,382**	**15,024,373**
Adjust-ments/Eliminations (*)	224,894	(20,218)	(14,326)	488,047	46,602	45,081	(53,006)	717,074
2024 Order Intake	192,374	500,046	1,506	175,286	72,963	2,891,643	148,157	3,981,975
Revenues	252,291	545,010	7,460	3,868,223	200,399	771,691	254,964	5,900,038
Backlog at 31/12/2024	**267,403**	**696,776**	**0**	**9,476,848**	**142,480**	**3,026,309**	**213,568**	**13,823,384**

(*) Le Rettifiche/Elisioni del 2024 riflettono principalmente aggiustamenti per adeguamenti legati agli effetti cambi sul portafoglio, il portafoglio acquisito del Gruppo APS, aggiustamenti per ricavi non inclusi del portafoglio ordini iniziale (attività di produzione e vendita della MyReplast Industries S.r.l.) ed altri aggiustamenti minori.

(In Euro thousands)	Backlog at 31.12.2024	Backlog at 31.12.2023	Change December 2024 vs December 2023	
Italy	267,403	102,425	164,978	161.1%
Europe EU	696,776	761,958	(65,182)	(8.6%)
Europe (non-EU)	0	20,279	(20,279)	(100.0%)
Middle East	9,476,848	12,681,738	(3,204,890)	(25.3%)
The Americas	142,480	223,314	(80,834)	(36.2%)
Africa	3,026,309	861,277	2,165,032	251.4%
Asia	213,568	373,382	(159,813)	(42.8%)
Total	**13,823,384**	**15,024,373**	**(1,200,989)**	**(8.0%)**

Backlog by Region (Euro millions)



Order Intake by Business Unit and Region

The table below outlines 2024 Intake broken down by Business Unit and Region and compared with the previous year:

(In Euro thousands)	2024		2023		Change 2024 vs 2023	
		% of total		% of total		
Acquisizioni per Business Unit:						
Integrated E&C Solutions	3.644.184	91,5%	10.875.021	97,3%	(7.230.837)	(66,5%)
Sustainable Technology Solutions	337.792	8,5%	299.119	2,7%	38.673	12,9%
Totale	3.981.975	100%	11.174.139	100%	(7.192.164)	(64,4%)
Order Intake by Region:						
Italy	192,374	4.8%	132,268	1.2%	60,107	45.4%
Europe EU	500,046	12.6%	255,291	2.3%	244,755	95.9%
Europe (non-EU)	1,506	0.0%	27,521	0.2%	(26,014)	(94.5%)
Middle East	175,286	4.4%	10,238,191	91.6%	(10,062,904)	(98.3%)
The Americas	72,963	1.8%	138,758	1.2%	(65,795)	(47.4%)
Africa	2,891,643	72.6%	180,780	1.6%	2,710,863	1499.5%
Asia	148,157	3.7%	200,462	1.8%	(52,305)	(26.1%)
Others	0	0.0%	869	0.0%	(869)	(100.0%)
Total	3,981,975	100%	11,174,139	100%	(7,192,164)	(64.4%)

In 2024, the MAIRE Group won new projects and extensions on existing contracts worth approx. Euro 3,982 million, of which Euro 3,664.2 million in the Integrated E&C Solutions BU (-66.5% vs. December 31, 2023) in which the record Hail and Ghasha project in Abu Dhabi was won worth approx. USD 8.7 billion, and for Euro 337.8 million in relation to the Sustainable Technology Solutions BU, the latter up 12.9% on the previous year.

The main projects awarded to the Sustainable Technology Solutions business unit include the contracts for the licensing and supply of proprietary equipment for an "Ultra- Low Energy" urea plant in China by Jiangsu Huachang Chemical Co, a licensing and equipment supply contract for a state-of-the-art urea synthesis and granulation plant in Egypt on behalf of El-Nasr Company for Intermediate Chemicals (NCIC), a licence agreement with DG Fuels Louisiana LCC in relation to its proprietary gasification technology NX Circular, a contract to develop the Process Design Package (PDP) for the hydrogen and carbon dioxide recovery unit of the Hail and Ghasha development project, engineering works and various pre-feasibility studies, and licensing, and due process design packages awarded by SOCAR for the efficiency upgrading of the HAOR complex in Azerbaijan, leveraging its proprietary NX Sulphurec™ technology.

For the Integrated E&C Solutions business unit, new orders mainly include a contract for TECNIMONT for the Engineering, Procurement, Construction and Commissioning (EPCC) of a new linear alkyl benzene sulfonate (Llinear Alkyl Benzene, LAB) plant in the Skikda industrial zone, 350 kilometers east of Algiers by SONATRACH worth approx. USD 1.1 billion; also from SONATRACH and in consortium with Baker Hughes, TECNIMONT has been awarded an EPC contract for the construction of three compressor stations and to upgrade the gas collection system, in the Hassi R'mel gas field, 550 kilometres south of Algiers; the total value of the contract is approx. USD 2.3 billion, of which USD 1.7 billion pertaining to TECNIMONT.

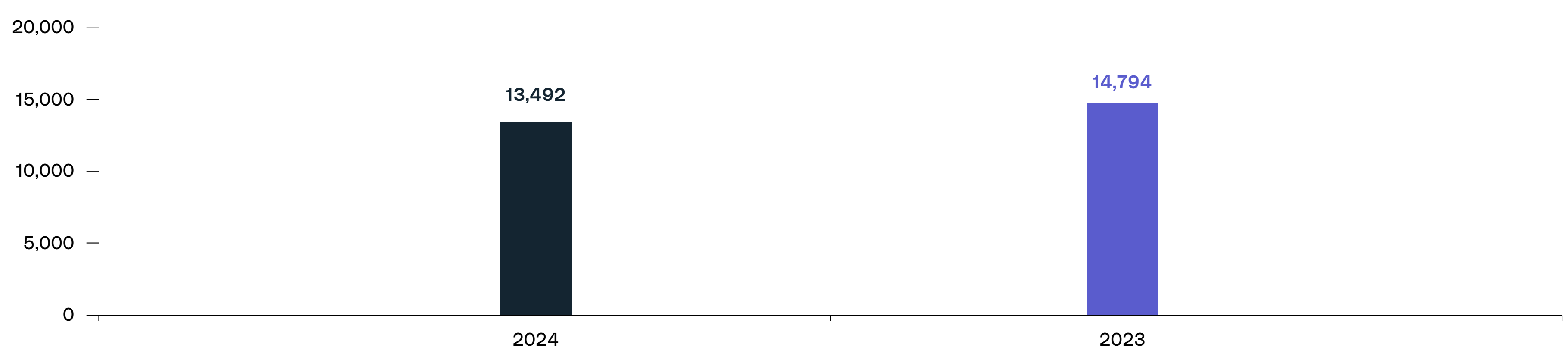
The subsidiary KT - Kinetics Technology has been awarded an EPC contract by Eni to build a hydrogen production plant at the latter's refinery in Livorno; the contract is worth a total of approx. Euro 123 million. Leveraging NEXTCHEM's technological know-how, it was awarded an EPC project by HOLBORN Europa Raffinerie Gmbh for the construction of a hydrogenation plant for vegetable oils (HVO) at HOLBORN's refinery in Hamburg, Germany, worth approx. USD 400 million.

Analysis of the "Integrated E&C Solutions (IE&CS)" Business Unit Backlog

The Backlog at December 31, 2024 compared with December 31, 2023 is as follows:

(In Euro thousands)	Backlog at 31.12.2024	Backlog at 31.12.2023	Change December 2024 vs December 2023	
				%
Integrated E&C Solutions	13,491,590	14,793,989	(1,302,399)	(8.8%)

Integrated E&CSolutions Backlog (Euro millions)



The "IE&CS" BU Backlog at December 31, 2024 was Euro 13,491.6 million, decreasing by Euro 1,302.4 million on December 31, 2023. The figure at December 31, 2024 is among the highest in the MAIRE Group's history.

In 2024, the MAIRE Group won new projects and extensions on existing contracts worth approx. Euro 3,644.2 million (-66.5% vs. December 31, 2023) in which the record Hail and Ghasha project in Abu Dhabi was won worth approx. USD 8.7 billion.

Principal Projects Awarded

TECNIMONT AWARDED FRONT-END-ENGINEERING DESIGN FOR GREEN AMMONIA PLANT IN NORWAY

On January 17, 2024, MAIRE announced that TECNIMONT (Integrated E&C Solutions Business Unit) had been awarded a FEED contract by Fortescue, an international company operating in green technologies, energy and metals, for a green ammonia plant to be built in Nordgulen Fjord, Norway.

The scope of work includes the design of the integration of electrolyzers, the air separation unit for nitrogen production, the ammonia production plant, and ship storage and loading facilities. The agreement will also see TECNIMONT submit a proposal for the engineering, procurement and construction phase of the building of the plant.

The plant will produce green ammonia from electrolyzers that will use hydroelectric power to produce hydrogen. Unlike other renewable energy sources such as wind and solar, hydropower remains stable over time, greatly simplifying plant setup, operation and efficiency.

The project seeks to commercialize the green ammonia produced on domestic and European markets, contributing to the decarbonization of hard-to-abate industries. These objectives are in line with Norwegian and European ambitions to accelerate the green energy market.

TECNIMONT AWARDED A BASIC ENGINEERING DESIGN STUDY FOR AN INTEGRATED HYDROGEN AND GREEN AMMONIA PLANT IN PORTUGAL

On February 5, 2024, MAIRE announced that TECNIMONT (Integrated E&C Solutions) had been awarded a FEED by MadoquaPower2X to develop an integrated hydrogen and green ammonia plant in the industrial zone of Sines, Portugal. MadoquaPower2x is a consortium comprising Madoqua Renewables, Power2X, and Copenhagen Infrastructure Partners (CIP) through its Energy Transition Fund.

The project involves producing green hydrogen through the combined technology of alkaline electrolyzer hydrolysis and green ammonia production using the Haber-Bosch process. The green ammonia will be transported by pipeline to the port of Sines and loaded for export and/or used as maritime fuel.

The scope of TECNIMONT's work includes the design of the integration of the electrolyzer, the air separation unit for nitrogen production, the ammonia production plant, and the ship storage and loading facilities. The agreement will also see TECNIMONT submit an EPC proposal for plant construction activities.

This follows the PRE-FEED awarded to NEXTCHEM Tech, MAIRE's sustainable technology solutions subsidiary, and is further evidence of the synergies and cross-fertilization underlying MAIRE's positioning as a leader in offering integrated E&C and technology solutions.

TECNIMONT will provide its EPC expertise, leveraging NEXTCHEM Tech's technological skills in hydrogen production and storage.

MadoquaPower2X will use renewable energy generated by solar and wind plant being developed in Portugal, providing up to 500 MW of electrolytic capacity to produce up to 1,200 tons of green ammonia per day. This will be the first plant in Sines, the largest industrial and logistics hub on the Iberian Peninsula, to produce clean energy on an industrial scale and according to the highest environmental and safety standards. The project seeks to create an energy export value chain between the port of Sines and the Northwest European hub.

KT AWARDED EURO 123 MILLION CONTRACT FROM ENI FOR A HYDROGEN PRODUCTION UNIT AS PART OF THE LIVORNO PLANT'S CONVERSION TO BIOREFINERY

On February 21, 2024, MAIRE announced that its subsidiary KT - Kinetics Technology (Integrated E&C Solutions) had been awarded an EPC contract by Eni to build a hydrogen production plant at the latter's refinery in Livorno. The total value of the contract is approx. Euro 123 million and the project is scheduled to be completed in 2026.

The contract on an EPC basis, of engineering services, material procurement, coordination and supervision of construction, pre-commissioning and commissioning activities, involves the construction of a hydrogen production line (SR Technology) with a capacity of 32,000 Nm3/h. The objective is to convert the Livorno Refinery into a Biorefinery for the production of Biojet and HVO Diesel. The effective date of the contract (ED) is February 19, 2024. The facility is due to reach RFDC in month 24 (i.e., February 19, 2026), while the PAC should be issued a maximum of 180 days after the date of the RFDC or 30 months after the Effective Date (August 19, 2026). The Final Acceptance Certificate is expected in month 54 (i.e., August 2028). Billing is partly by means of Milestones, for engineering and materials, and partly through Progress for construction. The contract price, on an EPC LS basis, is Euro 123.8 million.

At December 31, 2024, engineering and home office services activities are 67.5% complete; manufacturing is 30.1% complete. Project advancement is 20.9%.

TECNIMONT AWARDED NEW PETROCHEMICAL CONTRACT WORTH USD 1.1 BILLION BY SONATRACH IN ALGERIA

On March 7, 2024, MAIRE announced that TECNIMONT (Integrated E&C Solutions) had won a SONATRACH tender awarding it an Engineering, Procurement, Construction and Commissioning (EPCC) contract for a new linear alkyl benzene sulfonate (Llinear Alkyl Benzene, LAB) plant in the Skikda industrial zone, 350 kilometers east of Algiers. LAB is a useful biodegradable intermediate used in the production of household and industrial detergents and surfactants. The contract value is approx. USD 1.1 billion. The project covers the construction of a new LAB plant with a production capacity of 100,000 tons per year, along with the associated utilities, infrastructure and interconnections with existing facilities. The project is expected to be completed within 44 months of the contract's date of entry into force.

This award further strengthens the MAIRE Group's presence in Algeria and sees it enhance its value chain for natural resource processing, where it is the undisputed world leader.

A CONSORTIUM LED BY TECNIMONT WINS A USD 2.3 BILLION CONTRACT FROM SONATRACH FOR A GAS PROJECT IN ALGERIA TO HELP INCREASE EUROPE'S ENERGY SECURITY

On June 23, 2024, MAIRE announced that a consortium comprising the subsidiary TECNIMONT (Integrated E&C Solutions) and Baker Hughes had been awarded an Engineering, Procurement and Construction (EPC) contract by SONATRACH to construct three compressor stations and upgrade the gas collection system in the Hassi R'mel gas field, 550 kilometres south of Algiers. The deposit is the largest in Algeria and one of the biggest globally. The total value of the contract is approx. USD 2.3 billion, of which USD 1.7 billion pertaining to TECNIMONT.

The project includes the construction of three gas compression stations, including turbo compressors capable of compressing about 188 million cubic meters per day of natural gas. In addition, the project includes the upgrading of the collection system, which includes more than 300 km of pipelines connecting the wells. The project is expected to be completed within 39 months of the contract's date of entry into force.

The compressor stations and the collection system will maintain gas pressure along the pipelines, allowing it to continue to flow efficiently and ensuring a reliable and uninterrupted supply to Italy and, consequently, all of Europe. The contract confirms MAIRE's strategic role as a key player in engineering strategic energy projects. It will also contribute significantly to the optimization of gas supply from Algeria, thus diversifying both Italian and European energy resources. This initiative consolidates relations either side of the Mediterranean, strengthening cooperation between the European Union and Africa.

TECNIMONT AUTHORIZED TO BEGIN EXECUTION OF PREVIOUSLY ANNOUNCED LOW-CARBON AMMONIA PLANT IN TA'ZIZ DERIVATIVES PARK IN THE UAE

On May 28, 2024, following its July 7, 2022 communication, MAIRE announced that TECNIMONT (Integrated E&C Solutions) had been given the go-ahead by Fertiglobe to proceed with construction of the low-carbon ammonia plant already being implemented at TA'ZIZ Derivatives Park in Ruwais (Abu Dhabi, UAE).

Fertiglobe, the largest producer of nitrogen fertilizer in the Middle East and North Africa, is developing a low-carbon ammonia plant with the following partners: TA'ZIZ (a joint venture between ADNOC and Abu Dhabi's sovereign wealth fund ADQ), Mitsui & Co. Ltd and GS Energy Corporation.

Once the plant becomes operational in 2027, the 10.8-hectare site will produce 3,000 tons of ammonia per day (approx. 1 million tons per year). The plant is one of the global-scale chemical and industrial plants that TA'ZIZ is developing in the area, which will enhance the local industry supply chain and improve local content requirements in the country.

As an energy transition fuel, low-carbon ammonia plays a key role in decarbonizing the maritime industry. It also has additional energy applications, including co-firing in coal-fired power plants to reduce their carbon footprint.

Low-carbon ammonia is a step forward in the Emirates' decarbonization plans; MAIRE's technological expertise and engineering capabilities will help accelerate the energy transition in the Gulf region.

WITH SUPPORT FROM NEXTCHEM, KT AWARDED USD 400 MILLION PROJECT FOR A HVO PLANT TO PRODUCE RENEWABLE DIESEL AND SUSTAINABLE AVIATION FUEL IN GERMANY

On June 18, 2024, MAIRE announced that KT - Kinetics Technology (Integrated E&C Solutions), leveraging NEXTCHEM's technological expertise, had been awarded an Engineering, Procurement and Construction (EPC) project by HOLBORN Europa Raffinerie Gmbh (HOLBORN) for the construction of a hydrogenation plant for vegetable oils (HVO) at HOLBORN's refinery in Hamburg, Germany. Once complete, the plant will produce approx. 220,000 tons of high-quality renewable diesel and sustainable aviation fuel (Sustainable Aviation Fuel or SAF) per year using waste feedstocks, biomass and the residues of the agribusiness industry, in addition to low-carbon hydrogen.

The plant will be operational in early 2027 and includes the pretreatment unit, the HVO unit and infrastructure to interconnect with existing facilities. The contract value is approx. USD 400 million.

HVO (also known as renewable diesel) is a fuel produced from waste and residue, processed to have the same chemical properties as fossil-derived diesel, which offers the advantage of decreasing dependence on petroleum and reducing environmental impacts. It is used across the world as a "drop-in" (i.e., perfectly compatible) biofuel in diesel vehicles without engine modifications. Renewable diesel can also drastically reduce greenhouse gas emissions compared to fossil diesel, meeting the sustainability criteria of the European Union's Renewable Energy Directive (RED III). The contract framework is EPCC LSTK, which includes commissioning, start-up and performance testing. The contract price, on an EPC LS basis, is Euro 348.2 million and a reimbursable portion of Euro 22.7 million. The effective date of the contract (ED) is June 18, 2024, with mechanical completion in month 32 (i.e., February 18, 2027) and start-up in month 33 (i.e., March 18, 2027). The PAC is scheduled for month 35 (i.e., May 18, 2027). As of December 31, 2024, overall physical progress is 5%.

MAIRE will leverage both the Sustainable Technology Solutions BU's technological expertise and the Integrated E&C Solutions BU's execution capabilities to build the HVO unit, which will generate a number of benefits for the Holborn refinery in terms of operational efficiency and carbon footprint reduction.

This significant achievement confirms the MAIRE Group's key role in the energy transition and its ability to address the challenges of decarbonization in a hard-to-abate industry sector like crude oil refining, drawing on its exceptional high-tech engineering expertise.

Other agreements entered into portfolio in 2024

ANNA KIMA (Egypt) - June 2023 - A consortium consisting of TECNIMONT S.p.A. and Orascom Construction S.A.E. was awarded an Engineering, Procurement and Construction (EPC) contract on a lump sum turnkey basis for a nitric acid and ammonium nitrate plant by KIMA - Egyptian Chemical Industries Company (KIMA). The total value of the contract for the consortium is approx. USD 300 million, of which about USD 220 million pertains to TECNIMONT S.p.A. The contract's entry into force was subject to the availability of financing for the Client and its provision to TECNIMONT S.p.A. of adequate payment guarantees. The scope of work mainly includes engineering, supply of all materials and equipment by TECNIMONT, and construction work to be carried out by Orascom Construction. The plant is expected to be completed in H1 2026 and will produce 600 metric tons of nitric acid per day. These will be fully processed into 800 metric tons of granulated ammonium nitrate per day, to be used as fertilizer and sold to local farmers, increasing their crop yields, and exported to international markets. This project follows the large KIMA urea and ammonia plant built by TECNIMONT and Orascom Construction and launched successfully in 2020 at the same industrial complex, located in Aswan Governorate, Upper Egypt. In December 2023 TECNIMONT had received advance payment and authorization to start preliminary engineering activities while in August 2024 it received notice to proceed for Engineering Procurement and Construction (EPC) activities; from that date the project entered the Group's portfolio.

In addition to the contracts described above, in 2024, the Group's main subsidiaries won new orders and change orders for licensing, engineering and procurement (EP) services, and engineering, procurement and construction (EPC) activities. The contracts - awarded by some of the leading international clients - were won principally in Europe, North Africa, the Middle East, Asia and North America.

RUSSIAN PROJECTS FOCUS:

The Group constantly continues to monitor the situation regarding the final phases of past initiatives carried out in the Russian Federation and the assessment of the possible implications of the Russian-Ukrainian crisis; to this end, an analysis is periodically prepared that indicates the residual status of the Group's economic and financial exposure. These analyses, based on the currently available information and of the events which occurred and already managed in the past, did not point to critical issues nor impairment losses on the amounts recognized

"Contractual assets" and the "Trade receivables/ Other Receivables" recognized to the financial statements concerning the Russian projects account for approx. 7.4% of the total (down from 10.2% at December 31, 2023) and whose recovery is mainly planned through legal actions taken or currently underway, which are constantly monitored by management and which do not give rise to concern with regards to the solvency of the clients and their collectability. In fact, the counterparties involved and/ or sued in connection with such recoveries are not only the Russian entities originally involved, but essentially their parents outside the Russian Federation.

The Company is operating in full compliance with the wishes of EU and Italian institutions with regard to Russia. The current situation concerning the MAIRE Group involving Russian clients is outlined in the disputes section and below for the finalization activities on projects:

AMUR AGCC (Russia) - TECNIMONT S.p.A., as the leader of a consortium with MT Russia LLC, Sinopec Engineering Inc. and Sinopec Engineering Group Co., Ltd Russian Branch, was awarded an EPSS (Engineering, Procurement and Site Services) contract in 2020 by Amur GCC LLC, a subsidiary of PJSC Sibur Holding. During the suspension period, TECNIMONT and MT Russia finalized the transfer to the Client of sub-contracts/supplies (e.g. Novation), in full compliance with the Sanctions, while also executing terminations where unable to proceed with such transfers. At the same time, the Parties negotiated and concluded the EPSS Contract Termination Agreement for the TECNIMONT/MT Russia portion of the scope on April 20, 2023, which was finalized with official signatures (including that of SEI/SEG-R) on May 24, 2023 (Amendment #33). The contract was terminated by mutual consent, with no liability borne by TCM/MTR, while the Performance Bonds were returned by the Client on May 29, 2023. TCM/MTR continues, however, to have an obligation to novate/resell the partially or fully manufactured goods to Third Parties identified by the Client in full compliance with EU Sanctions, in order to partially recover the down payment paid to the Contractor for Purchase Orders that were never issued. As of December 31, 2024, the Novation / Direct Sale process has been completed for about 97.6% by value (corresponding to 54 Purchase Orders) to cover the remaining liabilities to suppliers. The completion of activities, now scheduled for March 2025, is for 10 Purchase Orders (issued to 5 Vendors). The delay in the final date for the completion of activities with respect to the date contractually envisaged in Amendment No. 33 (May 2024) is attributable to (i) the responsibility of the Third Party to which the Direct Sales are to be made (3), which has not definitively accepted the conditions and (ii) AGCC's delays regarding the appointment of the new Third Party with which to stipulate certain Novations (5), given the refusal communicated by the Third Party previously identified, communicated to TECNIMONT S.p.A. only on November 15, 2024; for both cases, the issues are known to AGCC and no liabilities are expected by TECNIMONT S.p.A. Then there remain 2 Purchase Orders for which arbitration proceedings have been opened by Terry Ferraris S.p.A., the timing of the closing of which are obviously to be considered excluded from the above date. Given the small size of the value of the POs to close, the Parties met in October 2024 for the Final Reconciliation Settlement provided in Amendment No. 33, with the purpose of aligning on the final amounts covered by the Novations and Terminations agreements with the Vendors to allow the formal closing of the remaining obligations upon the occurrence of the events listed above. At present, the closure process is ongoing and ensures that the economic and financial objectives of the project are maintained.

AMUR (Russia) - TECNIMONT S.p.A. (TCM), as leader of the consortium including MT Russia LLC, the Chinese company Sinopec Engineering Group and its subsidiary Sinopec Ningbo Engineering Corp., signed in June 2017 a contract with JSC NIPIgaspererabotka (NIPIGas), a general contractor of Gazprompererabotka Blagoveshchensk LLC, part of the Gazprom Group for the construction of part of the Amursky (AGPP) plant; AGPP was earmarked to become one of the largest gas treatment plants in the world, with a capacity of 42 billion m3 of natural gas per year. As a result of the geopolitical situation in the area over the past 2 years and the sanction packages toward Russian entities, on January 12, 2024, the parties signed an agreement to terminate the EPC Contract with a consensual 'Termination Agreement' that provides for the dissolution of the Consortium and no residual activity by TCM and the recognition to TCM/MTR of the residual compensation due under the terms of the EPC Contract. This agreement requires MTR to complete some specific non-operational activities: the closing of some on-shore orders, formal delivery of the document archive and material to the site warehouses. To date, Nipigas has already paid 86% of the agreed upon residual amounts, in accordance with the conditions set out in the 'Termination Agreement'. At present, the closure process is ongoing and ensures that the economic and financial objectives of the project are maintained.

JSC GAZPROM NEFT – OMSK (RUSSIA) – February 2018, TECNIMONT S.p.A. and its subsidiary MT Russia LLC (previously TECNIMONT Russia LLC) were awarded by JSC Gazprom Neft – Omsk Refinery an EPCm (Engineering, Procurement, and Construction management) a contract for the execution of the "Delayed Coking Unit" (DCU) project at the Omsk Refinery in the Russian Federation. Following the effective date of the sanctions, TECNIMONT issued a letter of termination for its portion of the offshore contract. MT Russia completed the remaining marginal activities, finalizing some minor local orders relating to the final punch list. The plant is now operational, and the planned test phase following the RFSU was completed successfully. The warranty period, which was under the responsibility of MT Russia, concluded on April 30, 2024.

Projects in progress

HAIL AND GHASHA (United Arab Emirates) - October 2023 - TECNIMONT S.p.A. signed a Letter of Award with ADNOC for the onshore treatment plant for the Hail and Ghasha project. The project seeks to operate with zero emissions, thanks in part to the plant's CO_2 capture and recovery units, which will enable CO_2 capture and storage. The scope of work includes two gas processing units, three sulfur recovery sections, related utilities and offsites, and the export pipelines. Engineering activities are progressing in line with and in some cases ahead of project goals by achieving 48% progress, as is materials procurement, which has progressed 74% with the placement of all orders for Long Lead Items, almost all "Itemized" and some bulk materials. Manufacturing activities are in progress at 12% completed with the first shipments of steelwork and piping delivered later to the site. Construction activities are also progressing with the placement of almost all construction contracts that are enabling the execution of the Field and Temporary Construction Facilities, the construction of the containment basins and foundations of both the piperack and Electrical Equipment and Substation, the execution and start of the concrete (precast) fabrications for the Interconnecting/Process PipeRack and Substation and the "Interconnecting PipeRack and Flare" Construction Package. The total construction progress is about 5%. The overall physical progress of the project is at 17%, higher than originally planned within the project "baseline". Completion is confirmed for 2028.

BOROUGE 4 (United Arab Emirates) - in December 2021 TECNIMONT S.p.A. signed three EPC contracts with Abu Dhabi Polymers Company (Borouge) relating to the fourth expansion phase (Borouge 4) of the Ruwais polyolefins complex, located 240 km west of Abu Dhabi City (Abu Dhabi, United Arab Emirates). The contracts encompass the turn-key execution of three packages of the Borouge 4 project: (1) for the polyolefin units, which includes two polyethylene units with a capacity of 700,000 tons per year each, and a 1-hexene unit; (2) for a cross-linkable polyethylene unit; and for all utilities and offsites for the entire Borouge 4 project. The scope of work includes all engineering services, supply of equipment and materials, construction activities, testing and start-up assistance. Home Office activities are at 98.8%, while material procurement and delivery is at 97.8% with all material orders placed and the majority of materials received on site, while construction activities started in Q4 2022 and are at approx. 75.9%. Specifically, civil and structural works are nearly completed, all electrical substations are energized, piping prefabrication is over 90% and piping assembly is in full execution phase. All construction subcontracts were placed with local firms. All the critical progress milestones were achieved on time. The total advancement of the project is 84.9%. The mechanical completion date is expected in late 2025.

AMIRAL (Saudi Arabia) - On June 24, 2023, TECNIMONT S.p.A. and TECNIMONT Arabia Limited were awarded two lump-sum turn-key contracts related to the petrochemical expansion of the SATORP refinery (a JV involving Saudi Aramco and TotalEnergies), in the area of Jubail Industrial City, Saudi Arabia. The petrochemical plant will enable the conversion of refinery gas and naphtha, along with ethane and natural gasoline, into higher value-added chemicals, contributing to the plan to strengthen the country's petrochemical segment. The contracts cover the turn-key execution of the two package Contracts at the plant. These are the "Derivatives Units" package, known as "Package 2" - which includes a butadiene extraction unit, an olefin extraction unit, a methyl tert-butyl ether unit, a butadiene selective hydrogenation unit, a Pygas second-stage hydrogenation unit, and a benzene and toluene extraction unit, with final delivery to the Client in 46 months - and the "High Density Polyethylene (HDPE) and annexed Logistics Area" package, known as Package 3. This includes two high-density polyethylene units and related product handling and storage facilities, to be delivered in 43 months. The scope of work includes all engineering services, equipment and materials supply, construction, pre-commissioning and commissioning activities. Engineering activities are 79.3% and 78.6% complete for Package 2 and Package 3, respectively, material procurement activity progress is at 37.9% and 38.3%, major subcontracts has been awarded, while civil activities are 2.9% and 3.6% complete. The completion of on-site activities, scheduled for H1 2027, will be followed by an 18-month mechanical warranty period for both packages.

REF PORT HARCOURT (Nigeria) - April 2021 - TECNIMONT S.p.A. was awarded a contract for the execution of refurbishment works on the Port Harcourt Refinery Company Limited refining complex, located at Port Harcourt, in Rivers State, Nigeria. The client, Port Harcourt Refinery Company Limited, is a subsidiary of the Nigerian National Petroleum Company (NNPC), the national oil company. The project involves Engineering, Procurement and Construction (EPC) for the complete refurbishment of the Port Harcourt refining complex, consisting of two refineries with a total capacity of about 210,000 bpd (barrels per day). The project therefore requires the verification/identification of which plant parts need to be reconditioned or replaced and, as such, is an ongoing activity. Thus including the current status of that found to be non-functioning, engineering activities achieved 99.0% progress, material procurement 99.7% progress while construction activities 79.6% progress. The total advancement of the project is 88.5%. The contract completion date, against the original baseline, is scheduled to be 44 months after the award date, but the impact generated by the numerous changes, some of which have already been formally approved, have resulted in a delay of the scheduled date that is being reviewed with the Client.

RAS LAFFAN (Qatar) - In December 2022, TECNIMONT S.p.A. was awarded an EPC contract by the joint venture consisting of QatarEnergy and Chevron Phillips Chemical for the construction of a polyethylene plant that includes two units with a capacity of 1,000,000 and 680,000 tons per year, respectively, in addition to the related utilities. The scope of work includes all engineering services, supply of materials, and construction activities until mechanical completion. An option is also provided for plant start-up and commissioning assistance activities until Performance Tests are completed. Engineering is 97% complete, with material procurement at 79%, while construction is 33% complete. The total advancement of the project is 62%. Mechanical completion is expected in September 2026, while performance test completion is expected in March 2027. This will be followed by a warranty period of 12 months for plant components and 24 months for civil and structural works.

AGIC (Saudi Arabia) - in April 2021, TECNIMONT S.p.A. and TECNIMONT Arabia Limited were awarded by Advanced Global Investment Company (AGIC) a PDH-PP Complex Integrated project for the construction of two propylene units (Spheripol and Spherizone) on an Engineering Procurement and Construction Lump Sum Turn-Key basis. The project covers complete engineering services, out of kingdom equipment and material supply (to be carried out by TECNIMONT) and the in kingdom supply of materials, installation and construction up to ready for start-up and guarantee test run activities (carried out by TECNIMONT Arabia Limited). The two polypropylene units will be located at the integrated PDH-PP (propane dehydrogenation - polypropylene) complex in Jubail Industrial City II (Saudi Arabia). Engineering is complete, as is the purchase of materials and delivery to the construction site. Construction activities are nearing completion, progressing over 90%, and pre-commissioning and commissioning activities are at their peak with the spheripol line now close to receiving propylene. In-plant propylene insertion has already started in the purification unit, and the spaghetti run (functional test) of the spheripol line extruder has been carried out. The complex international situation that has affected the entire supply chain and the availability of labor in the area involved in the plant construction mean that construction has been delayed. The client has acknowledged a schedule extension and additional compensation. Subsequently, there was no availability from the client before the utilities to perform pre-commissioning and commissioning and then availability of feedstock to perform commissioning of some critical equipment - this led to a further delay in completion of about 3 months. Project completion is scheduled for Q1 2025 with Ready for start up set for H1 2025. Plant start-up is within the client's remit.

RHOURDE EL BAGUEL (Algeria) - acquired by TECNIMONT in October 2022 from the client Sonatrach, it involves the construction of an LPG production train with a capacity of 10 MMS m3/day and the related utilities. The new plant is next to an existing complex located 100 km east of Hassi Messaoud and approx. 900 km south of Algiers. The project was acquired on a lump-sum basis and includes engineering services, material procurement, construction and commissioning. Engineering and procurement are substantially complete. A large part of the project materials is available on site. Construction activities are in full swing. The plant is scheduled for completion as planned.

BLUE AMMONIA SYNLOOP (USA) - acquired by TECNIMONT in March 2022 to build a blue ammonia plant in Beaumont, Texas, United States. The Lump-Sum contract includes the provision of home office services (engineering, procurement, and management) and the supply and transportation of materials. The contract also provides for Technical Field Services on a reimbursable basis. Construction activities are performed by a third party and governed by a different contract issued by the client. Engineering is 99.7% complete, procurement services are at 99.9%, while manufacturing and supplies delivery is 99.8% complete. The total advancement of the project is 99.8%. The shipment of the last supplies is being completed, and by September 2025, site Field Services is also scheduled to be completed.

HARVEST (UAE) - acquired in July 2022 by TECNIMONT S.p.A., in collaboration with the sister company NEXTCHEM Tech S.p.A. The Engineering, Procurement and Construction (EPC) Lump Sum Turn Key contract involves the construction of a low-carbon ammonia Synloop plant of about 3,000 metric tons per day to be built within the Ta'Ziz derivative Park (Ruwais, UAE). The project has closed and signed the pending Variations, Site activities began in December 2024, and the first materials will be delivered to the site in January 2025. The total advancement of the project is 33%. Home office (engineering and procurement) progress was about 79%, Manufacturing and delivery 53% while site activity 1.6%. Completion is scheduled for the beginning of 2027.

IOCL - KOYALI DUMAD (India) - In December 2020, TECNIMONT S.p.A., through its Indian subsidiary TECNIMONT Private Limited, was awarded a lump-sum Engineering, Procurement, Construction and Commissioning (EPCC) contract by Indian Oil Corporation Limited (IOCL) for the construction of new units to produce acrylic acid and butyl acrylate, petrochemical derivatives needed to produce high-value products for the chemicals market. The units are being built in Dumad, near Vadodara, in the state of Gujarat, India. Design and material procurement and construction are complete. Start-up is scheduled for spring of this year.

Paraxylene (PX) plant, client: IOCL (India) - in April 2021, the consortium comprising TECNIMONT S.p.A. and TECNIMONT Private Limited was awarded a Lump Sum EPCC (Engineering, Procurement, Construction and Commissioning) contract by Indian Oil Corporation Limited (IOCL) for the construction of a Paraxylene (PX) plant and the relative infrastructure. The plant will be located in Paradip, in the State of Odisha, in Eastern India. The project includes engineering activities, the provision of equipment and materials and construction, commissioning until the start-up of the plant and the performance tests. Engineering and supplies/deliveries are substantially complete. Civil works, structural steel erection, piping fabrication and Equipment assembly are basically completed. The following are in progress: piping installation, electrical cable laying and paving activities. Preparation for substation energization is well underway. Mechanical completion of the plant is expected by the end of 2025.

IOCL BARAUNI (India) - In July 2021 the consortium comprising TECNIMONT S.p.A. and TECNIMONT Private Limited was awarded a Lump Sum EPCC (Engineering, Procurement, Construction and Commissioning) contract by Indian Oil Corporation Limited (IOCL) for the construction of a new polypropylene plant and the related product logistics section. The plant is located in Barauni, in the state of Bihar, in north-eastern India. The project includes engineering activities, the provision of equipment and materials, construction and plant testing, until the performance tests. Engineering activities are at 99.1% completion, procurement & manufacturing activities at 96.8% completion, while construction activities are at 72.2%. The total advancement of the project is 87.0%. An month extension of the mechanical completion date is being discussed due to client delays in performing various contractual obligations impacting construction and pre-commissioning.

REPSOL ALBA PROJECT (Portugal) - In July 2021, TECNIMONT S.p.A. signed an EPC contract with REPSOL Polímeros U.L for the construction of a new Polypropylene (PP) and Polyethylene (PE) plant in Sines, 160 km south of Lisbon, Portugal. The scope of works concerns the execution of engineering, the supply of all equipment and materials and the construction works. The total advancement of the project is 80.6%. Home Office Services (Detailed Engineering-Procurement services - Subcontracting services) work is 100% complete, manufacturing and materials delivery are 99.4% complete, while construction is 50.9% complete. This began on May 8, 2023 in accordance with the agreement with REPSOL in Contract Amendment 4, which was signed to cover the Claim submitted for extra materials costs and an extension of the completion date following REPSOL's delay in obtaining building permits. On January 10, 2025, the parties signed a "Head of Agreement" in which the parties agree to transfer to Repsol the continuation of the remaining Mechanical, Electrical and Instrumental work, leaving TCM responsible only for construction supervision until the new Mechanical Completion date, which is set for February 28, 2026. The signed Agreement also removes TCM's responsibility for the completion date by deleting the LDs related to Mechanical Completion.

ANWIL (Poland) - acquired in June 2019 from the client ANWIL. The scope of contractual works, on a Lump Sum Turn Key basis, includes Engineering, Procurement, Construction, Pre-commissioning, Commissioning and Start Up for the building of a new granulation plant at the industrial complex located in Wloclawek in Poland. Engineering and Home Office Services, Procurement and Construction and Precommissioning are 100% complete. The total advancement of the project is 99.8%. The plant is scheduled for completion (take over) in April 2025.

KALLO (Belgium) - acquired in March 2019 from the client BOREALIS. The scope of project works includes the supply of Project Management Services, Detail Engineering, Procurement, Construction Management, Pre-commissioning and assistance for the Commissioning and Start-Up activities for a new propane dehydrogenation (PDH) plant to be located at the existing BOREALIS production site in Kallo, Belgium. Engineering and Procurement Services activities have been completed, while construction and pre-commissioning activities are 91.9% complete. The total advancement of the project is 92.6%. Following the delays accumulated by the mechanical and electro/instrumental sub-contractors, the project schedule has been revised. Mechanical completion of the work is now expected by November 2025 and plant start-up by April 2026. It should be noted that the performance of the main sub-contractors is critical, but several mitigation actions have been identified.

SOCAR - FCC Gasoline Hydrotreatment (Azerbaijan) - in February 2021 TECNIMONT S.p.A. and KT-Kinetics Technology S.p.A., associated in two Joint Ventures, one for the Offshore (TCM-KT JV S.R.L.) and one for the Onshore (TCM-KT JV Azerbaijan LLC), were awarded an EPC (Engineering, Procurement, Construction & Commissioning, Start-up) contract on a Lump Sum basis for the H.O. services and reimburseable for material purchases and construction activities, for a GHT-Prime G "Gasoline Hydrotreater Unit" plant to be carried out in Baku, Azerbaijan, by the client SOCAR (State Oil Company of Azerbaijan Republic) Heydar Aliyev Baku Oil Refinery. This plant, through a catalytic process, makes it possible to achieve a Sulphide content of less than 15ppm in gasoline. The activities have progressed as follows: Home Office 100%, Manufacturing and Delivery 100%, Construction, Pre-commissioning and Start-up 100%. The accounting of the reimbursable portion still needs to be completed. The Provisional Acceptance Certificate (PAC) was issued on July 10, 2024. In November and December 2024, during the Maintenance Turnaround phase of the Refinery, most of the remaining punch points were resolved. With the Settlement and Amendment Deed dated December 12, 2024, the claims settlement was carried out and the Client awarded the Contractor a Settlement Amount.

SOCAR - Merox, ATU (Azerbaijan) - in February 2021 TECNIMONT S.p.A. and KT-Kinetics Technology S.p.A., associated in two joint venture, one for the Offshore (TCM-KT JV S.R.L.) and one for the Onshore (TCM-KT JV Azerbaijan LLC), were awarded an EPC (Engineering, Procurement, Construction & Commissioning, Start-up) contract on a Lump Sum basis for the H.O. services and reimburseable for material purchases and construction activities, for a ATU - MEROX plant to be carried out in Baku, Azerbaijan, by the client SOCAR (State Oil Company of Azerbaijan Republic) Heydar Aliyev Baku Oil Refinery. The MEROX unit produces LPG to specification for sale, while the ATU unit is used to regenerate amine used in the other plants at the refinery and undertakes a LPG pre-treatment for the MEROX unit. The activities have progressed as follows: Home Office 100%, Manufacturing and Delivery 100%, Construction, Pre-commissioning and Start-up 100%. The accounting of the reimbursable portion still needs to be completed. The Provisional Acceptance Certificate (PAC) was issued on March 15, 2024. In November and December 2024, during the Maintenance Turnaround phase of the Refinery, most of the remaining punch points were resolved. With the Settlement and Amendment Deed dated December 12, 2024, the claims settlement was carried out and the Client awarded the Contractor a Settlement Amount.

SOCAR HAOR (Azerbaijan) - in February 2018, TECNIMONT S.p.A. and KT–Kinetics Technology S.p.A., associated in two Joint Ventures, one for the Offshore (TCM-KT JV S.R.L.) and one for the Onshore (TCM-KT JV Azerbaijan LLC), were awarded by the client SOCAR (State Oil Company of Azerbaijan Republic) Heydar Aliyev Baku Oil Refinery, an EPC (Engineering, Procurement, Construction & Commissioning, Start-up) Lump Sum contract concerning a significant portion of the works for the modernization and reconstruction of the Heydar Aliyev refinery in Baku (Azerbaijan). The activities have progressed as follows (Overall for Diesel and Gasoline phases): Home Office 100%, Manufacturing and Delivery: 100%, Construction & Precommissioning 100%, Commissioning and Start-up 100%. The Provisional Acceptance Certificate (PAC) for the Diesel Section was obtained on August 31, 2023, while the Gasoline Section PAC was issued on December 30, 2023. In November and December 2024, during the Maintenance Turnaround phase of the Refinery, most of the remaining punch points were resolved. With the Settlement and Amendment Deed dated December 29, 2024, the claims settlement was carried out and the Client awarded the Contractor a Settlement Amount.

HDPE MALAYSIA – PETRONAS (Malaysia) - in November 2016, the TECNIMONT Group (TCM) was awarded as part of a joint venture (JV) with China Huan Qiu Contracting & Engineering Corporation L. td. (HQC) an EPCC Lump Sum Turn Key project for the construction of a high density polypropylene (HDPE) production unit for the RAPID (Refinery and Petrochemical Integrated Development) complex by PRPC Polymers Sdn Bhd (PRPC Polymers) - ("PETRONAS") Group. The HDPE unit, based on the Hostalen Advance Cascade Process (HACP) technology of Lyondel Basell, will have a capacity of 400 thousand tons/year and will be constructed at the RAPID complex, located in Pengerang, South-Eastern Johor, Malaysia. The project includes engineering services, the provision of equipment and materials and construction until the start-up of the plant and the performance tests. EPCC activities were concluded with the formal acquisition of the Ready for Start-Up (RFSU) certification in December 2020. Due to the delay in the provision of feedstock by the Client, the plant did not enter the Start-Up phase until July 2022. At the end of October 2022, following the successful completion of the first of three contractually scheduled Performance Test Runs (PTRs), the plant was shut down due to an accident involving the feedstock line and utilities outside the plant's scope of works. At the end of December 2022, upon receipt of a Change Order issued by the Client to cover the extension of the project due to the above incident, and following the completion of the necessary repairs to the above lines by the Client, the plant began the preparation phase for the resumption of the Start Up and PTR. At the end of March 2023, all three PTRs under the contract had been completed successfully. At the end of May 2023, the Client issued a Provisional Acceptance Certificate (PAC) for the project. In May 2024, an agreement was reached with the Client for all-inclusive closure of the reciprocal claims for both projects (HDPE and PP MALAYSIA). For the HDPE project, this agreement mainly provides for the following: additional compensation for the TCM and HQC JV and the definition of the Final Acceptance date, considered to have been reached in June 2024. During the period from July to October 2024, the Client returned the Performance Bond to the issuing bank, sent the Certificate of Final Acceptance to TCM and made the last project payments.

PP MALAYSIA – PETRONAS (Malaysia) - in November 2015, PRPC Polymers Sdn Bhd (PRPC Polymers) - ("PETRONAS") Group - awarded the TECNIMONT Group (TCM), as part of a joint venture (JV) with China HuanQiu Contracting & Engineering Corporation (HQC), an EPCC lump-sum turnkey project for the construction of two polypropylene production units (PP/SPH; PP/SPZ) for the RAPID (Refinery and Petrochemical Integrated Development) complex. The two units will be constructed at the RAPID complex, located in Pen Gerang in South-East Johor, Malaysia. The project includes engineering services, the provision of equipment and materials and construction until the start-up of the plant and the performance tests. EPCC activities were concluded with the formal acquisition of the Ready for Start Up (RFSU) certification for the two units (March 2019 for the first and June 2019 for the second). Due to unavailability of feedstock from the Client for long periods, only in February 2020 all Performance Test Runs (PTRs) limited to the first unit (PP/SPH) have been fully successfully completed, while the second unit (PP/SPZ) entered the Start-Up phase in September 2022. At the end of October 2022, the plant was shut down due to an accident involving the feedstock line and utilities outside the plant's scope of works. At the end of December 2022, upon receipt of a Change Order issued by the Client to cover the extension of the project due to the above incident, and following the completion of the necessary repairs to the above lines by the Client, the plant began the preparation phase for the execution of the remaining PTRs. The first of three contracted PTRs was successfully completed in January 2024. In May 2024, an agreement was reached with the Client for all-inclusive closure of the reciprocal claims for both projects (HDPE and PP MALAYSIA). For the PP project, this agreement mainly provides for the following: the definition of the Provisional Acceptance date, considered to have been reached at the end of April 2024, the simultaneous transfer to the Client of the responsibility for carrying out the remaining 2 PTRs (which will be performed with the technical assistance of TCM personnel guaranteed until the end of July 2024), and the definition of the Final Acceptance date, considered to have been reached in June 2024. During the period from July to October 2024, the Client returned the Performance Bond to the issuing bank, sent the Certificate of Final Acceptance to TCM and made the last project payments.

ENAP - EPC CONTRACT for WET GAS SULFURIC ACID (WSA) and SOUR WATER STRIPPER (SWS) - ACONCAGUA REFINERY, Concón, (Chile) - On May 3, 2023, a contract was signed with ENAP (Empresa Nacional del Petroleo) for work at the Aconcagua refinery in Concón, 130 km northwest of Santiago, Chile. Three parties are involved in the contract: ENAP, KT and TECNIMONT Chile. KT is identified as the OFF-Shore Contractor, while TECNIMONT Chile is identified as the ON-Shore Contractor. The scope of work consists of engineering, procurement and construction of a WSA (Licensed Haldor Topsoe) Unit and a SWS (Open Art) Unit and the relative systems interconnection on an EPC LSTK basis, while Commissioning activities are on a reimbursable basis. The duration of the project is 28 months, from the project start date ("Fecha de Inicio" 28/06/2023) until mechanical completion, plus two grace months. The Contract Price, set on an LS basis, is divided between an ON-Shore portion and an OFF-Shore portion, paid in both EUR and UF (Unidad de Fomento). The total contract price is equivalent to approx. Euro 107.8 million, of which the OFF-Shore portion is approx. Euro 52.9 million. The Change Order should be added to the contract value. At December 31, 2024, engineering and home office services activities are 93.6% complete; manufacturing is 83.8% complete; construction activities stands at 14.5%. Project advancement is 52.3%.

PETRORABIGH – SULFUR RECOVERY UNIT 2 & TAIL GAS TREATMENT (Saudi Arabia) - On June 12, 2022, an EPC LSTK Contract was signed between KT Arabia and RABIGH REFINING AND PETROCHEMICAL COMPANY (KSA) to execute the tail gas treatment project of the two Sulphur Recovery Unit (SRU2) trains with commissioning and start-up activities on a reimbursable basis. The unit is licensed by Jacobs while the FEED was developed by Wood. The Sulfur Recovery Unit 2 (SRU2) tail gas treatment project involves the addition of scrubbers downstream of the tail gas incinerators in each of the identical SRU trains while, upstream of the scrubber a boiler (WHB) will be added to recover heat from the incinerator flue gas. Prior to their treatment in scrubbers, SO2 emissions to the atmosphere are lowered through the stack in accordance with Saudi environmental regulations. The overall schedule of activities includes a Mechanical Completion at month 31. The contract price, on an LSTK basis, is an equivalent Euro 56.4 million. At December 31, 2024, engineering and home office services activities are 100.0% complete; manufacturing is 99.1% complete; construction activities stands at 77.0%. Project advancement is 99.3%.

MOTOR OIL HELLAS (MOH) - EPCM NEW C3 SPLITTER PROJECT (Greece) - On December 27, 2022, Motor Oil Hellas (MOH) signed a contract with KT S.p.A. to execute a new C3 splitter unit. The above date is considered as the Effective Date (ED) of the project. MOH is planning to expand existing refineries in Corinth with the goal of increasing the refinery's production of high-value products. The C3 splitter unit (unit 4400), with a design capacity of 18 tons/hr, will produce gas, propane, propylene and C4 products. The new unit will also include a propylene storage system, a type of semi-pressurized storage since it will allow the loading of semi-pressurized or fully pressurized ships. The installation of new equipment for the cooling water system and condensate recovery and treatment is also included, in addition to the necessary interconnection lines (Unit 9800) between Unit 4400 and other Refining Units and the existing Refinery Pier area (Unit 2000). The scope of works (SoW) is as follows: Approval of the FEED developed by Technip Energies - Detailed engineering - Procurement of materials - Construction management up to mechanical completion and commissioning. Construction is not included in KT SoW: construction subcontracts will be issued directly by MOH, although KT is responsible for managing any phase of the project and is responsible for delivering the plant. The duration of the project is 28 months until mechanical completion. The contract price, on an EPCm basis, is Euro 81.2 million, including change orders. At December 31, 2024, engineering and home office services activities are 100.0% complete; manufacturing is 9.5% complete; construction activities stands at 70.1%. Project advancement is 87.7%.

OMV - NEW AROMATICS COMPLEX - PLOIESTI (Romania) - On September 7, 2022, KT S.p.A. was notified that OMV Petrom had awarded it the execution of the New Aromatics Complex project. The official signing of the Engineering, Procurement & Construction Agreement took place on October 13, 2022. The plant will be built at the Petrobrazi refinery, located in Ploiesti, Romania. The scope of the contract includes the installation of a plant for the extraction of aromatics for the recovery of toluene and benzene. The FEED was developed by Wood under license from Sulzer GTC. It is an EPC LSTK contract and also includes commissioning, start-up and test run activities. The effective date of the contract (ED) is September 29, 2022. The project duration is 32 months from the ED and includes mechanical completion at month 28 and the Test Run at month 30. The contract price is Euro 113.9 million, including change orders. At December 31, 2024, engineering and home office services activities are 100.0% complete; manufacturing is 99.8% complete; construction activities stands at 73.8%. Project advancement is 88.3%. The MC was moved from December 9, 2024 to June 30, 2025 in agreement with the client. The new project schedule incorporates the new E&I contract placement dates, receipt of Insulation and Fireproofing schedules, and recovery plans from the Civil and Mechanical contractors.

ENI - HPU UNIT MARGHERA REFINERY (Italy) - ENI awarded KT S.p.A. an EPC contract for the supply of a hydrogen production plant, consisting of two parallel and identical Steam Reforming trains, based on KT technology, with a capacity of 15,000 Nm3/h each. April 28, 2022 is to be considered the Effective Date (ED) of the contract. Ready for Dynamic Commissioning (RFDC) delivery is expected within 23 months of the ED. The RFDC sets the provisional acceptance certificate at a maximum of six months. The floor plan sets out space for the future installation of a third hydrogen production line parallel and identical to the first two, and for the future preparation of a new CO_2 removal unit, to be installed on the flue gas or on the process depending on the required removal rate. The contract price, on a firm and fixed lump sum basis, is Euro 104.1 million, including change orders. At December 31, 2024, engineering and home office services activities are 99.7% complete; manufacturing is 97.2% complete; construction activities stands at 62.0%. Project advancement is 82.2%. The new MC date is being agreed with the client as a result of the delayed delivery of the area by the client and other technical issues encountered and not foreseeable downstream of the release of the areas, including the presence of asbestos and increased quantities to be demolished. This has an impact on the project schedule that would bring the new MC date to December 31, 2025.

LOTOS OIL - HYDROCRACKED BASED OIL Project (HBO) (Poland) - Lotos Oil Sp. z o.o. awarded KT - Kinetics Technology S.p.A. a Lump Sum Turn Key EPCC contract for engineering services, procurement of materials, construction, pre-commissioning and commissioning (up to RFSU) for the creation of an Isodewaxing and Isofinishing unit (licensed by Chevron Lummus Global) for the production of Group II and III oils, with related storage areas and interconnection at the Gdansk Refinery. A Limited Notice to Proceed was signed on September 28, 2021, covering the first six months of operations, with a contractual value of Euro 15.5 million. The contract became effective on October 18, 2021. The total value of the contract is Euro 297.6 million, including change orders. The plant must reach Mechanical Completion by April 17, 2025, while the PAC release date is scheduled for October 17, 2025. The Final Acceptance Certificate is expected on October 17, 2030. The scope of work includes detailed engineering, procurement and delivery of all materials, all construction activities up to the mechanical completion of the plant, supply of spare parts for the commissioning and start-up of the plant, pre-commissioning, commissioning, assistance during start-up (on a reimbursable basis), provision of as-built documentation and of operation and maintenance manuals. At December 31, 2024, engineering and home office services activities are 100.0% complete; manufacturing is 100.0% complete; construction activities stands at 84.5%. Project advancement is 92.5%.

BELAYIM PETROLEUM COMPANY (PETROBEL) ZOHR - SUPPLY OF MEG REGENERATION UNIT (MRU) PACKAGES (Egypt) - KT - PETROBEL awarded Kinetics Technology S.p.A. a contract, to be executed on an Lump Sum Turn Key basis, for two MRU Packages (licensed by Axens) consisting of two identical Mono-Ethanol Glycol (MEG) regeneration units, on a modularized basis, and a common Chemical Injection Unit for the first "Accelerated Start-Up" (ASU) phase at the Zohr Gas Plant in Port Said, Egypt. The contract became effective on September 9, 2021. The scope of work includes detailed engineering, procurement and delivery of all materials, module assembly, including pre-commissioning and delivery to the yard in Egypt, supply of spare parts for commissioning and start-up, supply of capital spares, and provision of operation and maintenance manuals. For the ASU phase, assembly activities are complete and the two trains are operating. The project contract value is USD 64.7 million and USD 99.1 million relating to phase 2. At December 31, 2024, engineering and home office services activities are 99.6% complete; manufacturing is 99.9% complete; construction activities stands at 91.5%. Project advancement is 98.6%. On March 24, the Client sent a letter communicating the suspension of RUP Phase activities for 90 days, effective immediately, excluding the remaining activities of the ASU phase (performance testing and documentation finalization). On June 5, 2024, the Client announced that the suspension of RUP Phase activities would be extended until December 31, 2024. On November 14, the client notified the end of the suspension of the RUP phase and the remobilization of the KT supervision team and the subcontractor to resume work.

TOTAL RAFFINAGE CHEMIE – HORIZON Project – ISBL Package (France) - On March 30, 2020, KT - Kinetics Technology S.p.A. acquired the contract for the EPCC lump sum basis supply of the following units: Vacuum Gasoil Hydro-Treatment Unit (licensed by Axens), Sour Water Stripper, Utilities/Auxiliaries, Technical Buildings, at the Donges refinery in France. The value of the contract is Euro 213.0 million, including change orders. The target date to obtain the PAC is May 2026. The scope of the work involves: detailed engineering; procurement and delivery of all materials, including compressors already negotiated by the client; all construction activities (total site preparation up to RFSU; supply of spare parts for putting into service and start-up of the plant; commissioning; assistance during start-up (on a refundable basis); supply of as-built documentation; supply of maintenance and operating manuals; training of plant operating personnel. The contract with ADF was terminated and the work reassigned to a new contractor, namely TecnoTASK. The revised completion schedule was shared with the Client. At December 31, 2024, engineering and home office services activities are 99.5% complete; manufacturing is 99.9% complete; construction activities stands at 80.8%. Project advancement is 92.0%. The project completion schedule is being revised with the client; the new target of achieving the "Ready for Start Up" end date is June 2025.

INA-INDUSTRIJA NAFTE - RIJEKA REFINERY UPGRADE PROJECT (RRUP) (Croatia) - On January 4, 2020, KT – Kinetics Technology S.p.A. was awarded an EPC contract on a lump sum turnkey basis by INA-Industrija Nafte, d.d. (INA) for a new delayed-coking facility at the refinery in Rijeka, Croatia, as part of a project to modernize the refinery. The contract provides for the supply of the following units on an LSTK basis: A first batch, defined as Greenfield Work: Delayer Coker Unit (Unit 384 - DCU), Amine Regeneration Unit (Unit 387 - ARU), Sour water stripper Unit (Unit 388 - SWS) and Coke Port with Handling & Storage System; a second lot, defined as Brownfield Work: Area preparation for DCU; Sulphur Recovery Unit 2nd Train (Unit 379 - SRU); Hydrocracker Unit Revamping (Unit 376 - HCU); DCU Outside Battery Limit (OSBL). The scope of the work includes: detailed engineering; procurement and delivery of all materials; inspection; all construction activities including site preparation (removal of existing underground and above ground material, geotechnical analysis and topographic survey); all construction activities up to the Ready for Start up phase; supply of spare parts for putting into service and start-up of the plant; reaching "Ready for start-up" status; assistance during the plant start-up phase (on a reimbursable basis); supply of documentation as built; supply of maintenance and operating manuals; training of plant operating personnel. The value of the contract is Euro 551.6 million, including currently approved change orders. The expected PAC date is July 2026, and the FAC date is July 2028. At December 31, 2024, engineering and home office services activities are 100% complete; manufacturing is 99.9% complete; construction activities stands at 86.7%. Project advancement is 92.2%.

Energy Services

The contracts of the so-called "Energy and/or EPC" contracts continue which involve the supply of heat/ methane gas, electricity, plant maintenance and energy upgrading of clients' buildings and facilities. In particular, the company Se.MA preliminarily supports energy efficiency investments provided for in the technical-economic plan (PTE) by achieving better plant performance, reduced energy consumption and therefore cost savings over time. This dynamic allows for a return on investments made and for good margins on orders. The main Energy and/or EPC contracts are under the Consip agreement and concern the supply of methane gas, electricity, heat and maintenance at a number of hospitals in the province of Ancona (Fabriano, Jesi and Senigallia), and a number of hospitals in the province of L'Aquila (Avezzano, Sulmona, L'Aquila and Castel di sangro). Energy Service and/or EPC contracts also continue with Azienda Ligure Sanitaria (A.LI.SA) for the management of hospitals in the Chiavari and La Spezia area (lot 6 Asl 4 and Asl 5 Liguria).

Renewable energy projects

Photovoltaic plant (PMGD) (Chile) - Ingenieria y Construcción TECNIMONT Chile y Compañia Limitada signed with the Chilean companies La Huerta S.p.A., Vespa Solar S.p.A., MVC Solar 17 S.p.A., SOL DEL SUR 2 S.p.A., SOL DEL SUR 8 S.p.A., SOL DEL SUR 9 S.p.A., SOL DEL SUR 15 S.p.A., MVC SOLAR 38 S.p.A. and BLUE SOLAR UNO S.p.A. (jointly the "SPV") nine contracts for the construction of a similar number of medium/small photovoltaic plant in Chile (less than 9 MWac), called "PMGD" and "PMG". These contracts were awarded to TECNIMONT Chile with the signing of the transfer agreements as part of the broader transaction initiated with Neosia Renewable S.p.A. (a subsidiary of MAIRE S.p.A., now merged into TECNIMONT S.p.A.), which led to the latter's purchase of the SPVs in charge of the development and construction of the afore-mentioned small-scale photovoltaic plants. Having obtained the necessary local administrative approvals for the construction and operation of the photovoltaic plant, the SPVs were transferred in November and December 2022 to Akuo PMGD Holding S.p.A., while the EPC contracts for the construction and operation of the individual plant were awarded to Ingenieria y Construcción TECNIMONT Chile y Compañia Limitada. Engineering and procurement are completed and plant construction is underway, start-up began as of July 2024 and completion is expected by September 2025.

Metro Projects

Metropolitana di Torino – Opere di Sistema (Turin, Italy) - In Q1 2021, Transfima Geie completed the system works for the Lingotto-Bengasi section of Line 1 of the Turin Metro, complying with the contractual terms established by the client Infratrasporti.To. On March 30, 2021, the Provisional Minutes of Acceptance (VCAPS)4 were signed, allowing the section to be commence operations from April 2021. The Fermi – Cascine Vica section is a further extension of the line to the west and its contract is autonomous from the previous sections. The award of the section was governed on March 10, 2020 by a specific framework agreement (2nd Framework Agreement), divided into three addenda relating to the development and progress of the work: the first for planning, the second for strategic supplies and the third for commissioning. The 1st and 2nd Addenda were signed at the same time as the 2nd Framework Agreement. Infratrasporti.To's decision to migrate the signalling system from the analogue technology of the VAL 208 system to a digital system based on CBTC technology (a move that involved other market operators) had a significant impact on the works planned for the Fermi-Cascine Vica section. This resulted in a significant reduction in the scope of work provided for in the 2nd Framework Agreement signed on March 10, 2020, with the consequent separation of the signaling and automation supply works. In relation to the foregoing, on September 15, 2021 Transfima Geie signed a specific Amendment Agreement to the 2nd Framework Agreement with Infratrasporti.To. In 2022, the design work was completed, while in early 2023 construction work began for the construction of the entire System infrastructure. In October 2022, Transfima GEIE signed with the Client Infratrasporti. To an Additional Deed for System infrastructure works for the extension of three additional new storage routes, in addition to the three already provided for in the basic contract (Modifying Agreement of the Second Framework Agreement). The activity relating to the five-year contract signed in April 2018 continued with regard to technical assistance and maintenance of Line 1. On February 22, 2023, the contract was extended for an additional year, from April 2023 to March 2024. The contract covers all previously existing activities (technical assistance and level 3 maintenance of the technological components at line 1 of the Turin Metro, Collegno - Lingotto - Bengasi section) in addition to maintenance, Levels 1 and 2, of the IT network and the resolution of a number of obsolescence issues.

On April 19, 2024, the level 1, 2 and 3 maintenance contract was further extended from April 2024 to April 2027.

Civil and industrial projects

Avio Facility - (Colleferro, Italy) - in July 2018, the EPC contract was signed for the construction of an industrial facility (Building 4026) in Colleferro for "motors expansion". Two contractual addenda for the addition of further work were formalized in 2019, with the resulting extension of work completion times. At December 31, 2022, this activity has been completed. The contract for the performance of the work on Building 4562 was signed on October 29, 2019, and the work commencement memorandum was drawn up on November 19. The cumulative amount of work recognized at December 31, 2024 is 100%. As of December 31, 2024, the last remaining "outstanding" activity on the punch list drawn up by the client are being finalized, which will entitle the collection of the last contract tranche..

Infrastructure Health Care (Brindisi, Italy) - Brindisi Local Health Authority Geographical Lot No. 15 of the Framework Agreement Law No. 77 of July 17, 2020, Awarding of engineering and architectural services work and other services, enacting the hospital network reorganization plans. In April 2021, a contract was signed for the Executive Design and subsequent construction of 23 intensive care units at the Perrino of Brindisi hospital. The cumulative amount of work recognized at June 30, 2024 is 80%. Brindisi Local Health Authority Geographical Lot No. 15 of the Framework Agreement Law No. 77 of July 17, 2020, Awarding of engineering and architectural services work and other services, enacting the hospital network reorganization plans. In March 2022, a contract was signed for the Executive Design and subsequent construction of 8 intensive care units at the Ostuni hospital. The cumulative amount of work recognized at December 31, 2024 is approx. 90%.

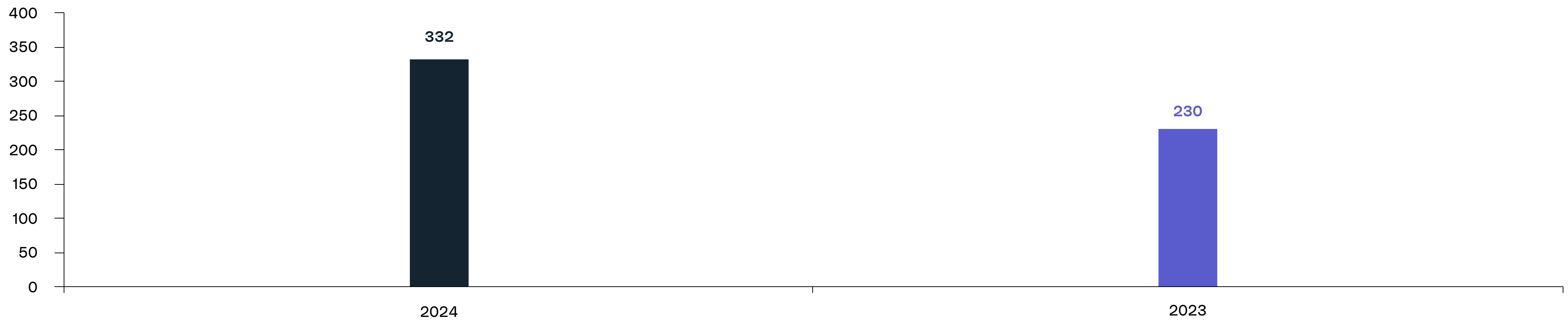
Other projects: all actions necessary on projects under completion and other minor engineering and services contracts are being taken.

Analysis of the "Sustainable Technology Solutions (STS)" Business Unit Backlog

The Backlog at December 31, 2024 compared with December 31, 2023 is as follows:

(In Euro thousands)	Backlog at 31.12.2024	Backlog at 31.12.2023	Change December 2024 vs December 2023	
			Total	%
Sustainable Technology Solutions	**331,793**	**230,384**	**101,410**	**44.0%**

'Sustainable Technology Solutions' Backlog (Euro millions)



The "Sustainable Technology Solutions" BU Backlog was Euro 331.8 million at December 31, 2024, up Euro 101.4 million on the previous year (+44%).

During 2024 , the MAIRE Group acquired new projects and extensions of existing contracts for Euro 337.8 million in connection with the Sustainable Technology Solutions BU, up 12.9% on the previous year.

The main projects awarded to the Sustainable Technology Solutions business unit include the contracts for the licensing and supply of proprietary equipment for an "Ultra- Low Energy" urea plant in China by Jiangsu Huachang Chemical Co, a licensing and equipment supply contract for a state-of-the-art urea synthesis and granulation plant in Egypt on behalf of El-Nasr Company for Intermediate Chemicals (NCIC), a licence agreement with DG Fuels Louisiana LCC in relation to its proprietary gasification technology NX Circular, a contract to develop the Process Design Package (PDP) for the hydrogen and carbon dioxide recovery unit of the Hail and Ghasha development project, engineering works and various pre-feasibility studies, and licensing, and due process design packages awarded by SOCAR for the efficiency upgrading of the HAOR complex in Azerbaijan, leveraging its proprietary NX Sulphurec™ technology.

Principal Projects Awarded and Commercial Agreements

NEXTCHEM TO DEVELOP THE NEW "E-FACTORY FOR CARBON-NEUTRAL CHEMISTRY" USING ITS OWN TECHNOLOGIES AND EXPERTISE, SUPPORTED BY THE AGREEMENT SIGNED WITH NEWCLEO TO SECURE THEIR IV-GENERATION SMALL MODULAR REACTOR (SMR) ON AN EXCLUSIVE BASIS FOR THE CHEMICAL SECTOR

On January 10, 2024, MAIRE announced that NEXTCHEM (Sustainable Technology Solutions business unit), through its subsidiary NEXTCHEM Tech, leveraging its expertise in chemistry and electrochemistry, has launched a new model of the "e-Factory for carbon-neutral chemistry." The initiative is supported by the signature of a cooperation agreement with newcleo for the development, on an exclusive basis, of a conceptual study to produce carbon-neutral hydrogen using innovative, clean and safe nuclear technology.

TECNIMONT (Integrated E&C Solutions BU) will provide high-level consulting services for newcleo's project to build a power generation plant based on newcleo's LFR-AS- 200 technology, a Small Modular Lead-cooled Fast Reactor that uses MOX fuel. The project will make use of TECNIMONT's state-of-the-art modular approach to optimize construction and planning methodology, reducing time and cost.

This will enable the production of hydrogen from electrolysis and sustainable chemicals, including carbon-neutral ammonia, methanol, e-fuel and derivatives, in line with the European Union's recent decision to include innovative Gen-IV nuclear technology, such as newcleo, in the EU taxonomy of environmentally sustainable economic activities.

NEXTCHEM SELECTED UNDER EU INNOVATION FUND FOR GRANT AGREEMENT THANKS TO ITS CHEMICAL RECYCLING TECHNOLOGY

On January 15, 2024, MAIRE announced that MyRemono, NEXTCHEM Tech's subsidiary working in plastics depolymerization, had been pre-selected for the preparatory phase of the grant agreement "Innovation Fund 3rd call for Small Scale projects".

The Innovation Fund is one of the world's largest funding programs for the implementation of innovative clean technology projects. The project selected concerns the industrial scale-up of MyRemono's modular NXRe PMMA technology, which will be based on the implementation of a unique plant with a processing capacity of up to about 5,000 tons per year.

Developed in conjunction with Biorenova, this is a state-of-the-art plastic depolymerization technology which, using a continuous chemical recycling process, recovers extremely pure monomers (building blocks of the plastic value chain) from selected plastic waste, particularly polymethyl methacrylate (PMMA or Plexiglas). The project seeks to increase the EU's PMMA waste and scrap recycling rate and reduce dependence on fossil raw materials in the production of these intermediates, embracing a fully circular model.

NEXTCHEM SIGNS AGREEMENT TO USE INERT GRANULATE FROM WASTE-TO-CHEMICAL PROCESS TO DECARBONIZE CEMENT PRODUCTION

On January 23, 2024, MAIRE announced that NEXTCHEM (Sustainable Technology Solutions), through its subsidiary MyRechemical, a leader in waste-to-chemical technology solutions, and Colacem, a major Italian cement producer, had signed a memorandum of understanding to exploit the inert granulate created by the waste-to-chemical process, reusing it to produce cement. The agreement will apply to all of MyRechemical's Italy-based initiatives in the area of chemical conversion from waste.

Research conducted by the University of Modena and Reggio Emilia, supported by laboratory tests carried out by Colacem, has confirmed that the inert granulate from the waste-to-chemical process can be effectively reused as raw material in cement production.

The agreement will see MyRechemical supply Colacem with inert granulate from its waste-to-chemical process, maximizing material recovery and minimizing its own disposal to landfill. MyRechemical will thus be able to achieve a conversion rate of approx. 95% of treated waste, reducing the amount of remaining waste to be landfilled to 5%, well below the EU's 10% target for 2035. Colacem, in turn, will contribute to decarbonizing its industrial process through the use of a circular material, in line with its sustainability plan.

NEXTCHEM AWARDED LICENSING AND ENGINEERING STUDY BY PAUL WURTH FOR NX CPO TECHNOLOGY, TO BE APPLIED TO NORSK'S FIRST INDUSTRIAL-SCALE E-FUEL PLANTS IN NORWAY

On January 30, 2024, MAIRE announced that NEXTCHEM (Sustainable Technology Solutions), through its subsidiary NEXTCHEM Tech, had signed a contract with Paul Wurth S.A., an SMS Group company ("Paul Wurth"), and Norsk e-Fuel AS ("Norsk e-Fuel") for a licensing and engineering package related to the NX CPO technology, to be used in the first industrial-scale plant capable of producing SAF from green hydrogen and carbon dioxide (CO_2) in Mosjøen, Norway. This will be the first plant developed by the Norwegian enterprise Norsk e-Fuel AS, a project development company backed by a Group of shareholders, including Paul Wurth.

NEXTCHEM Tech will apply its proprietary NX CPO1 technology, an innovative and advanced process to produce synthesis gas through controlled partial oxidation through very rapid reactions. Applied in the production of synthetic fuels, this versatile technology helps improve the efficiency of carbon recovery.

The first plant developed by Norsk e-Fuel will have a production capacity of 40,000 tons per year (Tpa) of synthetic fuels, and will begin operation after 2026. Two more plant, each with a capacity of approx. 80,000 Tpa, are scheduled to be built by 2030, based on the initial design. The objective is to effectively reduce current flight emissions by harnessing cutting-edge technologies to produce synthetic aviation fuels.

NEXTCHEM AWARDED LICENSING AND PROPRIETARY EQUIPMENT SUPPLY CONTRACTS BY JIANGSU HUACHANG CHEMICAL CO. FOR AN "ULTRA-LOW ENERGY" UREA PLANT IN CHINA

On February 1, 2024, MAIRE announced that NEXTCHEM (Sustainable Technology Solutions), through its subsidiary Stamicarbon, a nitrogen technology licensor, had been awarded the licensing and proprietary equipment supply contracts by Jiangsu Huachang Chemical Co. for an "Ultra- Low Energy" urea plant in China. The plant will be located in Zhangjiagang (Jiangsu Province) and will have a capacity of 1,860 tons per day, using Stamicarbon's Ultra-Low Energy (ULE) design.

Proprietary ULE technology allows heat supplied as high-pressure steam to be used three times as opposed to twice. This heat recovery scheme leads to a 35% reduction in steam consumption and 16% reduction in cooling water compared to the traditional CO_2 stripping process. With two plants currently in operation, the Ultra-Low Energy solution is bringing unprecedented energy savings to the market. This is a result of Stamicarbon's continued commitment to innovation and excellence in urea fertilizer technology.

Jiangsu Huachang (Group) Co. Ltd. is a listed chemical company active in fertilizer production.

NEXTCHEM AND ENGIE COOPERATE IN DEVELOPING ADVANCED BIOMETHANE TECHNOLOGY TO PRODUCE SYNTHETIC METHANE FROM DRY WASTE BIOMASS

On February 6, 2024, MAIRE announced that NEXTCHEM (Sustainable Technology Solutions), through its subsidiary NEXTCHEM Tech, and ENGIE will collaborate in developing and selling an advanced biomethane technology designed to produce synthetic methane from dry waste biomass. Under the terms of the agreement, NEXTCHEM Tech will act as a strategic partner and co-developer to optimize, integrate, develop and commercialize this advanced process using NEXTCHEM and ENGIE's proprietary technologies. Once industrialized through the Salamandre project in Le Havre, France, NEXTCHEM Tech will act as a global licensee of the integrated package on an exclusive basis. This collaboration reflects NEXTCHEM Tech and ENGIE's commitment to the transition to a zero-emissions industry which reduces energy consumption and offers more sustainable solutions through a circular approach.

NEXTCHEM WINS CONTRACT TO LICENSE AND SUPPLY EQUIPMENT BASED ON ITS PROPRIETARY TECHNOLOGY FOR A NEW UREA PLANT IN EGYPT

On February 26, 2024, MAIRE announced that NEXTCHEM (Sustainable Technology Solutions), through its nitrogen technology licensor Stamicarbon, has been awarded a license and equipment supply contract for a state-of-the-art urea synthesis and granulation plant in Egypt on behalf of the El-Nasr Company for Intermediate Chemicals (NCIC). The plant will have a production capacity of 1,050 metric tons per day of urea and will be located in an area 100 km southeast of Cairo.

The Stamicarbon technology selected by NCIC plays a key role for the urea synthesis and granulation plant, especially in terms of process optimization, operational safety, increased yield and minimized energy consumption. NCIC is a major player in Egypt's chemical and fertilizer industry, which has adopted cutting-edge nitrogen technologies that can ensure superior product quality.

This achievement testifies to the reliability of the value proposition in offering nitrogen-based technology solutions worldwide, thus consolidating our market leadership in licensing urea technology in Africa.

NEXTCHEM INTEGRATES ITS PROPRIETARY GREEN AMMONIA TECHNOLOGY WITH VALLOUREC'S DEDICATED HYDROGEN STORAGE TECHNOLOGY TO OFFER A COMBINED SOLUTION IN "POWER-TO-X" PROJECTS

On April 4, 2024, MAIRE announced that NEXTCHEM (Sustainable Technology Solutions), through its subsidiary NEXTCHEM Tech, and Vallourec, among the global leaders in high-quality pipeline solutions for the energy sector, will collaborate on the integration of Vallourec's Delphy hydrogen storage technology with NEXTCHEM's proprietary green ammonia technology and its commercialization.

The two partners will investigate how to combine Delphy's storage solution into "Power-to-X" and green hydrogen projects in which NEXTCHEM is involved as a global technology provider. The partnership will focus on synergies between NEXTCHEM's proprietary green ammonia production technologies and Vallourec's high-capacity hydrogen storage.

NEXTCHEM's green ammonia technology can produce carbon-free ammonia using renewable energy, outside of traditional fossil fuel-based processes. NEXTCHEM's technology is among the most competitive solutions in terms of CAPEX, offers complete modularization and uses a proven design with additional digital solutions available for process monitoring and staff training. With several plant in operation, NEXTCHEM's technology has a solid technological base.

NEXTCHEM's technology, combined with Delphy's underground storage system, will be able to offer a safe, efficient and cost-effective solution to serve green hydrogen producers and industrial clients.

Once feasibility studies are completed, NEXTCHEM Tech will act as the exclusive global licensor of the technology package integrating Vallourec's hydrogen storage system and NEXTCHEM's small-scale green ammonia production technology. Marketing of the technology package will be carried out by one of NEXTCHEM's subsidiaries. This co-operation is part of NEXTCHEM and Vallourec's commitment to the transition to a low-carbon industry, reducing energy consumption and offering solutions with reduced environmental impact through a circular approach.

NEXTCHEM AWARDED A PROCESS DESIGN PACKAGE TO REDUCE ENERGY CONSUMPTION AT A UREA PLANT IN CHINA, USING ITS PROPRIETARY MP FLASH UREA TECHNOLOGY

On June 5, 2024 - MAIRE announced that NEXTCHEM (Sustainable Technology Solutions), through its subsidiary Stamicarbon, a nitrogen technology licensor, had been selected by Qinghai Yuntianhua International Fertilizer Co., Ltd. to provide a process design package to modernize a urea plant with two production lines - each with a capacity of 1,200 MTPD - in Qinghai Province, China.

The proprietary MP Flash Design solution, a part of the EVOLVE EnergyTM series, significantly reduces steam use and optimizes raw material use, reducing overall plant energy consumption by more than 25%. Specifically, adding a medium-pressure recirculation section maximizes energy savings without the need for any modifications to existing high-pressure equipment. This leads to a significant carbon footprint reduction while generating savings on maintenance and operating expenses.

This project sees MAIRE further increase its technological footprint in China, one of the world's largest and fastest-growing agricultural markets, while also confirming its positioning as a global technology leader in innovative solutions to support carbon footprint reduction in the fertilizer industry.

NEXTCHEM SIGNS A EURO 4 MILLION GRANT AGREEMENT WITH THE EUROPEAN COMMISSION UNDER THE INNOVATION FUND TO SCALE UP ITS NXRe PMMA PROPRIETARY CHEMICAL RECYCLING TECHNOLOGY

On June 19, 2024, following the pre-selection announced in January, MAIRE announced that NEXTCHEM (Sustainable Technology Solutions), through its subsidiaries NEXTCHEM Tech and MyRemono, had signed a grant agreement as part of the EU's "Innovation Fund 3rd call for Small Scale projects", which will contribute to implementing the BOOST project.

BOOST seeks to introduce the first industrial-scale plant based on the continuous modular NXRe PMMA technology developed by MyRemono, the NEXTCHEM subsidiary active in plastics depolymerization. Using a continuous chemical recycling process, NXRe PMMA enables the recovery of extremely pure monomers (building blocks of the plastic value chain) from selected plastic waste, particularly polymethyl methacrylate (PMMA).

The plant will have an initial processing capacity of approx. 5,000 tons per year and will produce approx. 4,345 tons of r-MMA per year, thereby preventing the consumption of more than 13,000 tons per year of fossil-based raw materials. In its first 10 years of operation, the plant is expected to result in a 96% relative reduction in greenhouse gas emissions compared to the baseline scenario.

The design of this unique industrial unit is in its final stages, and construction is expected to be completed in 2026. The total value of the project is Euro 6.6 million, of which approx. Euro 4 million is covered by EU funding.

Of the 72 applications submitted to the EU's "Innovation Fund 3rd call for Small Scale projects", BOOST is one of 18 small-scale projects to have received grant agreements, and the only Italian project selected in the chemical sector.

This result confirms the reliability of NEXTCHEM's technological offering. NXRe PMMA's scalability across various sectors will help improve the production of sustainable plastic products, gradually reducing dependence on fossil raw materials for intermediates and embracing a fully circular model.

NEXTCHEM TO ACT AS TECHNOLOGY INTEGRATOR FOR HAIL AND GHASHA PROJECT HYDROGEN AND CO_2 RECOVERY UNIT

On June 20, 2024, MAIRE announced that NEXTCHEM (Sustainable Technology Solutions), through its subsidiary NEXTCHEM Tech, would act as Technology Design Integrator to develop the Process Design Package (PDP) for the hydrogen and carbon dioxide recovery unit of the Hail and Ghasha development project.

The Hail and Ghasha project, the design of which was awarded to TECNIMONT (MAIRE Integrated E&C Solutions) by ADNOC in October 2023 for a total value of USD 8.7 billion, is one of the most significant global initiatives for the decarbonization of the energy transformation industry. The project seeks to operate with zero net CO_2 emissions, achieved in part by the recovery units to be developed by NEXTCHEM Tech. These will enable the capture and storage of 1.5 million tons of CO_2 per year, making a significant contribution to ADNOC's commitment to decarbonize its operations.

The scope of NEXTCHEM Tech's work includes the PDP for the raw gas compressor station, the dehydration and separation unit, the CO_2 compressor station, and other associated facilities based on the best technologies and solutions.

Drawing on its decarbonization expertise and capabilities, NEXTCHEM Tech will also support TECNIMONT in supplying essential equipment and developing the executive engineering design for the hydrogen and CO_2 recovery section. The total contract value is approx. USD 60 million.

This project is testament to the strength of the Group's integrated approach and how it can support clients across a broad spectrum of decarbonization solutions. NEXTCHEM's unique, distinctive expertise will integrate with TECNIMONT in work on one of the world's most innovative projects. We are also offering and implementing innovative solutions designed to reduce emissions and optimize energy consumption, enabling significant opex and capex efficiency.

NEXTCHEM AWARDED LICENSING CONTRACT FOR PROPRIETARY NX CIRCULAR GASIFICATION TECHNOLOGY FOR DG FUELS' SUSTAINABLE AVIATION FUEL (SAF) PLANT IN THE USA

On June 24, 2024, MAIRE announced that NEXTCHEM (Sustainable Technology Solutions), through its subsidiary MyRechemical, a leader in the Waste-to-Chemical segment, had signed a license agreement with DG Fuels Louisiana, LCC in relation to its proprietary NX Circular™ gasification technology.

The plant is expected to be operational in 2028 and will produce 450 liters per year of SAF deriving from residual biomass and, to a lesser extent, from municipal waste. MyRechemical was selected as the technology licensee for the gasification and gas treatment units that will be capable of processing one million tons per year of sugarcane processing residues, bagasse and pulp, which are the first step in the SAF production process. The license agreement requires that MyRechemical also supply the proprietary equipment for the gasification package, providing the option of a modular construction approach to better control on-site construction costs, and related technical services.

The project meets the requirements of the US Department of Energy's Clean Fuels & Products Shot initiative, which seeks to decarbonize the aviation sector through the industrialization of SAF. SAF from biomass or waste also meets the requirements of the Carbon Offsetting and Reduction Scheme for International Aviation (CORSIA) established by the International Civil Aviation Organization to reduce airlines' carbon offset requirements.

DG Fuels Louisiana is a subsidiary of DG Fuels, a US-based company active in renewable hydrogen and biogen-based sustainable synthetic fuel for aviation.

This important recognition confirms the reliability of the MAIRE's technologies and its role as a key player in enabling industry decarbonization through circular solutions, both in a key market such as the United States and globally.

NEXTCHEM AWARDED A FEASIBILITY STUDY AND A PRE-FEED BASED ON ITS PROPRIETARY NX STAMI GREEN AMMONIATM AND NX STAMI NITRIC ACIDTM TECHNOLOGIES FOR A LOW-CARBON FERTILIZER PLANT BY FERTIGHY, FRANCE

On July 1, 2024, MAIRE announced that NEXTCHEM (Sustainable Technology Solutions) had been awarded a feasibility study and a Pre-FEED (Pre Front-End Engineering Design) contract by FertigHy based on its proprietary NX Stami Green Ammonia™ and NX Stami Nitric Acid™ technologies, integrating hydrogen and electrolyzer expertise into a consolidated technology solution.

The FertigHy consortium was established in 2023. It comprises several shareholders covering the entire value chain, including EIT InnoEnergy, RIC Energy, MAIRE, Siemens Financial Services, InVivo, and HEINEKEN. FertigHy is an example of European industrial players investing in Europe to gradually decarbonize the economy.

Construction on the first plant is scheduled to begin in 2027. This will produce half a million tons per year of sustainable nitrogen-based fertilizer using hydrogen obtained with renewable energy and low carbon emissions. The consortium intends to replicate this integrated concept in other European countries, with a potential emissions reduction benefit estimated at up to one million tons of CO_2 per year per plant.

Fertilizer is a key sector in every country's economy, and MAIRE is proud to contribute to its sustainability in Europe and around the world. Leveraging its integrated approach from project development to execution capabilities, MAIRE can offer the fertilizer industry technological solutions that help achieve the decarbonization goals required under European regulations.

NEXTCHEM AWARDED NEW CONTRACTS WORTH APPROX. EURO 30 MILLION, CHIEFLY FOR THE DESIGN AND SUPPLY OF PROPRIETARY EQUIPMENT BASED ON FERTILIZER TECHNOLOGY, A FEASIBILITY STUDY BASED ON PROPRIETARY TECHNOLOGY FOR BIODEGRADABLE MONOMERS, AND OTHER ENGINEERING SERVICES

On July 2, 2024, MAIRE announced that NEXTCHEM (Sustainable Technology Solutions) had been awarded new contracts with a total value of approximately Euro 30 million from major international clients, mainly in the Middle East and Europe.

Specifically, NEXTCHEM's subsidiary Stamicarbon - the Group's licensor for nitrogen fertilizer technologies - was awarded a contract by a major fertilizer producer in the Middle East to design and supply a high-pressure pool condenser with state-of-the-art technology and design.

CONSER, NEXTCHEM's subsidiary and the Group's licensor of biodegradable plastics technologies, was also awarded a feasibility study in the Middle East based on NX CONSER's proprietary CONSER Duetto technology. This solution will allow the current production line to be replaced with one that uses biodegradable monomers.

The new contracts also include high-value engineering services for major clients in a number of regions.

These significant awards confirm the MAIRE Group's ability to improve traditional infrastructure using its technologies, as part of its plan for the energy transition. These modernizations improve energy efficiency, minimize environmental impacts and ensure the highest safety standards, thanks in part to our state-of-the-art proprietary equipment.

TECNIMONT, WITH NEXTCHEM, AWARDED AN ENGINEERING STUDY FOR A GREEN AMMONIA PLANT IN INDIA USING NEXTCHEM'S ARCHY DIGITAL SOLUTION

On July 15, 2024 - MAIRE announced that TECNIMONT (Integrated E&C Solutions), through its Indian subsidiary TECNIMONT Private Limited (TCMPL) and in collaboration with NEXTCHEM (Sustainable Technology Solutions), had been awarded an engineering study (Phase 1 of Front-End Engineering Design) by Sembcorp Green Hydrogen India Pvt Ltd. for a green ammonia plant in India.

The study will leverage ArcHy (Architecture of Hydrogen systems), NEXTCHEM's digital tool designed to overcome the problem of intermittent renewable energy production, resulting in capex and opex benefits in the plant life cycle.

ArcHy will draw on profiles of renewable energy produced, collected over the course of a year under different weather conditions, to size plant components (such as electrolyzers and storage systems) and green ammonia plants. The objective is to minimize the average cost of ammonia production.

The results of this analysis will give TCMPL the basis to design each element of the plant, providing highly specialized engineering services.

NEXTCHEM AWARDED LICENSING AND PROCESS DESIGN PACKAGE TO IMPROVE ENERGY EFFICIENCY AT A UREA PLANT IN CHINA, USING ITS PROPRIETARY MP FLASH UREA TECHNOLOGY

On July 22, 2024, MAIRE announced that NEXTCHEM (Sustainable Technology Solutions), through its subsidiary Stamicarbon, licensor for nitrogen technologies, had been selected by Linggu Chemical Co. Ltd, a leading Chinese agricultural chemical manufacturer, to provide licensing and process design packages to improve the energy efficiency of an existing urea plant in China with a total capacity of 3,100 tons per day.

The proprietary Advanced MP Flash Design solution, a part of the EVOLVE Energy™, technological portfolio, significantly reduces steam use and optimizes raw material use, reducing overall plant energy consumption by up to 20% and maximizing energy savings without the need for additional high-pressure equipment.

This project consolidates MAIRE's strong technology supply position in China and reaffirms its role as a global technology leader in advanced solutions to help reduce fertilizer industry emissions.

NEXTCHEM AWARDED FEASIBILITY STUDY IN NORTH AMERICA TO USE PROPRIETARY TECHNOLOGY TO PRODUCE MALEIC ANHYDRIDE

On July 24, 2024, MAIRE announced that NEXTCHEM (Sustainable Technology Solutions), through its subsidiary CONSER, a licensor of technologies for high-value chemical derivatives and biodegradable plastics, had been awarded a feasibility study in North America by a major industrial operator to optimize an existing maleic anhydride (MAN) plant that is part of a facility producing malic and fumaric acid.

The feasibility study will focus on revamping the plant to assess potential opportunities to use CONSER's proprietary technology to increase the efficiency of maleic anhydride production, also with a view to potentially increasing plant capacity.

Among its many industrial applications, maleic anhydride is used as an intermediate in the production of malic acid and fumaric acid, which are used to improve the texture, flavor, and stability of food products. Specifically, malic acid functions as an acidity regulator, helping maintain desired pH levels and improve the flavor of foods and beverages. It is also a precursor in the production of fumaric acid, another food additive used for similar purposes.

This agreement demonstrates the versatility of NEXTCHEM's high-value technology proposition, strengthening its presence in new geographic areas. CONSER, meanwhile, consolidates its position as a world leader in maleic anhydride technology and strengthens its unique offering as a provider of advanced technologies, while also improving the production processes at its operating plants.

NEXTCHEM AWARDED BY SARLUX LICENSING, ENGINEERING SERVICES, SUPPLY OF PROPRIETARY EQUIPMENT AND CATALYSTS TO INTEGRATE ITS NX CPO™ TECHNOLOGY INTO A SAF PILOT PLANT

On August 2, 2024 - MAIRE announced that NEXTCHEM (Sustainable Technology Solutions), through its subsidiary NEXTCHEM Tech had signed a binding Term Sheet with Sarlux S.r.l. - a company of the Saras Group - which includes the main terms and conditions to operate as a provider of engineering and technology services for the implementation of a pilot plant at the Sarroch (Sardinia) plant. The pilot plant is aimed at producing sustainable aviation fuel (SAF), with the potential to develop it on an industrial scale.

NEXTCHEM Tech will integrate its NX CPO™ technology, a state-of-the-art solution that produces synthesis gas through partial catalytic oxidation, into the process. When NX CPO™ technology is used for the production of synthetic fuels, it increases the overall efficiency of the process by recovering and reusing hydrogen and carbon from refinery gas molecules, thereby reducing CO_2 emissions to the atmosphere. NEXTCHEM Tech will provide licensing and proprietary equipment, including its own catalyst for this technology.

The agreement also calls for NEXTCHEM Tech to provide high value-added engineering services during the execution, testing and startup phases of the plant.

NEXTCHEM AWARDED A FEASIBILITY STUDY FOR A SUSTAINABLE AVIATION FUEL (SAF) PROJECT IN INDONESIA BASED ON ITS PROPRIETARY NX PTU™ AND NX SAF™ BIO TECHNOLOGIES

On August 5, 2024 - MAIRE announced that NEXTCHEM (Sustainable Technology Solutions) has been awarded together with PT Tripatra Engineers and Constructors a feasibility study for a Sustainable Aviation Fuel ("SAF") project in Sei Mangkei, Indonesia.

The agreement involves the joint development of a small-scale modular SAF plant. The plant will be powered by locally sourced raw materials, such as waste cooking oil and palm oil processing residues, with a production capacity of 60,000 tons per year.

The first phase of the collaboration involves a feasibility study to evaluate the optimal plant configuration based on NEXTCHEM's proprietary technologies.

NEXTCHEM offers a fully integrated package that includes NX PTU™ technology, the hydrogen production unit and NX SAF™ Bio technology and a proprietary Hydrotreated Esters and Fatty Acids ("HEFA") process, thus providing a complete solution for SAF production. This process uses second-generation vegetable oils and residual fats, which are pretreated through NX PTU™ technology. The purified feedstock is then refined into SAF using hydrogen with NX SAF™ BIO technology, which enables the production of an ultra-low carbon SAF that can reduce aviation emissions by up to 95% compared to the use of fossil fuels. The high level of standardization, coupled with the modular and compact design of the technology, enables rapid project execution and makes it ideal for small-scale installations in any geography.

NEXTCHEM AWARDED CONTRACTS FROM SOCAR FOR TWO PROCESS DESIGN PACKAGES AND A LICENSE FOR THE EFFICIENCY UPGRADING OF THE HAOR COMPLEX IN AZERBAIJAN, BASED ON THE PROPRIETARY NX SULPHUREC™ TECHNOLOGY

On September 17, 2024 - MAIRE announced that NEXTCHEM (Sustainable Technology Solutions), through its subsidiary NEXTCHEM Tech, has been awarded by SOCAR two contracts for the efficiency and capacity expansion of the Heydar Aliyev Oil Refinery (HAOR) industrial complex in Baku, Azerbaijan.

NEXTCHEM Tech will conduct technological assessment and provide a process design package for upgrading the existing sulfur recovery unit (SRU) by implementing oxygen enrichment technology, a cost-effective and flexible solution to expand sulfur production capacity. In addition, NEXTCHEM Tech will provide the license and process design package for a new sulfur recovery unit with exceptional recovery efficiency.

NX SulphuRecTM is a comprehensive portfolio of proprietary sulfur recovery technologies based on the integration of the modified Claus process and residual gas treatment, representing the most effective and widely used sulfur recovery configuration worldwide. These solutions aim to reduce the environmental impact of acid gases produced during the refining process. MAIRE has a leadership position and solid experience in this segment, having successfully applied this technology in hundreds of projects around the world.

These contracts confirm the mutually beneficial relationship with SOCAR for the development of Azerbaijan's natural resource processing activities. The MAIRE Group will further support HAOR's modernization with its technologies that ensure the highest environmental standards.

NEXTCHEM AWARDED LICENSING AND PROCESS DESIGN PACKAGE FOR EXPANSION OF EL DELTA UREA PLANT IN EGYPT BASED ON PROPRIETARY ULTRA-LOW ENERGY TECHNOLOGY

On September 18, 2024 - MAIRE announced that NEXTCHEM (Sustainable Technology Solutions), through its subsidiary Stamicarbon, licensor for nitrogen technologies, has been awarded the licensing and Process Design Package (PDP) for the efficiency and expansion of the urea plant of El Delta Company for Fertilizer and Chemical Industries in Talkha, Egypt.

Stamicarbon will provide the license and PDP to increase the urea plant's production capacity from 1,725 to 2,250 tons per day (MTPD) through the application of proprietary Ultra-Low Energy Design technology. This technology, which is part of the NX Stami Urea™ portfolio of proprietary technologies, reduces steam consumption by 35% and cooling water use by 16% due to high-pressure steam that is used three times within the process instead of only two, resulting in significant energy savings compared to conventional CO_2 stripping.

The contract also includes the license and design of a new urea granulation unit with a capacity of 2,250 MTPD. Stamicarbon will apply its latest fluidized-bed urea granulation technology, which ensures the production of high-quality urea meeting the most stringent industry standards.

NEXTCHEM AWARDED LICENSING, PROCESS DESIGN PACKAGE AND CATALYST SUPPLY BASED ON CONSER'S PROPRIETARY TECHNOLOGY FOR A MALEIC ANHYDRIDE PLANT IN OMAN

On September 19, 2024 - MAIRE announced that NEXTCHEM (Sustainable Technology Solutions), through its subsidiary CONSER, a technology licensor for high-value chemical derivatives and biodegradable plastics, has been awarded by Al Baleed Petrochemical Company (ABP) the technology licensing, process design package and catalyst supply for a maleic anhydride plant to be located in the Salalah Free Zone, Oman.

The plant is part of a chemical industrial complex that ABP is developing aimed at the LPG, methanol and ammonia value chain and will have a capacity of 50 thousand tons per year of maleic anhydride, an intermediate used in the production of biodegradable plastics.

The scope of work includes the licensing and process design package for CONSER's proprietary maleic anhydride technology, as well as technical assistance during project execution through to commissioning and startup. In addition, CONSER will provide the corresponding catalyst.

This project is an important step in positioning Oman as a key player in the biodegradable plastics market, leveraging the Salalah Free Zone's logistics hub for the petrochemical and natural resource processing sectors.

This achievement consolidates MAIRE's position as a world leader in the technology of maleic anhydride and its derivatives, confirming its role as a technology enabler in strategic geographic areas.

NEXTCHEM, LEVERAGING ITS PROPRIETARY TECHNOLOGIES, SIGNS CO-OPERATION AGREEMENT WITH KAZMUNAYGAS-AERO TO DEVELOP SAF INITIATIVES IN KAZAKHSTAN

On October 8, 2024 – at the Kazakhstan-Italy Forum, held in Milan between October 7-9, NEXTCHEM and KazMunayGas-Aero (KMG AERO) signed a Memorandum of Understanding to collaborate on promoting energy transition initiatives, leveraging NEXTCHEM's portfolio of proprietary technologies and process engineering capabilities.

This initiative seeks to contribute to the decarbonization and streamlining of KAZAKHSTAN's industry and infrastructure, specifically for the production of sustainable aviation fuel (SAF) and low-carbon hydrogen through CO_2 capture, as well as the introduction of circular economy solutions.

NEXTCHEM will promote sustainable innovation through proprietary technologies for the production of SAF, such as NX SAF BIO and NX Circular, a "Waste-to-X" solution that transforms waste into high value-added chemicals; NX AdWinHydrogen and NX AdWinMethanol, on the other hand, are innovative solutions for the large-scale production of low-carbon hydrogen and methanol from natural gas through CO_2 capture. In addition, NEXTCHEM will provide cutting edge circular technologies, and NX Replast for the mechanical recycling of plastics.

NEXTCHEM and KMG AERO will study the feasibility of development initiatives in the country, involving TECNIMONT to assess Engineering, Procurement and Construction activities once the projects move to the execution phase.

The Memorandum of Understanding was signed by Ildar Shamsutdinov, General Manager of KMG AERO, and Alessandro Bernini, Chief Executive Officer of MAIRE, in the presence of Arman Shakkaliev, Minister of Trade and Integration of the Republic of Kazakhstan and Attilio Fontana, President of the Lombardy Region, as well as many officials from the two countries.

NEXTCHEM AWARDED LICENSING AND PROCESS DESIGN PACKAGE TO EXPAND BSR HYDROGEN PRODUCTION UNIT IN VIETNAM, BASED ON PROPRIETARY NX REFORMTM TECHNOLOGY

On October 10, 2024, MAIRE announced that NEXTCHEM (Sustainable Technology Solutions), through its subsidiary KT Tech, a hydrogen technology licensor, has been awarded by Binh Son Refining and Petrochemical Joint Stock Company (BSR) the licensing and Process Design Package (PDP) for a new hydrogen production unit as part of the wider Dung Quat Refinery upgrading and expansion project in Vietnam.

KT Tech will design the new hydrogen production unit with a capacity of 22,676 cubic meters per hour (Nm3/h), leveraging its proprietary technology. This solution, which is part of the NX ReformTM hydrogen technology portfolio, enables cost-effective hydrogen production and reduces the carbon footprint through the integration of CO_2 capture technology. It also offers flexibility in terms of feedstock and capacity, ensuring production adaptability. This technological solution is based on proven and widely-adopted global methane steam reforming methods, which ensure high operational efficiency. Upon reaching the construction phase, KT Tech will also provide proprietary equipment for the methane steam reforming process.

NEXTCHEM AWARDED LICENSING AND A PROCESS DESIGN PACKAGE FOR APPLICATION OF PROPRIETARY NX STAMI NITRATES™ TECHNOLOGY IN A NITRIC ACID PLANT IN MEXICO

On November 12, 2024 - MAIRE announced that NEXTCHEM (Sustainable Technology Solutions), through its subsidiary Stamicarbon, licensor for nitrogen fertilizer technologies, has been awarded the licensing and Process Design Package (PDP) for a tertiary abatement unit to be installed at Soluciones Químicas' nitric acid plant in Minatitlán, Veracruz, Mexico.

Stamicarbon will apply its proprietary tertiary abatement technology, a highly efficient system designed to reduce emissions from nitric acid plants. The technology not only helps comply with environmental regulations but also contributes to global efforts to mitigate climate change by reducing the carbon footprint in nitric acid production.

This technology, which is part of the NX STAMI Nitrates™ technology portfolio, will be used to provide a tailored solution for the removal of nitrous oxide (N2O) from the process gas stream, bringing the plant's environmental parameters in line with current emissions regulations.

NEXTCHEM AWARDED AN EARLY ENGINEERING, LICENSE AND PDP CONTRACT FROM DG FUELS BASED ON ITS PROPRIETARY NX CIRCULAR™ GASIFICATION TECHNOLOGY FOR AN ADDITIONAL SUSTAINABLE AVIATION FUEL (SAF) PLANT IN NEBRASKA (USA)

On December 4, 2024 - MAIRE S.p.A. announced that NEXTCHEM (Sustainable Technology Solutions), through its subsidiary MyRechemical, a key player in the Waste-to-Chemical segment, has been awarded by DG Fuels LCC an early engineering, licensing and Process Design Package (PDP) contract based on its proprietary NXCircular™ gasification technology for a SAF plant to be built in Nebraska, USA.

The plant of DG Fuels, a U.S.-based operator of renewable hydrogen and low-emission aviation fuel, will be able to produce 450 million liters per year of SAF derived from residual biomass when it comes on stream in 2029.

Licensing and PDP, subject to Notice to Proceed, are instrumental in the implementation of synthesis gasification and gas treatment (syngas) units capable of processing 1 million tons per year of corn crop residues, units that are the first step in the production of SAF.

The project meets the requirements set by the U.S. Department of Energy's (DOE) Clean Fuels & Products Shot initiative, which aims to decarbonize the aviation sector by industrializing SAF production. SAF from biomass or waste also meets the requirements of the Carbon Offsetting and Reduction Scheme for International Aviation (CORSIA) established by the International Civil Aviation Organization (ICAO) to reduce airlines' carbon offset requirements. The combined capacity of DG Fuels' SAF plants in Louisiana and Nebraska could potentially cover up to 8% of U.S. SAF obligations by 2030.

NEXTCHEM SIGNS TOLL MANUFACTURING AGREEMENT WITH RÖHM FOR CHEMICAL RECYCLING OF POLYMETHYLMETHACRYLATE (PMMA) IN MYREMONO INDUSTRIAL PLANTS, USING PROPRIETARY NXRE™ PMMA TECHNOLOGY

On December 16, 2024 - MAIRE announced that NEXTCHEM (Sustainable Technology Solutions), through its subsidiary MyRemono, has signed a Toll Manufacturing agreement with Röhm, under which Röhm will provide MyRemono with waste PMMA to be processed and chemically transformed into ultrapure monomers of virgin-like quality.

This initiative leverages NEXTCHEM's proprietary NXRe™ technology, a continuous depolymerization process that enables chemical recycling of PMMA efficiently. Röhm will also act as an off-taker of recycled methacrylate monomer (rMMA), to be reused for the production of new PMMA products in a fully circular process. The agreement provides for the payment of a processing fee by Röhm to MyRemono.

The initiative follows the creation of a European consortium to support PMMA circularity, which includes MyRemono, Röhm, Pekutherm and Polyvantis. Pekutherm will handle the logistics and sorting of PMMA materials, while Polyvantis will handle the mechanical recycling.

MyRemono will carry out the chemical recycling of PMMA waste in its first industrial-scale plant, currently under development in Italy, with support from the European Innovation Fund. The plant, expected to be completed in 2026, will have an initial processing capacity of about 5,000 tons per year of PMMA, an amount needed to produce about 10 million car taillights, demonstrating how significant volumes of recycled material can replace virgin resources in production.

Compared with current virgin MMA production processes, recycled MMA produced with the NXRe™ PMMA TECHNOLOGY is expected to reduce the carbon footprint by more than 90%1. The total investment for technology development and scale-up, as well as for the construction of the first industrial-scale plant, is currently planned at Euro 15 million, financed mainly by a bank loan and an EU Innovation Fund grant of Euro 4 million.

With this partnership, NEXTCHEM lays the foundation for the licensing of NXRe™ PMMA technology, a key component for the future development of chemical depolymerization of other value-added materials, such as polystyrene and polyolefins.

NEXTCHEM AWARDED THE LICENSING AND PROCESS DESIGN PACKAGE FOR A SUSTAINABLE AVIATION FUEL (SAF) PROJECT IN INDONESIA BASED ON THE PROPRIETARY NX PTU™ AND NX SAF™ BIO TECHNOLOGIES

On December 19, 2024 - MAIRE announced that NEXTCHEM (Sustainable Technology Solutions) has been awarded the licensing and Process Design Package for a Sustainable Aviation Fuel ("SAF") plant in Sei Mangkei, North Sumatra Province, Indonesia. This project will be the first plant to produce high-efficiency SAF primarily from palm oil processing residues (POME), enabling full domestic valorization of feedstock, including waste cooking oil, and demonstrating the economic viability of small-scale plants.

The award of this project follows the completion of the feasibility study announced in August this year for the joint development of a SAF plant optimized for local feedstock availability. The successful outcome demonstrated the feasibility of a SAF production facility designed for locally sourced feedstock and ideally located for raw material logistics in Indonesia. SAF's production capacity of 60,000 tons per year has the potential to meet about 5% of the fuel demand of Jakarta's Soekarno-Hatta International Airport, Indonesia's largest airport, confirming the viability of the solution on a national scale.

NEXTCHEM offers a fully integrated package that includes its NX PTU™1 technology, the hydrogen production unit and NXSAF™ BIO technology, a proprietary Hydrotreated Esters and Fatty Acids ("HEFA") process, thus providing a complete solution for SAF production. This process uses second-generation vegetable oils and residual fats, which are pretreated through NXPTU™ technology. The purified feedstock is then refined into SAF using hydrogen with NXSAF™ BIO technology, which enables the production of an ultra-low carbon SAF that can reduce aviation emissions by up to 95% compared to the use of fossil fuels. The high level of standardization, coupled with the technology's modular and compact design, enables fast project turnaround times and makes it ideal for small-scale installations in any geography.

NEXTCHEM AWARDED IN CANADA LICENSING AND PROCESS DESIGN PACKAGE FOR A LOW-CARBON FERTILIZER PLANT, AND THE SUPPLY OF PROPRIETARY EQUIPMENT USING PROPRIETARY NX STAMI UREA™ TECHNOLOGY

On December 27, 2024 - MAIRE announced that NEXTCHEM (Sustainable Technology Solutions), through its subsidiary Stamicarbon, a nitrogen fertilizer technology licensee, has been awarded contracts for its proprietary NX STAMI Urea™ technology in Canada.

The first agreement covers the process design package (PDP) and the license - the latter subject to the final investment decision by the client - for an integrated urea and Diesel Exhaust Fluid (DEF) production plant, currently under development by Genesis Fertilizers, a consortium of farmers, in Belle Plaine, Saskatchewan, Canada.

The plant will have a urea production capacity of 2,500 metric tons per day (MTPD), with operation scheduled to begin by 2029. Thanks in part to a CO_2 capture and sequestration unit, it will be Canada's first low-carbon nitrogen fertilizer plant. Stamicarbon will apply its proprietary Flash urea melting technology, part of the NX STAMI Urea™ portfolio, designed to improve operational efficiency and reliability while minimizing process steam consumption.

The plant will also include a DEF production section with a capacity of 1,500 MTPD. DEF, also known as AdBlue® in Europe, is a 32.5% high-purity urea solution in deionized water developed to reduce nitrogen oxide (NOx) emissions from diesel engines. The process configuration of Stamicarbon, part of NX STAMI Specialties' portfolio, enables direct production of ISO 22241-compliant DEF from an aqueous urea solution from any plant, ensuring high quality and lower production costs by eliminating finishing and mixing steps.

The second contract is for the supply of a replacement High-Pressure Urea Stripper for Nutrien's Fort Saskatchewan Nitrogen Operations (FNO) in Alberta, Canada. With state-of-the-art design and advanced materials expertise, this proprietary equipment is designed to improve operational efficiency, reduce downtime and ensure long-term reliability.

7. Group balance sheet and financial position

The MAIRE Group key balance sheet highlights at December 31, 2024, and December 31, 2023, were as follows:

Maire Condensed Consolidated Balance Sheet (In Euro thousands)	December 31, 2024	December 31, 2023	*Change 2024 - 2023*
Non-current assets	**931,053**	**840,763**	**90,290**
Inventories/Advances to suppliers	704,431	362,444	341,987
Contractual Assets	2,560,082	2,541,628	18,453
Trade receivables	1,508,009	1,161,811	346,198
Cash and cash equivalents	1,153,779	915,501	238,278
Other current assets	551,929	489,009	62,920
Current assets	**6,478,229**	**5,470,392**	**1,007,837**
Assets held for sale, net of eliminations	**0**	**30,791**	**(30,791)**
Total assets	**7,409,282**	**6,341,946**	**1,067,336**
Group shareholders' equity	**595,794**	**526,841**	**68,953**
Minorities Shareholders' Equity	**45,275**	**52,859**	**(7,583)**
Financial debt - non-current portion	397,869	334,824	63,045
Other non-current financial liabilities	234,461	200,004	34,457
Non-current financial liabilities - Leasing	108,135	103,718	4,417
Other non-current liabilities	269,106	174,786	94,320
Non-current liabilities	**1,009,571**	**813,332**	**196,239**
Short-term debt	99,023	180,355	(81,332)
Current financial liabilities - Leasing	28,460	24,655	3,805
Other financial liabilities	185,172	43,565	141,608
Client advance payments	901,914	949,336	(47,422)
Contractual Liabilities	396,656	580,024	(183,367)
Trade payables	3,497,337	2,625,845	871,492
Other current liabilities	650,080	534,868	115,212
Current liabilities	**5,758,642**	**4,938,648**	**819,994**
Liabilities held for sale, net of eliminations	**0**	**10,266**	**(10,266)**
Total Shareholders' Equity and Liabilities	**7,409,282**	**6,341,946**	**1,067,336**

MAIRE Reclassified Condensed Consolidated Balance Sheet (In Euro thousands)	December 31, 2024	December 31, 2023	Change 2024 - 2023
Non-current assets	805,797	711,962	93,835
Adjusted net working capital	(390,685)	(330,470)	(60,215)
Employee provisions	(12,583)	(10,529)	(2,054)
Net Capital Employed	**402,529**	**370,963**	**31,566**
Group shareholders' equity	595,794	526,841	68,953
Minority Equity and Reserves	45,275	52,859	(7,584)
Adjusted net financial position (*)	(375,135)	(337,870)	(37,265)
Lease financial liabilities - IFRS 16	136,595	129,133	7,462
Hedging	**402,529**	**370,963**	**31,566**

(*) As the Net Financial Position is not governed by the Group's accounting standards, the Group calculation criteria may not be uniform with those adopted by other groups and, therefore, may not be comparable.

The total of "Fixed assets" increased on the end of the previous year, mainly due to the acquisitions of the companies GasConTec GmbH, HyDEP S.r.l., Dragoni Group S.r.l. and APS Evolution S.r.l, whose gains compared to the price paid were in part allocated to intangible assets and in part to "goodwill", which increased by Euro 40.9 million compared to December 31, 2023.

The value of intangible assets in addition increased due to investments and internal developments of technology, new software and related developments to support the business and corporate security, net of amortization in the year. Property, plant and equipment also increased on the basis of improvements to owned and leased buildings and the acquisition of furniture and miscellaneous machinery for offices, in order to support the expanded Group workforce and in line with the new Group ten-year plan and the growing operations globally.

Net working capital constantly improved over the quarters in 2024, with cash generation of approx. Euro 60.2 million, thanks to operating activities on the main projects underway and also in relation to the orders acquired at the end of the previous year, in particular the Hail and Ghasha project with ADNOC, and also thanks to the advances received on the new orders acquired.

Net capital employed therefore increased by approx. Euro 31 million on December 31, 2023, thanks to the investments in the year outlined above being offset amply by the working capital movements in 2024.

Group Shareholders' Equity at December 31, 2024 amounts to Euro 595,794 thousand, a net increase of Euro 68,953 thousand compared to December 31, 2023 (Euro 526,841 thousand).

Minority interest Shareholders' Equity at December 31, 2024 amounted to Euro 45,275 thousand, with a net decrease of Euro 7,584 thousand compared to December 31, 2023 (Euro 52,859 thousand).

Total consolidated Shareholders' Equity, considering minority interests, at December 31, 2024 amounts to Euro 641,069 thousand, an increase of Euro 61,370 thousand compared to December 31, 2023 (Euro 579,700 thousand).

The overall increase in consolidated Shareholders' Equity reflects the net income in the year of Euro 212.4 million and the decrease in the Cash Flow Hedge reserve of the derivative instruments, which mainly relates to the temporary mark-to-market losses of the derivative instruments to hedge the currency risk of the revenues and costs from the projects and the risk of raw material cost movements, net of the relative tax effect for Euro 24.7 million. The currency movements negatively impacted the translation reserve of financial statements in foreign currencies, supported by the adoption of the current exchange rate conversion method for the overseas companies which prepare their financial statements in a functional currency other than the Euro for Euro 29.4 million.

In 2024, dividends were paid for a total of Euro 82.1 million, of which to minority shareholders in relation to the subsidiary NEXTCHEM S.p.A - held 82.13% by MAIRE - for Euro 7.4 million, and for an additional Euro 11.2 million on other initiatives with minority shareholders for projects completed in the year which shared the final result.

During the year treasury shares were also acquired for Euro 47.3 million, allocated for Euro 46.4 million to service the MAIRE share-based remuneration and incentive plans adopted by the Group; in addition, following the conclusion of the vesting period of the 2021-2023 LTI Plan and the allocation to the beneficiaries of the MAIRE Shares related to the Immediate Share of the Plan (corresponding to 70% of the Matured Rights), the differential that emerged between the fair-value of the instruments used in previous years for the allocation of the cost of the plan to the IFRS 2 Reserve and the average purchase price of treasury shares in 2024 generated a negative reserve of approx. Euro 18 million; also in relation to the conclusion of the first cycle of the 2023-2025 General Share Plan which took place in the last quarter of 2024, an additional negative reserve of approx. Euro 4.7 million was recorded.

Further decreases occurred as a result of the purchase of the additional 34% holding in MyReplast Industries S.r.l. and MyReplast S.r.l., increasing the stake held in both companies from 51% to 85%. The consideration for the portion in excess of the minority interest shareholders' equity repurchased took the form of a transaction between shareholders that did not give rise to capital gains, while generating a negative retained earnings reserve for the excess.

On July 4, 2024, the Board of Directors of MAIRE approved the transfer to the subsidiary NEXTCHEM S.p.A. of 100% of the investment KT Tech S.p.A., a company incorporated following the recent spin-off of KT Kinetics Technology S.p.A. and of the relative "know-how and technology" business unit, which proposes high added value technologies, engineering services and the supply of proprietary equipment similar to NEXTCHEM's offerings, particularly for hydrogen and methanol production and sulfur recovery.

To service the transfer, an increase in the share capital of NEXTCHEM S.p.A. was approved. This was paid-in and indivisible, for a total of Euro 197,253,810, with the exclusion of option rights pursuant to Article 2441, paragraph 4 of the Civil Code and reserved for the shareholder MAIRE.

As a result of the increase, MAIRE now holds 82.13% of the share capital of NEXTCHEM S.p.A., resulting in a redetermination of the minority holdings which resulted in a decrease of approx. Euro 4.7 million of the minority interest shareholders' equity and a similar increase in the Group shareholders' equity.

The Adjusted Net Financial Position at December 31, 2024 presents net cash of Euro 375.1 million, an increase of Euro 37.3 million compared to December 31, 2023, having consistently improved quarter-over-quarter in 2024.

Operating cash generation more than offsets dividends settled of Euro 82.1 million (including minority interests), disbursements related to the buyback program of Euro 47.3 million, and net capital expenditures for the year totaling Euro 51.6 million; total investments would however amount to approx. Euro 91.9 million, including the deferred and earnout components regarding the purchase prices of HyDEP, Dragoni Group, GasConTec and APS Evolution S.r.l., and for additional shares in MyReplast.

Investments in new technologies and intellectual property rights (patents and licenses) mainly of the NEXTCHEM Group, new software and related development to support the business and security aimed at integrating technology offerings with advanced digital solutions in line with the sustainable technology portfolio expansion strategy undertaken by the Group also continue.

The Net Financial Position is outlined in the following table:

NET FINANCIAL POSITION (In Euro thousands)	Note	December 31, 2024	December 31, 2023	Change
Short-term debt	*28.27*	99,023	180,355	(81,332)
Current financial liabilities - Leasing	*28.26*	28,460	24,655	3,805
Other current financial liabilities	*28.31*	185,172	43,565	141,608
Financial instruments - Derivatives (Current liabilities)	*28.30*	15,381	4,014	11,367
Financial debt - non-current portion	*28.20*	397,869	334,824	63,045
Financial instruments - Derivatives (Non-current liabilities)	*28.24*	6,104	3,225	2,879
Other non-current financial liabilities	*28.25*	234,461	200,004	34,457
Non-current financial liabilities - Leasing	*28.26*	108,135	103,718	4,417
Total debt		**1,074,606**	**894,361**	**180,245**
Cash and cash equivalents	*28.17*	(1,153,779)	(915,501)	(238,278)
Temporary cash investments	*28.15*	(1,700)	(1,589)	(111)
Other current financial assets	*28.15*	(15,298)	(58,414)	43,116
Financial instruments - Derivatives (Current assets)	*28.14*	(39,624)	(29,322)	(10,302)
Financial instruments - Derivatives (Non-current assets)	*28.6*	(0)	(1,631)	1,631
Other non-current financial assets	*28.7*	(75,922)	(71,512)	(4,410)
Total cash and cash equivalents		**(1,286,323)**	**(1,077,969)**	**(208,354)**
Other financial liabilities of discontinued operations	*28.18*	0	760	(760)
Other financial assets of discontinued operations	*28.18*	0	(1,871)	1,871
Net Financial Position		**(211,717)**	**(184,719)**	**(26,998)**
"Project Financing - Non Recourse" financial payables	*28.20, 28.27*	(6,471)	(6,734)	263
Other non-current assets - Expected repayments	*28.8*	(17,904)	(16,833)	(1,071)
Financial payables - Warrants	*28.25*	(2,449)	(451)	(1,998)
Finance lease payables IFRS 16	*28.26*	(136,595)	(129,133)	(7,462)
Adjusted Net Financial Position		**(375,135)**	**(337,870)**	**(37,265)**

(*) The notes refer to the paragraphs of the Explanatory Notes to the consolidated financial statements where the respective accounts are analyzed in detail.
As the Net Financial Position is not governed by the Group's accounting standards, the Group calculation criteria may not be uniform with those adopted by other groups and, therefore, may not be comparable.

The financial position at December 31, 2024 saw an overall increase of the gross debt, mainly due to the greater utilization in 2024 of the Euro Commercial Paper program, the placement of a new sustainability-linked Schuldschein Loan undertaken by MAIRE S.p.A. for a notional total amount of Euro 200 million, with two maturities at 3 and 5 years, whose proceeds were allocated to support the financial needs of the company, the early repayment of existing lines, including the settlement of the ESG-Linked Schuldschein loan undertaken in December 2019 for a residual nominal amount of Euro 55 million.

The movement in the debt also reflects the repayment of capital portions for approx. Euro 229.1 million regarding the MAIRE loan of a nominal Euro 365 million, backed for 80% by SACE's Italy Guarantee, of which Euro 182.5 million concerning the capital portion voluntarily repaid in advance at the end of September.

Simultaneously at the end of 2024, MAIRE signed a new Sustainability-linked credit line maturing in May 2028 for a total amount of Euro 200 million. The revolving credit line complies with the Sustainability-Linked Financing Framework and as of December 31, 2024, approximately Euro 63.2 million had been drawn down.

Payables to other short-term lenders increased slightly following the utilization of working capital lines to support the short-term requirements as part of the management of the working capital on some projects utilized at December 31, 2024 and mainly related to receivables factoring transactions as part of the management of the working capital on some projects.

With regard to the Euro Commercial Paper Program initially launched in 2021 by MAIRE for the issue of one or more non-convertible notes and placed with selected institutional investors for a maximum of Euro 150 million, on December 18, 2024 MAIRE renewed its Program by increasing its maximum nominal amount from Euro 150 million to Euro 300 million. In line with the program previously launched, the ECP Program will be placed with qualifying investors and will be unrated and have a duration of 3 years.

At December 31, 2024, therefore the Euro Commercial Paper program had in fact been utilized for Euro 162.9 million, increasing Euro 141.3 million on December 31, 2023. The notes mature in various tranches between January 2025 and December 2025. The average weighted interest rate on outstanding financial liabilities was approx. 4.305%; in 2024, notes totaling Euro 361.1 million were issued, with reimbursements of Euro 220.8 million, with an average weighted interest rate on all financial liabilities which was approx. 4.723%.

The net financial position at the end of December 2024 was impacted by the temporary mark-to-market changes in derivative instruments, which, as of December 31, 2024 had a total positive value of Euro 18.1 million, and during 2024 expressed an overall decrease of Euro 5.6 million, influenced mainly in the last quarter of 2024 by the significant strengthening of the dollar against the euro, partially offset by the positive change in derivative instruments entered into to hedge the risk of fluctuations in the MAIRE share price for purposes related to existing employee incentive plans, the latter driven by the favorable performance of the MAIRE share price.

Finally, the financial position saw an increase in cash and cash equivalents, which at December 31, 2024 amounted to Euro 1,153,779 thousand, a significant increase of Euro 238,278 thousand compared to December 31, 2023.

The main cash flow movements are reported below:

CASH FLOW STATEMENT (In Euro thousands)	December 31, 2024	December 31, 2023	Change 2024-2023
Cash and cash equivalents at beginning of the year (A)	**915,501**	**762,463**	**153,038**
Cash flow from operations (B)	**284,944**	**369,701**	**(84,757)**
Cash flow from investments (C)	**(51,565)**	**(58,965)**	**7,400**
Cash flow from financing (D)	**4,900**	**(155,827)**	**160,727**
Increase/(Decrease) in cash and cash equivalents (B+C+D)	**238,279**	**154,909**	**83,370**
Cash and cash equivalents at end of the year (A+B+C+D)	**1,153,779**	**917,372**	**236,407**
of which: Cash and cash equivalents of Discontinued Operations	0	1,871	(1,871)
Cash and cash equivalents at end of year reported in financial statements	**1,153,779**	**915,501**	**238,278**

Cash flows from operations saw a net generation of cash in the amount of Euro 284,944 thousand for the year, reflecting a consistent cash generation quarter-on-quarter, driven by earnings and changes in working capital, thanks to operational activities on major projects underway and also in relation to the orders acquired at the end of the previous year, in particular the Hail and Ghasha project with ADNOC, and also thanks to the advances received on the new orders acquired. Cash flows from operations include also income tax payments, which in 2024 totaled Euro 58.3 million.

Cash flow from investments however absorbed a total of Euro 51,565 thousand, mainly relating to the acquisitions of Hydep S.r.l., Gruppo Dragoni S.r.l., GasConTec GmbH and APS Evolution S.r.l., net of the liquidity acquired, and for the acquisition of the additional 34% stakes in MyReplast Industries S.r.l. and MyReplast S.r.l., increasing the holdings in both companies from 51% to 85%, and for further outlays, mainly in relation to intangible assets due to investments and internal developments of technology, new software and related developments to support the business and corporate security. Property, plant and equipment also increased on the basis of improvements to owned and leased buildings and the acquisition of furniture and miscellaneous machinery for offices, in order to support the expanded Group workforce and in line with the new Group ten-year plan and the growing operations globally.

Investments in the year specifically include Euro 3.8 million related to the acquisition of HyDEP S.r.l. and of Dragoni Group S.r.l. (Euro 3.4 million net of the liquidity acquired), Euro 5.2 million related to the acquisition of GasConTec GmbH (Euro 4.8 million net of the liquidity acquired), Euro 1.2 million related to the acquisition of APS Evolution S.r.l. (Euro -2.5 million net of the liquidity acquired) and Euro 5.9 million related to the acquisition of the additional stakes in Myreplast, in line with the strategy of expanding the portfolio of sustainable technologies undertaken by the Group.

Total investments would amount to approx. Euro 91.9 million, including the deferred and earnout components regarding the purchase prices of HyDEP, Dragoni Group, GasConTec and APS Evolution, and for additional shares in MyReplast.

Finally, financial management overall generated cash amounting to Euro 4,900 thousand. The main underlying reasons have already been outlined above and related essentially to the subscription of new lines and financial instruments net of repayments of principal portions of outstanding loans, interest and repayment of principal portions of IFRS 16 leases, and finally payment of dividends and repurchase of treasury shares to service employee compensation plans.

ALTERNATIVE PERFORMANCE INDICATORS

In compliance with CONSOB Communication No. 0092543 of December 3, 2015, indications are provided in relation to the composition of the performance measures utilized in this document and in the institutional communications of the MAIRE Group.

NET FINANCIAL POSITION the Group considers the net financial position as an indicator of the capacity to meet financial obligations, represented by the Gross Financial Debt less Cash and Other Cash Equivalents and Other Financial Assets. This Directors' Report includes a table presenting the balance sheet utilized for the calculation of the Group's net financial position.

In order to better indicate the real movements in the net financial position, in addition to the usual measure, the "adjusted net financial position" is also presented, which in Management's view includes the value of the recovery from the events in India on the basis of legal opinions and the insurance companies from leading providers for protect on against such events (as outlined in paragraph 28.8), and excluding both financial lease payables - IFRS 16 of Euro 136,595 thousand, which were recognized solely on the basis of applying IFRS 16; the "Non Recourse" financial payables which relate to the MyReplast Industries S.r.l. loan issued by Banca Popolare di Sondrio for the company's Circular Economy operations and the financial payables for Warrants.

The net financial position is the sum of the following accounts:

- Total Debt, which is a sum of the following accounts:
  - **a.** Medium/long-term and short-term payables inclusive of bank overdrafts, factoring payables and loans
  - **b.** Other current and non-current financial liabilities, including outstanding Bond loans
  - **c.** Current and non-current derivative financial instruments
- Total Liquidity, which is the sum of the following accounts:
  - **a.** Liquidity
  - **b.** Current financial assets, including financial receivables from associates, Group companies and others, including accrued financial income
  - **c.** Non-current financial assets, including financial receivables from associates, Group companies and others, including the value of investments in non-consolidated companies and other companies, without including those considered as strategic in Pursell Agri-Tech, LLC.
  - **d.** Current and non-current derivative financial instruments
- Net financial position adjustments:

  Non-inclusion of "Financing – Non Recourse", IFRS 16 leasing payables and financial payables for Warrants and including assets related to the compensation of the events in India, as outlined above.

MAIRE GROUP RELATED PARTY TRANSACTIONS

At December 31, 2024 the company's receivables/payables (including financial) and cost/revenue transactions with related parties for the period are presented in the tables below.

31/12/2024 (In Euro thousands)	Trade Re-ceivables	Trade Pay-ables	Financial Receiva-bles	Financial Payables	Costs	Revenues
G.L.V. Capital S.p.A	1	(11)	0	0	(1,033)	1
MAIRE Investments Group	28	(1)	0	0	(204)	21
Luigi Alfieri	0	(63)	0	0	(338)	0
Total	**29**	**(74)**	**0**	**0**	**(1,574)**	**22**

In particular, payable contracts refer to the lease of office buildings from Group companies, the use of the "MAIRE" trademark and logos, other minor recharges from the parent G.L.V. Capital S.p.A. and from transactions with the MAIRE Investments Group, a company owned by the majority shareholder of MAIRE S.p.A. mainly for the purchase of administrative and other general services.

The relationship with Luigi Alfieri, Non Independent Director of MAIRE S.p.A., refers to an annual contract for assistance and consulting services in the financial field.

The MAIRE Group's contracts refer to personnel accounting services.

Transactions with other non-consolidated and/or associated Group companies, or subsidiaries over which another related party exercises a significant influence (NEXTCHEM S.p.A. and its subsidiaries) are purely commercial and relate to specific activities linked to contracts or loans within the centralized liquidity management; in addition, certain consortiums, having substantially concluded operations, are in liquidation:

31/12/2024 (In Euro thousands)	Trade Receiv-ables	Trade Payables	Receivables (Payables) for VAT consol.	Receivables (Payables) for cash pooling	Financial Receivables	Financial Paya-bles	Costs	Revenues
Studio Geotecnico Italiano S.r.l.	0	(220)	0	0	0	0	(677)	0
Biolevano S.r.l.	6	0	0	0	0	0	0	12
SMC S.c.a.r.l	45	(154)	0	0	0	0	(1,355)	83
Tecnimont KZ LLP	363	0	0	0	3,544	0	0	195
Exportadora de Ingenieria y Servicios Tcm Spa	0	0	0	0	0	(67)	0	0
JV TSJ Limited	0	(122)	0	0	0	0	0	0
Hidrogeno Cadereyta - S.A.P.I. de C.V.	480	0	0	0	1,680	0	0	172
Nextchem S.p.A.	1,282	(400)	(491)	0	0	0	(995)	31,422
Nextchem Tech S.p.A.	41,896	(16,794)	(5,781)	0	0	0	(22,583)	13,226
Stamicarbon B.V.	2,197	(4,662)	0	0	0	0	(702)	2,537
Stamicarbon USA	446	0	0	0	0	0	0	134
MyRechemical S.r.l.	6,053	(2,827)	633	0	0	0	(9,201)	6,810

Continued

31/12/2024 (In Euro thousands)	Trade Receiv-ables	Trade Payables	Receivables (Payables) for VAT consol.	Receivables (Payables) for cash pooling	Financial Receivables	Financial Paya-bles	Costs	Revenues
TPI GmbH	5,053	(4,778)	0	0	0	0	(8,584)	406
GasConTec GmbH	139	0	0	0	0	0	0	139
KT Tech S.p.A.	1,875	(30,747)	0	0	0	0	(57,344)	1,610
MDG Reale Estate S.r.l.	24	0	0	0	0	0	0	10
Conser S.p.A.	460	0	0	0	0	0	(114)	518
MyReplast Industries S.r.l	277	0	0	0	0	0	0	49
MyReplast S.r.l	18	0	0	0	0	0	0	10
U-Coat S.p.A.	6	0	0	0	0	0	0	0
MyRemono S.r.l.	32	0	0	0	0	0	0	17
Hydep S.r.l.	167	0	0	0	0	0	0	160
Dragoni Group S.r.l.	7	0	0	0	0	0	0	7
Met T&S Management	15	0	0	0	0	0	0	4
GCB General trading	2	0	0	0	14	0	0	0
Gulf Compound&Blending Ind.	164	0	0	0	612	0	0	40
Fondazione MAIRE - ETS	43	(64)	0	0	0	0	(970)	205
Total	**61,050**	**(60,768)**	**(5,638)**	**0**	**5,850**	**(67)**	**(102,524)**	**57,765**

The Fondazione MAIRE - ETS is a non-profit organization founded in 2021 by the Group to organize initiatives aimed at promoting culture, research, training and corporate social responsibility, with the purpose of enhancing and improving knowledge of MAIRE Group's historical identity, technological skills and cultural heritage. In 2024, the Regional Office of RUNTS Lazio registered the Entity "MAIRE Foundation - Non-Profit Entity".

At December 31, 2024, the Group had paid contributions amounting to Euro 970 thousand and rendered communication, marketing, administrative and legal services to the Foundation for a total value of approx. Euro 205 thousand.

With reference to the related party transactions reported, such were concluded in the interest of MAIRE S.p.A. and its subsidiaries.

Remuneration of Directors, Statutory Auditors and Senior Executives is outlined below:

31/12/2024 (In Euro thousands)	Remuneration
Directors	6,139
Statutory Auditors	402
Total	**6,541**

The remuneration concerns emoluments and all other payments, pension-related or social security deriving from the role of Director or Statutory Auditor in MAIRE S.p.A..

The remuneration of Directors and Statutory Auditors and Senior Executives, appears in the 2024 Corporate Governance and Ownership Structure Report and the 2025 Remuneration Report, both available on the company website at www.groupmaire.com in the "Governance" section.

RELATED PARTY TRANSACTIONS MAIRE S.P.A.

In view of the transactions carried out by MAIRE in 2024, related parties principally concern those with:

- Group companies and associates;
- from the parent company G.L.V Capital S.p.A. and from the consolidation scope of MAIRE Investments S.p.A., a company directly held by the majority shareholder G.L.V. Capital S.p.A.;
- the MAIRE Foundation;
- Luigi Alfieri Director of MAIRE S.p.A..

In particular, payable contracts refer to the lease of office buildings from Group companies, the use of the "MAIRE" trademark and other minor recharges from the parent G.L.V. Capital S.p.A. and from transactions with the MAIRE Investments Group, a company owned by the majority shareholder of MAIRE S.p.A. mainly for the purchase of administrative and other general services.

The relationship with Luigi Alfieri, Non Independent Director of MAIRE S.p.A., refers to an annual contract for assistance and consulting services in the financial field.

MAIRE structurally benefitted from services provided by TECNIMONT Services S.p.A, specifically the availability of office spaces, in addition to the provision of other related services (general services, facilities, security, equipment) and other AFC services from the subsidiary KT.

Financial contract payables refer to payables for financing received (TECNIMONT S.p.A. and KTI Poland). The loans are interest-bearing at market rates.

Financial contract receivables concern the loans granted to the subsidiaries (TECNIMONT S.p.A., KT-Kinetics Technology S.p.A., Met Development S.p.A., Met Dev 1 S.r.l., TECNIMONT Services S.p.A., Aps Designing Energy, MET T&S Limited) for the management of their operating activities. All loans are interest-bearing at market rates.

The balances of bank current accounts payable and receivable arise from the cash pooling contract adopted by MAIRE S.p.A to which several Group companies have subscribed; interest accrues on the balances at market rates.

Commercial contract receivables principally concern services provided by MAIRE S.p.A. in favor of the subsidiaries the administrative, tax and legal service and the recharge of a number of costs incurred on behalf of the subsidiaries.

The residual balances are payables arising under the tax consolidation agreement and payables and receivables arising following the VAT consolidation.

The Fondazione MAIRE - ETS is a non-profit organization founded in 2021 by the Group to organize initiatives aimed at promoting culture, research, training and corporate social responsibility, with the purpose of enhancing and improving knowledge of MAIRE Group's historical identity, technological skills and cultural heritage. In 2024, the Regional Office of RUNTS Lazio registered the Entity "MAIRE Foundation - Non-Profit Entity". At December 31, 2024, MAIRE had paid contributions amounting to Euro 150 thousand and rendered various services to the Foundation for a total value of approximately Euro 199 thousand.

With reference to the related party transactions reported, such were concluded in the interest of MAIRE S.p.A..

The Company's receivables/payables and cost/revenue transactions with related parties for 2024 are presented in the tables below:

31/12/2024 (Euro thousands)	Trade Receivables	Trade Payables	Financial Receivables	Financial Payables	Receivables (Payables) for VAT consolidation	Receivables (Payables) for tax consolidation	Receivables (Payables) for cash pooling	Revenues	Costs	Financial income	Financial charges
TECNIMONT S.p.A.	26,891	(207)	145,589	(920)	(59,786)	73,508	169,035	43,802	(1,777)	32,574	(7,717)
TICB Pvt Ltd Italian branch	0	0	0	0	0	0	0	1	0	0	0
TECNIMONT S.p.A. BELGIUM Branch	0	0	0	0	0	0	0	150	0	0	0
TCM Abu Dhabi Branch	101	0	0	0	0	0	0	78	0	0	0
APS Designing Energy S.R.L.	52	0	3,950	0	0	0	800	4	0	47	0
GasConTec GmbH	6	0	0	0	0	0	0	6	0	0	0
Hydrogen for Development	7	0	0	0	0	0	0	7	0	0	0
DRAGONI GROUP S.R.L.	7	0	0	0	0	0	0	7	0	0	0
KT S.p.A.	27,949	(554)	0	0	0	4,003	(12,856)	6,925	(524)	5,710	(1,960)
KT KSTOVO	0	0	0	0	0	0	0	0	0	0	0
KT TECH S.p.A.	436	0	0	0	0	3,369	0	149	0	0	0
KTI Poland S.A.	111	(13)	0	(10,000)	0	0	0	57	0	54	(13)
Stamicarbon B.V.	324	0	0	0	0	0	0	190	0	2	(1,130)
G.L.V Capital S.p.A.	0	(11)	0	0	0	0	0	0	(1,033)	0	0
TECNIMONT Services S.p.A.	1,556	(57)	51,550	0	236	(2)	23,790	846	(2,788)	3,522	(208)
Met Development S.p.A.	61	(3)	14,000	0	(1,989)	(238)	6,060	103	0	867	(41)
Met Dev 1 S.r.l.	25	(86)	0	0	0	(1,541)	(38,619)	20	0	213	(118)
TPI	24	0	0	0	0	0	0	22	0	1	0
TCM France	66	(678)	0	0	0	0	0	10	0	0	0
MET T&S LIMITED	920	(10)	9,000	0	0	0	2,460	20	0	468	(7)
Cefalù S.c.a.r.l.	66	0	86	0	(23)	0	0	20	0	8	0
Corace S.c.a.r.l.	24	0	0	0	0	0	0	10	0	0	0
TECNIMONT Private Limited	11,442	(376)	0	0	0	0	0	166	(207)	151	0
TECNIMONT USA Inc.	28	(1,275)	0	0	0	0	(62,521)	20	0	0	(1,395)
TECNIMONT Arabia Ltd	1,050	0	0	0	0	0	0	0	0	851	0
Tracktech Solutions S.R.L.	9	0	0	0	0	0	0	8	0	0	0
MyReplast Industries Srl	111	0	0	0	0	0	0	20	0	0	0
MyRechemical	146	0	0	0	633	0	0	56	0	1	(20)
MDG Reale Estate	24	0	0	0	0	0	0	10	0	0	0
Birillo 2007 S.c.a.r.l.		0	0	0	0	0	0	10	0	0	0
Met Newen Mexico S.A. de C.V.	1,194	0	0	0	0	0	0	188	0	13	0

Continued

31/12/2024 (Euro thousands)	Trade Receivables	Trade Payables	Financial Receivables	Financial Payables	Receivables (Payables) for VAT consolidation	Receivables (Payables) for tax consolidation	Receivables (Payables) for cash pooling	Revenues	Costs	Financial income	Financial charges
Biolevano S.r.l.	6	0	0	0	0	0	0	12	0	0	0
Nextchem Tech S.p.A.	1,688	(942)	0	0	(5,781)	0	0	179	0	310	(950)
Nextchem S.p.A	1,081	(400)	0	0	(491)	0	0	332	(400)	240	(595)
Conser S.p.A.	13	0	0	0	0	0	0	18	0	0	(114)
TCM Nigeria	73	0	0	0	0	0	0	233	(0)	0	0
TCM Philippines	182	0	5,053	0	0	0	0	20	(0)	650	0
TCM-KT JV S.r.l.	36	0	0	0	(523)	(6,408)	656	20	0	235	(109)
TCM-KT JV Azerbaijan	40	0	0	0	0	0	0	20	0	0	0
TCM EGYPT	316	0	0	0	0	0	0	554	0	0	0
TCM México S.A. de C.V.	1	0	0	0	0	0	0	5	(0)	0	0
KT india	1	0	0	0	0	0	0	0	0	0	0
MYREPLAST S.R.L.	18	0	0	0	0	0	0	10	0	0	0
Esperia		(1)	0	0	0	0	0	0	(87)	0	0
U-COAT S.p.A.	6	0	0	0	0	0	0	0	0	0	0
TECNIMONT E&I (M) SDN. BHD.	85	0	0	0	0	0	0	281	0	0	0
Stamicarbon USA	2	0	0	0	0	0	0	0	0	0	0
KT Arabia	43	0	0	0	0	0	0	0	0	17	0
Transfima Geie	17	0	0	0	0	0	0	0	0	9	0
TECNIMONT Do Brasil	15	0	0	0	0	0	0	10	0	0	0
TECNIMONT Chile	67	0	0	0	0	0	0	20	0	16	0
OOO MT Russia	180	0	0	0	0	0	0	20	0	28	0
MyRemono S.R.L.	18	0	0	0	0	0	0	5	0	0	0
Fondazione Maire - ETS	43	(24)	0	0	0	0	0	199	(150)	0	0
SE.MA. Global Facilities SRL	145	0	0	0	0	0	0	21	0	0	0
Luigi Alfieri	0	(63)	0	0	0	0	0	0	(338)	0	0
Total	**76,709**	**(4,700)**	**229,228**	**(10,920)**	**(67,723)**	**72,690**	**88,805**	**54,863**	**(7,303)**	**45,989**	**(14,378)**

Remuneration of Directors, Statutory Auditors and Senior Executives is outlined below:

31/12/2024 (In Euro thousands)	Remuneration
Directors	6,139
Statutory Auditors	200
Total	**6,339**

The remuneration concerns emoluments and all other payments, pension-related or social security deriving from the role of Director or Statutory Auditor in MAIRE S.p.A..

The remuneration of Directors and Statutory Auditors and Senior Executives, appears in the 2024 Corporate Governance and Ownership Structure Report and the 2025 Remuneration Report, both available on the company website at www.groupmaire.com in the "Governance" section.

8. Human Resources, Training & Incentives

Human resources

The year under review saw confirmation of the Department's commitment to ensuring, through personnel selection and the implementation of an appropriate recruitment plan, the insertion of competent skill-sets to meet business and project needs, as well as for the proper size of the workforce, given the significant volume of business and production capacity requirements related mainly to the projects in place in the Middle East.

Also within the corporate growth strategy and in view of the increase and variety of international projects, in order to ensure the continued strengthening of the Group's global presence and with a view to enriching its Human Capital - a key asset in terms of growth and innovation - at the date of this Report activities to implement the project to consolidate and develop the role of Global Employer for the international resources of the London-based MET T&S subsidiary have been started, which envisages, at the current stage, the permanent hiring of key resources in the aforementioned geographical area.

At December 31, 2024, the MAIRE Group headcount totaled 9,739 resources, up approx. 22% on the previous year, with 2,997 new hires and 1,236 departures (about 45% of which related to fixed-term contracts).

The regions most affected by this increase are:

- Middle East, up 106% (+715 units), an increase mainly attributable to the Borouge 4 project (UAE), as well as the start-up of the Amiral (Saudi Arabia), RLPP (Qatar) and Hail & Ghasha (UAE) projects;
- India, South East and Rest of Asia, Australia (+552), of which +536 in the Indian subsidiary TECNIMONT Private Limited alone and +42 in the JV TECNI & METAL PRIVATE LIMITED;
- Italy & Rest of Europe (+530), including 397 domestically, attributable not only to hires at the parent company MAIRE (+35) and the subsidiary NEXTCHEM (+51), but also to KT Kinetics Technology's acquisition of APS Designing Energy, an engineering company specializing in natural resource conversion projects and green chemistry, with a specific focus on innovative rubbers such as biofuels and bioplastics. The increase of 133 resources recorded in the Rest of Europe area is mainly attributable to the acquisition - by KT Kinetics Technology - of KTI Poland, as well as recruitment by the Dutch subsidiary Stamicarbon (+19) and the KT Branches in Romania (+11) and Greece (+8). Of note in the same geographic area is NEXTCHEM's acquisition of German-based GasConTec Gmbh, which specializes in technology development and process engineering;
- Africa Region, up 28% over last year, with new hires in Algeria - for the start-up of the new Hassi R'mell and Lab projects, and for ongoing activities related to Rhourde El Bagel (+81) - and in Nigeria on the PHRC project for the Port Harcourt refinery;
- America, with approx. 36% workforce expansion related to the hiring of personnel for the renewable energy projects in Chile, as well as the commencement of ENAP..

The workforce decreased in the Central Asia, Caspian & Turkey Region compared to 2023, due to the phasing out of project operations in Haor (Azerbaijan) and Gemlik in Turkey.

Confirming the importance assigned by the company on the gradual consolidation of technical skills, at December 31, 2024, 73% of the total Group workforce were university graduates. The number of engineers, at the same date, was 5,300 (75% of total graduates). The average age was approx. 41 and 33% of the most new hires (approx. 1,000 personnel) were under 30. At 35 years old, this reaches 50% for a total of approx. 1,500 personnel, reflecting the policy to develop younger talent.

The female component of the Group's total workforce accounts for 20%, with a significant percentage - around 54% - with a degree in STEM disciplines; this data illustrates, also in the current year, the application of the gender equality criterion and an inclusive approach in the selection process.

The workforce at 31/12/2024 of the MAIRE Group, with movements (by qualification and region) on 31/12/2023 (and the average workforce for the period), is outlined in the following tables. The table below outlines the workforce by areas of effective engagement at 31/12/2024 and 31/12/2023, with the relative movements.

Change in workforce by category (31/12/2023 - 31/12/2024):

Category	Workforce 31/12/2023	Hires	Departures	Reclassification employee category (*)	Workforce 31/12/2024	Cge. Workforce 31/12/2024 vs. 31/12/2023
Executives	730	55	(57)	17	745	15
Managers	2,882	564	(333)	188	3,301	419
White-collar	4,165	2,293	(798)	(200)	5,460	1,295
Blue-collar	201	85	(48)	(5)	233	32
Total	**7,978**	**2,997**	**(1,236)**	**0**	**9,739**	**1,761**
Average headcount	**7,180**				**8,841**	**1,661**
of which per BU:						
IE&CS	*7,496*	*2,883*	*(1,199)*	*(123)*	*9,057*	*1,561*
STS	*482*	*114*	*(37)*	*123*	*682*	*200*
Total	**7,978**	**2,997**	**(1,236)**	**0**	**9,739**	**1,761**

(*) includes promotions, changes in category following intercompany transfers / Job Title reclassification.
The classification of the qualifications above does not necessarily reflect the contractual classification under Italian employment law, but corresponds to the identification criteria adopted by the Group on the basis of roles, responsibilities and duties.

Changes in workforce by region (31/12/2023 – 31/12/2024):

Region	Workforce 31/12/2023	Hires	Departures	Reclassification employee category (*)	Workforce 31/12/2024	Cge. Workforce 31/12/2024 vs. 31/12/2023
Italy & Rest of Europe (1) (*)	3,771	979	(420)	(29)	4,301	530
Middle East (2)	675	854	(152)	13	1,390	715
India, South East and Rest of Asia, Australia (3)	2,922	961	(430)	21	3,474	552
Africa (4)	307	140	(53)	(1)	393	86
America (5)	62	32	(10)	0	84	22
Central Asia, Caspian and Turkey	241	31	(171)	(4)	97	(144)
Totale	**7,978**	**2,997**	**(1,236)**	**0**	**9,739**	**1,761**
(*) of which:						
Italy	*3,096*	*651*	*(255)*	*1*	*3,493*	*397*

(*) includes promotions, changes in category following intercompany transfers / Job Title reclassification.
(1) Includes: North Europe Region - Central and East Europe Region - South Europe Region.
(2) Includes: South Arabia, Kuwait, Oman, Bahrain Region - UAE, Qatar, Iraq, Jordan Region.
(3) Includes: India and Mongolia Region - Indonesia, Philippines, Singapore and Vietnam Region - China Region - Malaysia Region - South Korea, Australia, Brunei, Cambodia, Thailand Region.
(4) Includes: Africa Region.
(5) Includes: North America Region - Central and South America Region.

Changes in workforce by operational region (31/12/2023 – 31/12/2024):

Region	Workforce 31/12/2023	Workforce 31/12/2024	Cge. Workforce 31/12/2024 vs. 31/12/2023
Italy & Rest of Europe	3,566	4,181	615
Middle East	853	1,690	837
South East and Rest of Asia, Australia	2,737	3,144	407
Africa	401	498	97
America	72	101	29
Central Asia, Caspian and Turkey	349	125	(224)
Total	**7,978**	**9,739**	**1,761**

Average headcount:

MAIRE Group	Average headcount 2024	Average headcount 2023	Change
MAIRE S.p.A.	246	215	31
Met Development S.p.A.	10	5	5
MET T&S Limited (*)	140	191	(51)
NextChem S.p.A.	18	0	18
NextChem Tech S.p.A.	92	92	0
KT Tech S.p.A. (1)	63	0	63
Conser S.p.A.	23	22	1
MyRechemical S.r.l.	27	20	7
MyRemono S.r.l.	2	1	1
MyReplast Industries S.r.l.	40	40	0
HyDep S.r.l. (2)	6	0	6
TPI Gmbh	47	48	(1)
GasConTec Gmbh (3)	4	0	4
Stamicarbon (*)	258	228	30
Stamicarbon USA Inc.	1	1	0
Tecnimont S.p.A. (*)	2,859	2,307	552
Tecnimont HQC BHD	11	25	(14)
TECNIMONT E&I (M) SDN. BHD.	2	2	0
MT Russia OOO	62	202	(140)
Tecnimont KZ LLP	5	0	5
TCM-KT JV Azerbaijan LLC	46	87	(41)
Tecnimont Private Limited (*)	2,993	2,378	615

Continued

MAIRE Group	Average headcount 2024	Average headcount 2023	Change
Tecni & Metal Private Limited	134	43	91
Tecnimont Arabia Company Limited	326	128	198
Tecnimont Usa Inc.	12	18	(6)
Tecnimont do Brasil-Contruçao de projetos LTDA	3	4	(1)
Ingenieria Y Construccion Tecnimont Chile Y Cia. LTDA	57	26	31
Tecnimont Mexico SA de CV	3	4	(1)
Neosia Renewables S.p.A.	0	1	(1)
Tecnimont Services S.p.A. (gia' MST S.p.a.) (*) (4)	101	87	14
TrackTech Solutions S.r.l. (5)	5	0	5
SE.MA. Global Facilities S.r.l.	137	71	66
Tecnimont Nigeria Ltd	209	186	23
KT (*)	753	711	42
KT Arabia LLC	12	9	3
APS Designing Energy S.r.l. (6)	41	0	41
APS Designing Energy S.r.l. (6)	3	0	3
KTI Poland S.A. (6)	68	0	68
KT Star	2	2	0
KT – ANGOLA (SU) LDA.	20	27	(7)
Total	**8,841**	**7,180**	**1,661**

(*) Figure also includes Branches and representative offices.

(1) created on July 1, 2024 as a result of the partial and proportional demerger from KT S.p.A., with the simultaneous incorporation of KT TECH S.p.A. (100% MAIRE) and the transfer, to the latter, of the so-called "know how and technology" business unit.

(2) Acquired on April 30, 2024 by NEXTCHEM Tech S.p.A.

(3) Acquired on May 15, 2024 by NEXTCHEM S.p.A.

(4) On May 1, 2024, the contribution in kind by the shareholder TECNIMONT S.p.A. of the "ICT and General Services" business unit and the change of the company name from "MST S.p.A." to "TECNIMONT Services S.p.A." became effective.

(5) On March 20, 2024, TrachTeck Solutions S.r.l. was incorporated, owned by TECNIMONT Services S.p.A. (formerly MST S.p.A.) with subsequent contribution of the "Transportation System" business unit.

(6) On July 30, 2024 - KT - Kinetics Technology acquired 100% of APS Evolution S.r.l., parent company of APS Designing Energy S.r.l., based in Italy, and KTI Poland S.A., based in Poland; on December 18, 2024, the merger of APS Evolution S.r.l. into APS Designing Energy S.r.l. became effective.

MAIRE Group	Average headcount 2024	Average headcount 2023	Change
Engineering	4,051	3,349	702
Operations	1,919	1,464	455
Remainder Technical Area	1,353	1,097	256
Commercial Area	232	203	29
Staff Area	1,286	1,067	219
Total by professional category	**8,841**	**7,180**	**1,661**

MAIRE Group	Average headcount 2024	Average headcount 2023	Change
Italy & Rest of Europe	4,047	3,596	451
Middle East	1,040	432	609
India, South East and Rest of Asia, Australia	3,164	2,479	685
Africa	349	287	62
The Americas	78	55	23
Central Asia, Caspian and Turkey	163	331	(168)
Total by region of hire	**8,841**	**7,180**	**1,661**
Of which:			
Italian open-ended	3,290	2,921	369
Italian fixed term	33	29	4
Total	**3,323**	**2,950**	**373**

Personnel Training and Development

During the period, the Function promoted the revision of the main processes of resource development and training with a view to increasing integration and synergy, in order to facilitate the definition of a personalized path of continuous growth, in alignment with the Human Capital Development strategy aimed at achieving the objectives defined by the Group's Business Plan and Sustainability Strategy.

In this regard, in particular, "MAIREVOLUTION" a new approach to performance appraisal and development, which replaces and renews the Employee Performance Commitment (EPC), was launched, proposing a new leadership model developed from corporate Mottos and providing insights and tools that can be used to initiate discussions focused on areas of strength and development, prioritizing future potential over past performance.

The "MAIRE Youth Camp" training and development program also continued, a path dedicated to the induction and development of the Group's apprentices, with the aim of attracting and training young people who can make their own contribution to facing and overcoming current and future challenges, enhancing individual and specific skills. This program includes excellence training on project management and soft skills issues, multidisciplinary and international experiences, and meeting/exchange moments with participants of the similar program activated in TECNIMONT PVT. LTD, with a view to further strengthening the Group's sense of belonging.

The first months of the year also saw the completion of activities related to the "Challenging Mentoring Program", an innovative development initiative carried out within the broader "MAIRE Flourishing Program" aimed at fostering the professional and personal growth of the approximately 100 participants through opportunities for cross-functional and inter-generational confrontation that would enhance their skills, consolidate the organizational network and generate synergies between Group Functions and companies.

In implementation of the Human Capital Development strategy, the structuring and preparation activities of the second edition of the Flourishing Program, aimed at enhancing the value of different professional skills, supporting the main development trajectories, both from a managerial and technical perspective, to diversify the growth path of young people involved on the basis of individual aspirations and corporate objectives, were launched in the last quarter.

The T(h)rust Ahead Lab project also continued, a mentoring path involving a group of young people as mentees, and a senior figure as mentor, and leverages experience and expertise derived from high seniority to enable the growth of certain figures critical to the future of the Group, particularly in terms of decision-making management. This initiative aims to combine professional dynamics with cultural, historical and topical insights to build skills and best practices for use in the professional sphere through individual meetings and Group workshops.

To further strengthen the skills and behaviors required to achieve strategic business growth goals aligned with ongoing transformations and leveraging internal potential, a second edition of the "Dialoghi in Prossimità" (Close Conversations) program was launched. This edition, featuring a "Future Talks" format, involved around 50 young flourishers from the Indian subsidiary TECNIMONT Pvt. Ltd.

Initiatives aimed at strengthening the culture and awareness of the company's strategy and supporting its significant expansion include "MAIRE Group onboarding", a continuous onboarding path with an international scope dedicated to newly hired colleagues, designed on the basis of a timely analysis of the needs and expectations of new employees and their managers, enhancing the potential of implementing a dedicated digital platform to facilitate their active and effective entry from the early stages of their induction into the Group. Through this pathway it is intended to foster the full and rapid integration of new hires into the corporate structure, providing them with tools to understand the context, values and strategic approach in order to effectively and best interpret their respective roles. This tool makes it possible to structure and monitor common onboarding paths throughout the Group, ensuring the flexibility needed to adequately meet the specific needs of individual companies.

Consistent with the Group's strategic directions, the Generative Artificial Intelligence implementation project, "MAIRE Copilot - Human in the Loop", based on the philosophy of the same name, continued. During the second half of the year, with the commitment of the subsidiary TECNIMONT PVT. LTD., it has come to distribute a total of about 3,800 licenses internationally. Training efforts also continued on basic functionality and opportunities for comparison with homogeneous and heterogeneous groups, to encourage the exchange of experiences and case studies. The last quarter of the year saw the launch of the Copilot Challenge, a group challenge to reward collaboration in making increasingly innovative case studies, which will see the winners awarded during 2025, with dedicated training and development initiatives.

In order to strengthen international networking and collaboration "The Call Forward for Regions" was launched, dedicated to supporting the development of Region Vice Presidents and related regional organizations, enhancing their sense of community by leveraging the sharing of information and professional experience to co-construct an individual and team path aimed at strengthening connections between the Group's overseas offices and supporting business.

As part of initiatives aimed at consolidating the company's international positioning, the "Emiratization" program is highlighted, designed in consideration of and in support of the significant expansion and progressive consolidation of the Group's activities and projects in the United Arab Emirates. This program, dedicated to 40 young local professionals, offers development and training initiatives on soft skills and specialized know-how with an international approach, involving the Abu Dhabi site, as well as the Italian and Indian offices, to ensure that the resources involved have the opportunity to acquire the global vision necessary to ensure a valuable contribution to the management of the volume of business being conducted in this region. This includes the integration of the development of soft and technical skills, supported through an individual development plan that tracks the training and work activities assigned to the individual resources involved, constantly monitored by tutors dedicated to ensuring effectiveness and functionality of the initiative with respect to operational needs. The program also aims to foster the integration and growth of key resources by supporting, with a view to local content and always within the Group's broader sustainability strategy, the sustainable development of the branch and the local community, and to equip young professionals with the skills needed to operate in an ever-changing environment, such as the one in which the Group is currently embarked upon.

In continuation of the "Emiratization" program, a training and development campaign dedicated to the Abu Dhabi branch was also launched to analyze the training needs of the local population through a survey. The results led to the creation of courses dedicated to the development of effective communication skills, Arabic and Italian language courses. In-person initiatives were complemented by promoting e-learning training segments, to engage the entire local population.

With a view to integration with training and development projects and to make available an updated and diversified range of skills, the updating continued of MAIRE Academy's training catalog, implementing training initiatives dedicated to the entire corporate population and programs aimed at segments that are diversified in terms of characteristics and training needs.

The first area includes investment in training on cybersecurity issues. In cooperation with the ICT function, innovative training content was offered to all Group employees, totaling about 31,870 hours of training provided.

To support an organic development of the entire corporate population, the institutional training catalog was also updated, providing about 12,390 hours of training in Project Management, more than 57,600 in the technical-specialist area and more than 28,120 for the consolidation of soft skills such as, for example, multicultural awareness, managerial skills and negotiation techniques.

Through the main industry interprofessional funds, new funded training plans have also been set up thanks to the continuation of fruitful discussion and collaboration with the Trade Union Representatives, which have made it possible to implement training initiatives of an institutional nature and in the technical-specialist area.

In order to make training increasingly widespread, accessible and close to the needs of participants, an editorial plan linked to the LinkedIn Learning platform was also implemented, which saw, globally, the promotion of training content related to soft skills for People Coordinators, as well as suggestions regarding time management and personal effectiveness for the entire Group population. These initiatives, combined with free access to the rich library of courses, has enabled the use of about 21,470 hours of training, with a total of about 3,570 participants.

Together with the Supervisory Boards, and in continuity with previous years, dedicated training initiatives were launched in terms of Legislative Decree No. 231/2001, Ethics Code and Business Integrity Policy knowledge (approx. 1,400 hours of training).

To promote the dissemination of a shared language on specific topics relevant to the Group, several training segments have been produced, such as the "MAIRE Group Project Quality Management" and "MAIRE Group Lessons Learned".

Noteworthy, again with a view to creating a common knowledge base, is the launch of two new e-learning modules: "Hydrogen for All" and "Data Classification and Labeling". These two modules were designed to raise awareness across the Group about the pivotal role played by hydrogen in the energy transition, in line with the Company's ten-year strategic plan, and to educate employees on the essential criteria for classifying information to protect confidentiality and strengthen Cyber Security skills.

Among the Group's initiatives aimed at specific segments of the population are the implementation of projects responding to specific needs, such as the "Capability Building Program" training program (which involved about 310 colleagues for a total of 45 sessions and about 4,700 hours of training), within the broader "Procurement Excellence" transformation project. This initiative, aimed at strengthening the skills of the Procurement function in five key areas: Sourcing Strategy, Spend Analysis, Supply Market Analysis, Total Cost/Should Cost Analysis, and Negotiation Excellence, after the closure of the activities, saw the implementation of the MAIRE Capability Building Assessment, in order to timely map critical competencies and verify their improvement. The results will form the basis for further training programs to take place in 2025.

Consistent with the planned goals of the Strategic Sustainability Plan and thus initiating the second phase of the training campaign dedicated to foreign companies, the Kick-Off event of the DE&I Development Program Weaving Cultural Tapestry was launched. The development course, which will involve about 750 managers of the Group's major companies, will include a series of structured activities, including an inspirational gathering with a DE&I expert, followed by a series of Experiential Training Workshops, designed to explore the practical principles of DE&I through innovative learning tools. Also of note are the various training activities carried out with VALUE D, a business association that promotes initiatives aimed at ensuring gender equality and an inclusive culture in organizations.

The commitment to promoting a culture of health and safety and well-being among Home Office staff translated into 22,300 hours of information and training provided to a total of 5,800 participants. The hours provided demonstrate the Group's continuous effort in conducting training and awareness-raising activities in HSE and Social Accountability. Training included, in particular, initiatives dedicated to enhancing knowledge and increasing awareness of the Group's HSE & SA8000 Multi-site management systems and of specific initiatives on Behavior Based Safety (BBS), an evidence-based behavioral safety protocol to develop and maintain safety-driven actions and values in all workers.

MAIRE's collaboration with academia has proven to be a well-established and evolving reality through a variety of activities and projects aimed at developing skills and attracting candidates aligned with business objectives.

In partnership with the University of Catania, the MAIRE Project Control Academy was created, an initiative for the development of skills and the inclusion of resources trained according to business needs, with a practical slant and content strongly contextualized with respect to the MAIRE reality. The academy, which is free for participants, is specifically targeted at final-year Engineering, Economics, and Law students at the University of Catania. It covers economics and project management topics (such as Project Planning Scheduling e Project Cost & Financial Control) and is delivered by both University of Catania faculty and internal MAIRE teachers. At the end of the course, about 88% of participants received a job offer and 71% were hired.

Employer branding and academic network strengthening initiatives include participation in Career Days 2024 of the Polytechnic University of Milan, LUISS Guido Carli University, University of Pavia, University of Parma, University of Genoa, Rome Biomedical Campus University and University of Catania, as well as participation in Engineering Days promoted by the University of L'Aquila, University of Rome 3 and University of Palermo.

Also of note is the participation in the virtual events "Inclusion Job Day" and "Engineering Virtual Job Meeting" employer branding and recruiting initiatives dedicated, respectively, to profiles within protected categories and "technical-engineering" STEM backgrounds from universities throughout Italy. Also nationwide, company testimonials and/or Recruiting Days were organized at major Italian universities, including the University of Catania, University of Palermo, University of Milan, University of Milan-Bicocca, the University of Eastern Piedmont (Novara) and at some Technical Institutes such as: ITS Lombardy Mechatronics and the Carlo Cattaneo Institute of Higher Education.

It is also noted that the Group has entered into partnerships with the Polytechnic University of Milan and Cattolica University of Milan's Master's degree programs and Business Schools. These provided for ad hoc training sessions and business presentations focused on entering the world of work were organized for students.

Other employer branding and youth orientation initiatives include the collaboration with Assolombarda, which provided for the organization, in MAIRE's corporate offices, of the "Tech Tour - Technology Day 2024" event, dedicated to students in third, fourth and fifth grades from selected technical institutes in Lombardy; also worth mentioning is the "Project Manager for a day" event, aimed at two Polytechnic University of Milan students who were first in the "Introductory Certification in Project Management" exams.

In addition, the established partnerships continued with several international universities, including the Baku Oil School and various campuses located in the Mumbai area. In addition, given MAIRE's growing presence in the United Arab Emirates, activities were carried out to promote the Group through training seminars related to green transition at Abu Dhabi University, and participation in important events such as the Emiratization Best Practice Forum and the Emiratization Roundtable in ADNOC Supply Chain, as testament to local commitment and strengthen the link between local authorities and the Group.

Also in the international arena was the participation of the subsidiary TPI GmbH in the Job Fair held in the city of Braunschweig.

The activities continued relating to the Group's participation, through the subsidiary NEXTCHEM in the "ROAD - Rome Advanced District" project. This initiative involves a consortium of companies hoping to create the first technological innovation district focusing on new energy supply chains within the Gazometro area of Rome Ostiense. The project will be open to applied industrial research partnerships, in collaboration with the world of research and academia. In particular, participation in the "People" workshop is highlighted, which aims to spark change by fostering the development of a mindset capable of supporting the ecological, energy and digital transition. Of specific note is the involvement in the "ROAD Academy" project, a physical and digital place where key people from ROAD partners develop skills to support the transition to an innovative and sustainable future.

Attesting to the centrality of the issues not only of employer branding, but also of employee experience, is the launch of two engagement surveys within the subsidiaries TPI GmbH and Stamicarbon B.V., to gather feedback on work experience aimed at implementing improvement actions increasingly focused on people's well-being and engagement. Management of the activity is facilitated by a digital platform that supports data collection, processing and interpretation, assisting managers in returning evidence and formulating targeted action plans.

Compensation and Incentives

As regards compensation, focus was concentrated on the completion of the 2024 Remuneration Policy, presented in the "2024 Remuneration Policy and Report" prepared in accordance with Article 123-ter of the CFA and approved by the Board of Directors on March 5, 2024. As in previous years, this Policy is inspired by the principles of the Group's Code of Ethics and the provisions of the Corporate Governance Code. It is designed to contribute to pursuing strategic business objectives, confirming its purpose of attracting and retaining individuals with the professional qualities required to manage and operate successfully within the Group.

The Shareholders' Meeting held on April 17, 2024 approved the contents of this Policy and also resolved to adopt the 2024-2026 Long-Term Incentive Plan (2024-2026 LTI Plan) as part of the broader three-year program approved by the Board of Directors on February 25, 2022. This Plan is designed for the Company's Chief Executive Officer, General Manager, and select Senior Executives. Its primary goal is to enhance the alignment of management's interests with the creation of sustainable success for the MAIRE Group. It also ensures long-term engagement and retention of beneficiaries while maintaining competitive remuneration levels in the market. The 2024-2026 LTI Plan outlines the granting of rights to receive MAIRE shares free of charge in a single cycle at the end of the three-year vesting period (i.e., 2024-2026). The granting is contingent upon meeting annual access conditions and performance goals, which will be assessed at the end of the period. These goals are defined in line with the MAIRE Group's strategic objectives for 2024-2026 and include indicators related to Environmental, Social, and Governance (ESG) topics and the Sustainability Strategy. As part of the 2024-2026 LTI Plan, the weight assigned to ESG-related performance objectives increased to 20%. This change seeks to further emphasize the importance of ESG factors in top management's incentive schemes. In July, following approval of the Plan Regulation by the Board of Directors on July 31, the Rights were assigned to the beneficiaries involved, that is the Chief Executive Office and the General Manager of the Company, and selected Senior Executives of MAIRE group companies.

In addition, the Shareholders' Meeting approved the introduction of a Restricted and Matching Shares Plan, which is reserved for the Company's Chief Executive Officer and General Manager. The plan involves allocating MAIRE shares free of charge, in accordance with the terms and conditions set out in the plan and the 2024 Remuneration Policy. The purpose of this Plan is to ensure that the interests of the Chief Executive Officer and General Manager continue to align with the creation of sustainable, long-term value for shareholders and stakeholders. It also seeks to further support their retention throughout the duration of the mandate as CEO, as appointed by the Company's Board of Directors.

On July 27, the Board of Directors confirmed the start of the Second Cycle (2024) of the 2023-2025 General Share Plan, approved by the Shareholders' Meeting on April 19, 2023, through the allotment of the relevant Rights on July 31, 2024. As in previous plans, the 2024 Cycle recorded an overall membership rate of more than 94%, reflecting employees' ongoing appreciation of the initiative, which is seen as an important lever to further strengthen their sense of belonging to the Group.

During the year work also began on setting and assigning targets in accordance with the MBO plan for Senior Executives, approved by the Board on February 25, 2022 for the 2022-2024 three-year period. Targets were also set for other key business figures per the current Group Incentive Standard. For 2024, a key update to the system was defining MAIRE Group economic-financial targets for all companies involved and including a non-financial indicator related to ESG issues in the shared section of all appraisals, through the introduction of an objective to reduce emissions. These updates were made explicit in a new Group Standard (STDGR-205), issued in December 2024, which confirmed the criteria and methodologies on which the Group's incentive systems are based and placed them in the context of the Remuneration Policies. The Standard also confirmed that the purpose of incentive systems is to stimulate, in the people involved, behavior and actions aimed at the creation of sustainable value through the achievement of specific, clearly defined, objectives that are consistent with the strategic objectives of the MAIRE Group, rewarding the best performances and, at the same time, strengthening the sense of belonging to the Group. In the same month of December, an update of the Group Standard on Remuneration Policies (STDGR-204) was published, which described the guidelines for the management and application of Remuneration Policies within the Group, illustrating its general framework and defining the criteria and methodologies for implementing the different components, confirming the principles of enhancing professional merit and the contribution of individuals and teams that particularly stand out.

Also with reference to short-term incentive systems, there was also the implementation of digital solutions for process management already operational in Italy in the subsidiaries Stamicarbon and TCMPL.

In the first half of the year, the objectives related to the incentive and engagement systems in place for 2023 were reviewed and the relevant bonuses were awarded. For the same year, in compliance with current trade union agreements, annual bonuses and profit sharing figures were also approved, in addition to the flexible benefits portion of the MAIRE4YOU Plan for the same period. It is also noted that, having verified the achievement of the First Cycle (2023) performance objectives included in the 2023-2025 General Share Plan, the Board of Directors met on May 30 to approve the allocation - on July 8, 2024 - of shares to more than 4,800 beneficiaries.

Finally, it is noted that, following the conclusion of the vesting period for the 2021-2023 LTI Plan – approved by the Shareholders' Meeting on April 15, 2021 – the conditions for annual access and the relevant performance indicators were met. As a result, on May 8, the MAIRE shares corresponding to the Immediate Portion of the Plan (70% of the Accrued Rights) were allocated to beneficiaries in accordance with the Plan's Regulations.

In 2024, MAIRE continued, also in compliance with the principles contained in the STDGR-204 outlined above, to provide guidance and support to the operating companies, through the definition of Remuneration Policy guidelines based on the recognition of merit and best performance, in compliance with principles of aligning remuneration levels in terms of internal equity between organizational positions and external competitiveness with respect to local markets, while also taking into account the dynamics related to inflation trends. The operating companies were also supported in the management of the Remuneration Policy processes implemented during the year, asking them to continue the action of focusing compensation interventions on the professional skills that are particularly exposed to the risk of possible expressions of interest from competitors and/or that have distinguished themselves by exceeding expected performance levels, as well as taking into account the principle of gender equity pay to correct any gender pay disparities, with the aim of contributing to making the Group's environment increasingly fair, inclusive and sustainable.

9. ICT, IT Systems, Facility and Energy Management

All planned activities were completed in the year ensuring through the use of an advanced technological platform, continued investment in digital culture and skills, and fully exploiting the potential of the technological competence centers identified by the new organization constant vigilance over areas of expertise, operational continuity and productivity at offices and sites.

The Function also strategically and operationally supported operations during the Merger & Acquisition period, from the opportunity assessment phase to post-acquisition integration, thereby facilitating the alignment of the newly acquired legal entities with the Group's operational and safety standards, and maximizing the potential synergies and benefits from M&A transactions.

Also of note is the maintenance of high standards of cybersecurity, thanks also to the integrated approach of the Group's Cyber Fusion Center. Indeed, proper configuration and management of the threat detection and prevention system has proven to be a key element in preventing possible cybersecurity incidents and limiting impacts through prompt containment response. In order to preserve and consolidate the organization's IT security posture, continuous improvement actions continued related to: (i) increased resilience with reference to the Managed Detection & Response MDR (Manage Detection and Response) Service used; (ii) activation and use of XDR and SOAR solutions, to detect and respond even more rapidly to possible cyber attacks and internal/external threats in real time; (iii) increased deployment of Zero Trust principles to modulate access based on verification of the characteristics of the requester, the context of the request, and the risk of the access environment; (iv) activation and use 1) of the ITDR (Identity Threat Detection and Response) solution, to constantly monitor the activities of identities within the corporate infrastructure, identifying suspicious or abnormal behavior indicative of possible compromise. (2) of an NDR solution, for identifying and blocking evasive network threats, (3) of the Web Application Firewall service, to prevent and block web-borne attacks; (v) activation and use of the Bitsight platform, for continuous monitoring of the internal Cybersecurity program, as well as to address the cybersecurity aspects of recent Merger & Acquisition activities; (vi) use of the Picus-based Breach and Attack Simulation solution (BAS), to support the measurement and strengthening of cyber resilience of all Group companies; (vii) integration with Procurement processes for assessing cybersecurity practices adopted by ICT vendors; and (viii) Cybersecurity Awareness program, leveraging the features of the two solutions Awareness and Phishing and constantly stimulating awareness and behavioral dimensions.

The subsidiary TCM Services has adjusted its technology infrastructure and processes to be fully aligned with the requirements of NIS II regulations, recognizing the Group's strategic importance of proactively adopting the guidelines introduced by this Directive to further strengthen its resilience and consolidate the trust of its Stakeholders. In coordination with Group Corporate Affairs, Governance, Ethics & Compliance, in addition, assessment activities are regularly conducted to verify its possible applicability to companies in the MAIRE Group.

From an infrastructural viewpoint, it is noted that a) the further enhancement of the use of the Azure Cloud platform and selected providers, guaranteeing high levels of IT security and quality standards, as well as Microsoft's M365 suite; b) the adoption, in the Italian offices, of Wi-Fi 6-based technology, which has made possible a further improvement in wireless connectivity, guaranteeing the smooth management of data traffic and a performant connection speed; c) the further consolidation of the company's physical and "virtual" Data Centers to guarantee Business Continuity and Disaster Recovery; and, finally, d) the upgrading of the infrastructure in the headquarters at Viale Castello della Magliana 27 in Rome, in view of the increase in work space.

In addition, the current technology platform made it possible to efficiently complete the ICT infrastructure of the new operational offices in Catania and Codogno (Lodi), with the installation of user workstations, networking and connectivity.

With reference to the overseas locations:

- the following has been completed: (i) the new ICT infrastructure of the Cairo (Egypt) and Santiago (Chile) offices; the expansion of the Abu Dhabi (UAE) and Algiers offices, serving the local branches; (ii) the ICT operations for sites and field offices for the Chilean office projects, the REB Algeria project and the RLPP Qatar project; (iii) installation of the preliminary ICT infrastructure for the Hail & Ghasha project to support the mobilization of the first 400 users; and (iv) fast fiber infrastructure in partnership with the provider throughout the Ruwais area to support the project, accommodation areas, and subcontractor offices;

- the ICT infrastructure of the Pioneer Offices of LAB Skikda and HRMEL Algeria, Harvest Ruwais UAE and Amiral KSA projects has been completed.

The introduction is also highlighted of a Network Access Control solution for use at worksites to improve the security of branch office networks, providing accessibility to only authorized users and devices, offering visibility, compliance and remote access management.

With regard to corporate applications-as part of the Control Model Review process - the roll-out phase to all Group companies of the Planning & Control systems roadmap is currently underway. This involves adopting a BW4-based corporate data hub as the main planning and monitoring tool, with reporting available to all corporate Functions. The cost control system available to Project Control for the management of the EPC projects is also being finalized and consolidated, on the same technological platform.

With reference to the companies in the United Arab Emirates and Saudi Arabia, the new SAP SuccessFactor Time Management module has been implemented, a solution that enables employees to efficiently monitor and manage their time cards (leave requests, overtime, absences) and, for managers, to process employee requests and obtain a detailed view with respect to their work team.

In Italy a digital tool has been set up to support the process of professional skills development, which allows the life cycle of training to be digitized, optimizing the identification of training needs, the planning of related initiatives, as well as supporting operations in training, evaluation of interventions and related reporting.

Among the main Process Improvement initiatives, we note: (i) the introduction in TECNIMONT's E&C projects of the new Digital "eDOT (Document Object Type)" solution, which supports and optimizes activities related to the creation and life-cycle management of "Project Deliverable Lists", incorporating the company's established experience in the execution of Project Control processes in complex contexts, enabling real-time collaboration to users from heterogeneous groups. At the technology level, eDOT is integrated with other SaaS platforms and services developed by MAIRE, including Digital Documents and the Electronic Document Management System implemented by MAIRE, ensuring a seamless workflow (ii) the release of a Microsoft Dynamics Field Service-based module to plan, track, and manage Expediting & Inspection (INSPEX) activities and related third-party service intakes for managing worksite activities.

Within the IoT4Met platform, supporting executive projects, the main initiatives include: (i) activities dedicated to the HSE processes of the Hail & Ghasha project, in particular the implementation of a module for managing access control at the project site, on local cloud infrastructure; (ii) the extension of the functionality of the QCF inspection module already delivered for Borouge4; (iii) new projects related to the Packing List management module; (iv) the creation of an advanced alerting system based on device telemetry values, to detect any anomalies in real time and plan predictive maintenance interventions; (v) the creation of AlertCard functionality, to automate the creation of Revenue Forecasts from project Change Orders, supporting the appropriate approval process.

As part of Business Intelligence, new dashboards have been implemented to support business processes, namely for monitoring project progress, the pre-order phase (Bid Inquiry Status Report) and material sub-order management.

1. With reference to the activities related to the Subsidiaries, we highlight the conclusion of the integration process of the IT systems: i) of Conser, HyDep, TrackTech Solutions, KT German Branch, TECNIMONT Libya BO, KT Tech; ii) related to the processes in the area of Procurement of Met T&S Ltd, Met T&S limited-Abu Dhabi, as well as the transition to the USD currency of TECNIMONT Nigeria BO; iii) of APS Designing Energy S.r.l, acquisition of the company KT - Kinetics Technology;
2. the start of the process of integrating the IT systems of KTI Poland S.A. (Poland), a company acquired by KT - Kinetics Technology, GasConTec GmbH Country DE and TECNIMONT Indonesia BO, and related to the processes in the Procurement area of MET T&S Management.

IIn the FACILITY AND GENERAL SERVICES area, we note:

- the opening of the new headquarters of HyDep S.r.l. and the "NX Engineering District" in Catania, the new high-tech engineering center located at the Science and Technology Park of Sicily, a new hub for attracting resources in the field of innovation and technology to support the energy transition;
- the relocation of the offices of APS Designing Energy S.r.l. and Conser S.p.A. to the Group's headquarters in Viale Castello della Magliana, Rome, aimed at streamlining operations and facilitating team collaboration and optimizing the use of company resources. The integration of locations will enable even more efficient management of activities, with a focus on synergy between business functions and reducing operating costs.

In addition, the implementation continues of the new operating model, which provides for the centralized and collaborative management and supervision of supplier relationships in Italy, to allow direct monitoring of compliance with the legal obligations, This approach also intends to make financial savings while directing actions and initiatives to reduce CO_2 emissions, in line with the Group's commitments to its Sustainability Strategy, including: (i) recycling and remarketing IT assets on expiry of the operating lease and obtaining the related environmental certifications; (ii) monitoring emissions produced by the corporate fleet; (iii) for business travel, preparation of a method of calculation relating to CO_2 emissions relating to business trips, in order to plan potential action to reduce them; (iv) in association with II Casa di Reclusione Bollate-Milano prison and a company that works within it, a project for the recovery or assignment to WEEE of disused IT assets, involving only incarcerated persons at the prison in the work.

The activities related to ENERGY MANAGEMENT consolidated the results already achieved in the previous year, with the following implemented:

- Energy Management System: based on the experience gained at the Milan Garibaldi, Mumbai and Abu Dhabi offices, the sharing continues of best practices to align energy management in Group buildings, which includes the installation of the consumption monitoring system (hardware and software), coverage with certificates of origin of electricity and the creation of specific reports;
- Energy Management System (EMS): consumption monitoring architectures introduced for the offices of KT Magliana, MAIRE Piazzale Flaminio, TECNIMONT Mumbai and TECNIMONT Abu Dhabi. Hardware architecture for MyReplast's Bedizzole site defined and installed;
- BMS Garibaldi Towers: automation activities continue for the control of energy consumption in Garibaldi Towers, through the use of a BMS, and the monitoring and management of open tickets for thermal imbalance (heat surplus or shortage) on the floors;
- Green Innovation District Via di Vannina: guaranteed technical support in pursuit of the company's goal of having an NZEB building that minimizes CO_2 emissions and study achievable incentives;
- "Energize the sites!": the technical model for energizing temporary site facilities - with first implementation in the Hail & Ghasha project - was designed with a view to pursuing the Group's Sustainability goals, maximizing renewable energy production and minimizing energy waste.

10. Organization & Quality

Organization

The process continues of implementing and consolidating the integrated governance model, within the two Business Units ("BUs") - STS - Sustainable Technology Solutions, focused on technology/ licensing projects and IE&CS - Integrated Engineering and Construction Solutions, for executive project development.

With specific reference to the parent company MAIRE:

- updating the composition of the Innovation Management Team;
- overall revision of the Regions with inclusion, for some, of Region Vice Presidents specifically dedicated to STS or IE&CS activities, resulting in updated RVP and Area VP appointments;
- revision of the organizational structure of Group CFO, with the appointment of the Group AFC and Sustainability Reporting Vice President & Deputy Group CFO who, in addition to supporting the Group CFO in setting strategic directions and management of the Department, is responsible for the execution and coordination of activities in administration, finance, management control, project control, fiscal affairs, contract management and subcontracting, as well as with regard to the preparation of Sustainability Reporting. In addition, structures within the Group CFO Department were reviewed, specifically Project Control, Fiscal Affairs and Group Planning & Control, while also making new appointments within Group Finance;
- allocation of Claim into Legal Affairs & Contracts, in order to further optimize and integrate claim management and legal expertise;
- expansion of the responsibilities of Group Compliance, Privacy & Business Integrity, resulting in a name change to Group Compliance, Ethics, Diversity & Inclusion, to include expertise related to the management of the Group's ever-increasing integration and implementation of policies, initiatives and activities related to equity, inclusion and valuing diversity. Contextual change of the name of the Department to Group Corporate Affairs, Governance, Ethics & Compliance (formerly Group Corporate Affairs, Governance & Compliance);
- updating the organizational structure of Group HSE&SA and Project Quality with the establishment of Group HSE&SA and Group Project Quality, as well as appointing the Focal Point of Social Accountability activities, Reporting & KPI HSE &SA.

IE&CS Business Unit:

- TECNIMONT:
  - following the awarding of the "Hail & Ghasha" project, in order to ensure timely and effective management of activities and make the most of lessons learned and synergies between projects within the same region, a dedicated organizational structure was established within the IE&CS BU - UAE Projects Division - which manages and coordinates projects located in the UAE, to ensure the achievement of related objectives within the assigned portfolio, enabling inter-project synergies and implementing solutions aimed at containing overall risks and costs;
  - as with MAIRE, Claim has been allocated within Legal Affairs and Contracts and an Administration, Finance and Control Department has been established, to which Administration and Financial Statements, Contract & Subcontract Management, Control and Project Control report;
  - appointed a Deputy of Contract & Subcontract Management and revised the third-level structure of Construction Home Office.
- KT:
  - following the incorporation of the company KT Tech and the transfer of the "know-how and technology" business unit previously held by KT, the overall organizational structure was revised with the allocation to KT Tech of Fired Heaters and PEQ Engineering, Incremental Innovation and Technology;
  - to increase the KT Group's implementation capacity and integrated engineering solutions for energy transition, the acquisition is highlighted of APS Designing Energy S.r.l. and KTI Poland S.A. and the redefinition of their related organizational structures implemented on the basis of enhancing their current competencies and to facilitate their integration with the KT Group.
- TECNIMONT Private Limited:
  - consistent with the UAE project management model in IE&CS, adopted by the parent company TECNIMONT, two Functions have been set up focused on supporting the aforementioned projects: Procurement UAE Projects and Engineering & Technology UAE Projects. In addition, Corporate Social Responsibility and Project Risk/Opportunity Management have been set up within the India EPC Projects

structure, reporting directly to the Chief Executive Officer.

- MET T&S:
  - Overhauled the overall organizational structure and developed - as part of the Human Resources Function - an international human resources management competence center to support the Group's international growth.

Finally, in line with the strategic business plan and with a view to the promotion and development of digital services and energy efficiency, as well as Operations & Maintenance of industrial assets that can also contribute to the reduction of environmental impact, TCM Services S.p.A. ("TCMS" formerly MST) was set up, focused on the development of innovative services and projects in digital, cyber security and renewable energy. The establishment of this company focused on innovation and diversification of services offered is also aimed at providing an even more effective response to market needs, by developing ad hoc digital solutions for clients through the enhancement of technical skills and experience gained in the field of facility management and maintenance. TCMS's organizational structure is divided into the following three business lines: i) Digital & Energy Services, ii) Green Power and Assets, and iii) O&M, CCUS and Revamping, which are responsible for ensuring the development of the business under their purview, as well as implementing business strategies aimed at achieving client acquisition and sales targets.

STS Business Unit:

- In order to support the further acceleration of the Group's strategic positioning as a promoter of the energy transition and a global market player, and consistent with the growth in business volume, a new organizational model has been implemented based on the interaction of companies that own technologies of interest to the Group (by way of example, GasConTech and Hydep) subject to recent acquisition, and on the strengthening of NEXTCHEM's strategic position, by centralizing staff functions and enhancing related organizational structures to optimize the integration of services provided by the different companies of the NEXTCHEM Group and increase the efficiency and flexibility of the pool of resources in them;
- 3 Business Lines were also created (Low Carbon Energy Vectors - Sustainable Fertilizers and Nitrogen-Based Fuels - Sustainable Materials & Circular Solutions) which are required to maximize the mutual integration of technologies, products and markets to ensure the achievement of objectives in their respective areas of expertise, coordinating the relevant activities of NEXTCHEM group companies and consolidating their respective operating results. Also in the new organizational structure, confirmation of the central role of the Innovation Management Team as a support in strategic decisions with impact in the area of technological innovation;
- the organizational structures of the Subsidiaries were overhauled to fully co-ordinate the new model and implemented the organizational structures of the newly acquired companies.

Transformation Enabling and Quality System

Working in coordination with the Business Functions and consistent with organizational developments during the period, expert support and collaboration was provided to the following projects:

- Catania Operating Centre: with the Functions involved, development of the new Catania Operating Centre, a hub of excellence of Engineering activities supporting the projects of all Group companies by coordinating the definition of the Business Plan to support senior management and defining, in agreement with NEXTCHEM's HR and Process Excellence, the governance model of the center and the functional interaction with the Group's operating companies;
- Payroll Services Outsourcing: coordination of the payroll services outsourcing project launched in January and fully operational since the end of the first half of the year with special focus on the management of the payroll processing activities for all employees of Group companies, and the optimization of administrative processes. Contribution to the definition of the governance model and the transformation and reorganization of processes, as well as the management of information flows, regularly monitoring the status of work in progress (SWP) to ensure management of the risk and constant alignment of the parties involved. Further significant element of the project was the management of service transition with partner takeover, configuration of user relationship systems, service management and IPM interface;
- NEwCo KT Tech: Expertise support for the partial and proportional demerger transaction of KT-Kinetics Technology through the assignment of part of the company's assets, and transfer of 131 resources, to the newly formed KT Tech S.p.A. This corporate reorganization provided for the separation of the "know how and technology" business unit, present in KT-Kinetics Technology, to facilitate the Group's entry into new markets and the consolidation of the newly formed company's supporting role in serving the STS BU. The aforementioned transaction, effective July 1, 2024, is attributable to the corporate organizational strategy of concentrating activities in the 2 business areas "Integrated E&C Solutions" and "Sustainable Technology Solution",

and is consistent with the repositioning of the MAIRE Group in the energy transition process by leveraging the company's established expertise, sustainable technologies, and integrated approach to engineering and construction;

- Acquisition and integration of APS-KTI Poland: in the run-up to the acquisition of the APS-KTI Poland Group, collaboration on the strategy of integrating APS resources and processes within the KT structure, with the aim of ensuring a smooth and harmonious transition, minimizing risks and optimizing processes;
- MET T&S: active participation in the design and implementation of a new international resource management approach, in order to develop a center of expertise that, through innovative contractual forms and resource management methods, will ensure even greater efficiency in the process of selecting, developing and retaining the resources involved;
- HO Services Outsourcing: close collaboration with the partner and the Functions involved to define an innovative model of outsourcing Engineering, Expediting and Project Control & Document Control Home Office services, focusing mainly on the definition of the "service" model and related governance, supporting the Engineering, Expediting and Project Control teams in the development of specific Scope of Work and the identification of activities to be prioritized during the first phase. Coordinating with TCMS and Procurement Engineering Services, activities were carried out to structure the contract model and operational governance in accordance with contract requirements, as well as to define related operational procedures.

The Function guaranteed its support to the activities of implementation, revision and updating of the Group system of documents - for the definition of common operating guidelines in terms of increasing uniformity and optimization of processes and operating methods.

Following the changes introduced to the Corporate Sustainability Reporting Directive (CSRD) and based on the "ESRS" (European Sustainability Reporting Standards) identified as material, a gap analysis was developed aimed at defining the revision plan of the document system for the incorporation of these requirements according to the prioritization defined in accordance with the ESG reporting function.

New Standards for the management of remuneration policies and incentive systems were also issued, in accordance with Group policies, in order to reward professional merit, individual contribution and incentivize behavior that creates sustainable value, strengthening the sense of belonging to the Group.

Work also continued on revising the document system in line with the Group's organizational development and, in particular, the Integrated E&C Solutions and Sustainable Technology Solutions BUs.

Regarding TCMS, the gap analysis aimed at obtaining ISO 9001 and ISO/IEC 27001 certification was conducted and the consequent alignment of procedures and work instructions with the standards was implemented.

In the area of Group certifications, Quality (ISO 9001 & ISO 29001), Information Management (ISO 27001) and, for TCMS, Energy Management (ISO 50001 and UNI 11352) certifications were confirmed, as well as SOA Certifications (Italy).

In addition, we report (i) the inclusion of TCMS in the scope of ISO 27001 certification and related extension of the scope to digital services, cyber security, energy services, data center and software development, and (ii) Conser's achievement of ISO 9001 quality certification.

An assessment of Lessons Learned collection and utilization activities involving 13 projects from different Group companies was conducted to monitor knowledge management, a crucial element in ensuring continuous improvement and business process optimization, and the applicability of the PRG-803 "Lessons Learned Management" procedure.

In addition, training sessions with a focus on Project Quality Management were delivered in TECNIMONT, TECNIMONT PL and KT, to ensure that activities were carried out in accordance with the procedure, and also planned, following the mapping of 531 Lessons Learned and 1,850 Recorded Experiences, additional training sessions for newly acquired Group companies.

The ETQ QMS project has also been initiated to adopt an integrated platform to enable automated document and audit management workflows.

Finally, it is worth mentioning in collaboration with the Transformation Enabling and ICT Functions and with reference to TECNIMONT the "Quality Plus" project, aimed at the definition of digital work rules and environments integrated with supporting artificial intelligence tools always preserving the role of verifiers and approvers of the resources involved according to the "human in the loop" approach of business and decision-making processes. This plan and related working principles have already been shared with the relevant certifying body to whom they will be submitted for certification of competence.

Group procurement, category management & supply chain excellence

The Department worked to create a procurement system with an adequate and resilient Supply Chain with respect to the needs of ongoing operational projects, potential acquisitions, and market developments. The goal was to ensure the availability of quantitatively and qualitatively adequate suppliers, including with respect to sustainability, in addition to the proper management of contracts, logistics, and post-order activities. Expert support was provided to facilitate the optimization of business performance throughout the entire EPC cycle of both BUs, in terms of Supply Chain efficiency and the consolidation of a diversified, collaborative, and well-coordinated Group approach. The goal was to respond to the specific procurement requirements of projects, accommodate ongoing geographical diversification, and consolidate a new strategic approach to cope with the constant growth in activity volumes. Moreover, this approach was designed to handle the complexities of the current geopolitical and economic landscape in general.

Given the high backlog of projects in the Middle East Region and the need to meet clients' specific In-Country value and local content requirements, the on-site presence of procurement staff was further reinforced. This was achieved through local staffing initiatives and the recruitment of qualified personnel. Additionally, operational staff were allocated to the region to rebalance workloads in line with the procurement needs of goods and services for projects.

For the same purpose, an Expediting, Inspection and Logistics operating unit has been activated, resident in Shanghai, with the aim of procuring close proximity to local supplies in China, which, in the year under review, reached unprecedented volumes spent and are expected to grow further, in terms of volume and multi category and with peculiarities to which the proximity of management and dialogue with the Supply Chain can produce tangible benefits for the projects.

With regard to Category Management for materials and services, further harmonization and optimization initiatives have been activated, confirming the objectives of standardization and optimization of Group processes; in addition, periodic meetings have been activated with the main strategic suppliers involved on several projects at which, in addition to representatives of Category Management and Procurement attend, along with Top Management and suppliers' commercial and operational functions, company representatives from Operations, Engineering, Expediting/Inspection and project teams, in order to work out factual responses to operational needs and implement Lessons Learned and cross-cutting corrective actions.

With regard to Category Management of Technical and Engineering Services, in order to provide the Group with a Supply Base capable of supporting project needs, including in terms of timing, Take or Pay contracts have been formalized with selected vendors, and easily activated Framework Agreements have been made available to Group companies.

With regard to Category Management of Corporate Services, the strategy of optimizing costs was further consolidated by leveraging Group volumes, streamlining activities through the identification and testing of new operating models (Communication or Training), and exploiting the capabilities made available by new technologies.

The Category Management of Post Order services with regard to transportation was strongly characterized by the contractual impacts, in terms of cost and time, resulting from the Suez Canal situation, giving further impetus and value to the strategic choice of multi-sourcing for projects and implementing new operating models, also aimed at recovering value through the disintermediation of some points of the traditional logistics Supply Chain. As for Expediting and Inspection services, the last quarter of 2024 saw the conclusion of the bidding process for the Group's Framework Agreements for the 2025-2027 three-year period, placing special emphasis, along with the economic aspect, on the evaluation of the international network of agencies and the ability to respond promptly to the professional/technical requirements of the services requested from time to time. Also with this in mind, specific Framework Agreements were awarded for Aramco certification services to meet Amiral's current and potential needs related to new projects for possible acquisition. Ad hoc framework contracts were also issued with Indian expediting and inspections agencies, to support the Global UAE division, and Chinese, to benefit the Shanghai Procurement Hub's post order operations.

In the area of material procurement, the issuance is noted of the new Group procedure PRG-507 to support an organization serving the main Execution Regions in order to harmonize the cross-cutting execution of the Project, and for the development of local content, for the benefit of projects and local communities, made even more effective by Should Cost and Category Management activities.

From an organizational point of view we report the creation of dedicated Procurement structures in NEXTCHEM and TCMS, supported by existing structures at Group level for both staffing and execution of operational activities, so as to ensure uniformity of processes, speed of execution and coordination at Category level. Specifically, a Procurement Hub was created within NEXTCHEM that provides a dual organizational view, supporting the business of proprietary and critical equipment of NEXTCHEM's various subsidiaries and running projects for various materials and services.

The further strengthening is highlighted of the corporate post-order and evolution/refinement of the "Should Cost Analysis" department to analyze the cost of technical project materials in support of project procurement, the purchasing department, and Category Management for the Group

In line with previous years, the fruitful cross-departmental collaboration between Engineering and the supply Chain – which will soon be extended to the energy transition business – also continued in the Category Management team.

With reference to the Group's Sustainability Strategy and supplier selection and management processes, in consideration of their technical, financial and ethical reliability and adherence to ESG and Occupational Health and Safety principles, new ESG questionnaires have been implemented that allow all Group suppliers to have ESG specific to their respective supply category and, additionally, benchmark themselves within their Industry. Leveraging this new implementation, an "ESG linked Supply Chain Finance" program was launched, which enables suppliers to access better financing terms through the presentation of their ESG badge in selected lending institutions.

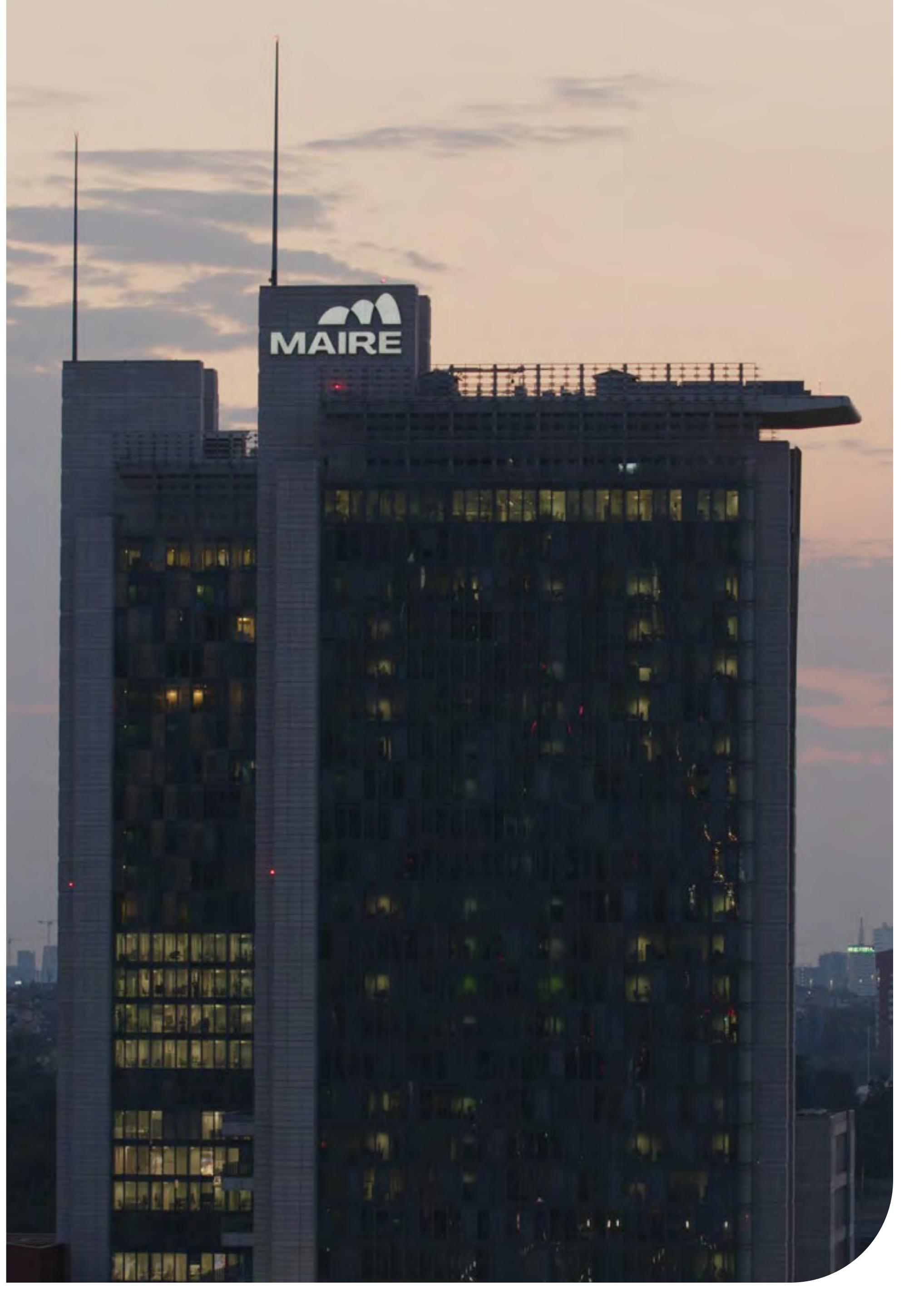
Additionally, expert support was extended to (i) the Proposal and Cost Estimate phases of commercial initiatives and new projects, involving the digitization of the relative Project Vendor Lists, and (ii) Group Contract & Subcontract Management in devising supplier strategies and relationships. This support was particularly valuable during the discussion and evaluation phase of contractual disputes pertaining to Supply Chain matters.

In the area of "Procurement Excellence", the significant capability building program developed in the year saw about 6,000 hours of training and methodology delivered. The activation is also noted of the second wave of the MAIRE Capability Building Assessment aimed at more than 280 resources belonging to the Group's Procurement departments in order to measure the level of understanding of industry techniques and dynamics compared with best practices in the same industry.

Investments in digital solutions and related change management were also confirmed, with the introduction of new integrated technology platforms to support business activities:

- Pre-orders: the new BISR (Bid Inquiry Status Report) allows precise planning and monitoring of the procurement phase for projects;
- Dynamics Field Services, enables tracked engagement and performance measurement of Agencies to support Expediting and Inspection activities at vendors;
- transportation management was further strengthened through the adoption of a Transport Management System solution that, in addition to timely tracking of transportation services, enables full integration with logistics service providers, ensuring transparency and monitoring of services provided and certified measurement of the carbon footprint of transportation.

Finally, in accordance with the Group PRG-500 and PRG-503 procedure, supplier master data management, anti-terrorism compliance and sanction list checks and qualification process supervision activities continued regularly. The performance evaluation of suppliers of engineering materials and services benefited from "by performance" qualification extensions for 84 suppliers out of more than 150 product categories.



11. Industrial Relations and Security

Industrial Relations

The numerous meetings between Senior Management ("SM") of the Parent Company and Subsidiaries with the Company Trade Union Representatives, where present, of the Chemical and Metalmechanical sector, confirmed the participatory nature of the Group's industrial relations and further consolidated and strengthened the path of dialogue and discussion embarked upon by Senior Management and the Trade Union Organizations to expand upon and examine issues of common interest.

The MAIRE Group, confirming and in continuity with the path undertaken in previous years, continued the process of harmonization and contractual unification, extending to additional companies the National Collective Bargaining Agreements of the Chemical Sector for the Group's Italian based companies with a view to optimizing and streamlining personnel management, as well as uniformity and progressive alignment of regulatory treatments.

With reference to the company KT, the termination of the application of the National Collective Bargaining Agreement for the Metalmechanical sector was announced at the beginning of 2024, in order to proceed with the application of the National Collective Bargaining Agreement for the Chemical Sector and harmonization to the new contractual regulations. The trade union discussions between SM and KT's Trade Union Representatives initiated to define contractual harmonization to the national collective bargaining agreements of the Chemical sector was concluded in June 2024 with the signing of a Trade Union Minutes approved by a large majority of the company's workers. It is also reported that SM has initiated and concluded negotiations with the Trade Union Representatives of its executives and employees to update the supplementary health coverage already in place.

With regards to the company SE.MA. Global Facilities S.r.l., as of June 2024, trade union negotiations were initiated to proceed with the renewal of the current Supplementary Agreement; in this regard, the signing in June 2024 of the Trade Union Minutes on the renewal and updating of the Results Bonus for the 2024-2026 three-year period is noteworthy, through which Profitability and Productivity objectives were defined aimed at the recognition of a monetary bonus for workers.

With regard to APS Designing Energy S.r.l., in December 2024, the Trade Union Minutes were signed between SM and the Company Trade Union Representative, assisted by the Territorial Trade Union Organization, to implement within the company, as of January 1, 2025, the system for managing and regulating smart working already in place in the other companies of the MAIRE Group.

With regard to personnel training, the signing is noted for the companies MAIRE, TECNIMONT and KT trade union agreements on the subject of financed institutional training for the year 2024.

Trade Union Representatives were also elected at NEXTCHEM Tech's Rome office, Conser's Trade Union Representative was appointed, and the Trade Union Representatives of the Executives of MAIRE, TECNIMONT and NEXTCHEM Tech were renewed.

With regard to corporate and organizational transactions involving Group companies, at the beginning of 2024, pursuant to Article 47 of Law No. 428/1990, the trade union consultation procedure was initiated concerning the corporate transaction of proportional and partial demerger of the company KT-Kinetics Technology, which led to the incorporation of the company KT Tech. This procedure was completed with the signing of two union consultation reports. In addition, for KT Tech, the company's entire shareholding was transferred to NEXTCHEM S.p.A., initiating a special trade union consultation procedure carried out pursuant to Article 47 of Law No. 428/1990.

The union consultation procedure pursuant to Article 47 of Law No. 428/1990 was also held regarding the sale of TECNIMONT Services (formerly MST) to TECNIMONT S.p.A. and the simultaneous transfer of the "ICT & General Services" business unit from TECNIMONT to TCMS.

In June 2024, the trade union consultation procedure under Article 47 of Law No. 428/1990 was also initiated concerning the transfer of the "Transportation System" business unit from TCMS to Tracktech Solutions S.r.l., which also concluded with the signing of trade union consultation minutes.

Finally, in November 2024, the trade union consultation procedure under Article 47 of Law No. 428/1990 was initiated concerning the reverse merger by incorporation of APS Evolution S.r.l. into APS Designing Energy S.r.l.

In November 2024, SM MAIRE met at the Milan headquarters with the Works Council Representatives of Stamicarbon, the Group's Dutch-based subsidiary, expanding upon and examining, on this occasion, topics of mutual interest such as the organizational evolution of the Group and the company and the initiatives adopted by the Group in the HR field. On the occasion of this visit, Stamicarbon Works Council Representatives also met with Trade Union Representatives from MAIRE and TECNIMONT companies, mutually discussing issues related to labor regulations applied to the personnel of their respective companies.

Security

Consistent with the Group's Security policy, which promotes a commitment to reduce security risks and manage residual security risks in order to ensure the integrity and maximum protection of the Group's human resources and other assets, the following have been ensured:

- support i) towards top and operational corporate Functions with the purpose of prevention and direction, in compliance with Corporate Governance protocols and through the coordination of synergies aimed at the management of "critical" situations and/or potentially critical, i.e., the verification of third-party entities, involved in Group activities, including through the use of the Compliance Catalyst platform; ii) to projects, implementing the department's technical support in the assessment of security requirements already at the proposal stage, and proposing the refinement of security management in projects in execution;
- monitoring of security conditions in the Group's countries of interest, through tools for analysis and assessment of social-political-economic and criminal conditions, to ensure periodic updates to the Top Functions and departments concerned, and to ensure adequate security organization during commercial and/or operational missions in countries at risk;
- travel risk management, with regard to staff travel, in accordance with the Group's standard and related procedure, to ensure adequate security by preparing supporting documentation, containing the necessary country/area information and security requirements, and supporting the authorizer according to the level of risk, through specific "security induction" and related mission planning;
- proximal technical-specialist support for projects being executed in regions of high geopolitical commitment, providing for the deployment in branch staff and project management of resources specialized in security management to ensure maximum protection for project resources in the relevant area;
- information support and analysis of scenarios and mitigation for top management and corporate Functions, aimed at both the drafting of Group standards and procedures, such as the cybersecurity policy, and the monitoring of events with a high geopolitical impact, capable of affecting the security of personnel employed in operational projects, business continuity or ongoing activities, including Procurement, on site;
- promotion of process analysis and assessment initiatives with an interdisciplinary approach, in close cooperation and coordination with Risk Management and Region Coordination, to adequately monitor high geopolitical impact events and prepare security analysis documents.

12. Health & Safety

For the MAIRE Group, the safety and protection of people are values we apply on a daily basis in all of our activities, and represent a key goal in our corporate strategy. We are therefore actively committed to engaging our colleagues, clients and subcontractors on health, safety and the environment (HSE), as an essential set of values that we must all believe in and identify with.

Our goal is to promote the culture of health and safety through a working environment where individual experiences are a lever for shared improvement and growth. We therefore dedicate continuous attention to creating a positive working environment, where people can carry out their activities safely, are aware of the risks and environmental implications of their work, and have the opportunity to collaborate and share their professional and personal experiences.

For the MAIRE Group, our people therefore have a unmatched value. For this reason, risks to the health and safety of employees in offices and construction sites are subject to constant monitoring and mitigation measures.

For more details in relation to Health and Safety activities, please refer to the section on the Corporate Sustainability Reporting Directive (CSRD)..

13. Technological Innovation and Research & Development

In 2024, MAIRE initiated significant changes in its innovation strategy and organizational structure, with the aim of maximizing its effectiveness and operational efficiency, as well as its ability to make the most of the various opportunities for growth and differentiation offered by the ongoing energy transition and the expansion of green chemistry.

Specifically, NEXTCHEM S.p.A. was created, the MAIRE Group's new technology company, within which all Group companies focused on the development and licensing of proprietary technologies have been grouped under three specific business units - Sustainable Fertilizers and Nitrogen-based fuels; Low-carbon Energy Vectors; and Sustainable materials and Circular Solutions.

A high-level technology development strategy was also defined, built on careful analysis and definition of key market trends and drivers, and in-depth discussion of our existing capabilities and gaps to define what MAIRE needs to win.

Increasing population and environmental concerns related to rapidly growing CO_2 emissions and resulting global warming, coupled with volatile and rising commodity prices and energy security pressures related to current geopolitical situations, continue to push toward expanding demand for renewable energy sources, alternative and sustainable materials and intermediates. Carbon-neutral or carbon-negative chemicals, fuels and materials are becoming a must in all sectors, thanks to the implementation of increasingly stringent regulations that vary from region to region but aim to rapidly and significantly reduce greenhouse gas emissions in all sectors. This combination of mega-trends, with the gaps in scale and distributed allocation of potential raw materials and renewable resources, offers MAIRE significant opportunities for innovation within its newly formed technology company NEXTCHEM SPA and has the potential to create synergistic opportunities within the IE&CS engineering cluster - TECNIMONT and KT- leveraging its engineering excellence, its ability to cost-effectively integrate innovative process architectures across relevant industries, and its global presence, recognition, and intimacy with clients in multiple markets and regions.

The opportunity for MAIRE to transform itself (Evolve™) and become, through NEXTCHEM S.p.A., the most innovative technology provider able to offer integrated and differentiated technology solutions and process architectures will come from our ability to:

- accelerate the organic and inorganic development of differentiated and proprietary technologies ("technology platforms") and in the integration of these into innovative and cost-effective process architectures ("products") that respond as economically and efficiently as possible to market needs and gaps.
- gain a more proactive, direct, and in-depth understanding of new industries and their specific factors and needs, by leveraging our new global business development capabilities, our regional presence and our proximity to clients;
- more effectively integrate different raw materials and energy sources within new value chains, as well as between traditional sectors such as petrochemical, refinery, power generation, transportation and construction, through use and development of different business models and value sharing.
- balance our investments between internal development efforts and the creation of dedicated Strategic Innovation capabilities, and external M&A investments aimed at accelerating technology development in line with our roadmap.
- attract and retain the best technical and commercial personnel (skills, expertise, experience and diversity), which will enable NEXTCHEM SPA to compete with a whole new range of global players in these new industries.

With this in mind in 2024, it was decided to align all Strategic Innovation activities (Research and Technological Development) within a dedicated organization that cuts across all business units of NEXTCHEM SPA. The group, reporting to the Group CTIO, will ensure more effective allocation of resources, better and continuous cross-fertilization of ideas and opportunities for integration of specific technology platforms within different process architectures. The Strategic Innovation Group will be responsible for the development of all new technologies, TRL 1 through 9, transferring these to the specific business units responsible for their commercialization beginning with the achievement of TRL 7 (Completion of Pilot Operation, Conceptual Design).

Each project at TRL stage 8-9 (Technology Deployment) will be operationally managed by the Operations groups of the individual BUs, which will be responsible, in close coordination with the Strategic Innovation Group, for the realization of the first PDP, the sale of the first license, and the implementation of the first reference plant.

The Operations Groups, on the other hand, will be responsible for the entire process of Incremental Innovation (continuous improvement and protection of technology) of commercialized technologies, and their optimization according to specific client needs and regional peculiarities in terms of feedstocks availability and specific needs.

Also consolidated within the same Strategic Innovation group are all activities related to the management of the Group's patent portfolio, the management of all the Group's Open Innovation projects, as well as the management of the product portfolio and Strategic Marketing necessary for the definition of specific opportunities in different markets and the creation of specific Business Plans to be transferred to the Business Units together with the Technology Package when the technology is commercialized.

The entire innovation process, both strategic and incremental, will be managed through a well-defined Stage and Gate process that will see cross-functional involvement of all the various technical, commercial, legal, H&ES, marketing and communication skills to ensure that all aspects related to the development and commercialization of a new technology are comprehensively covered.

Each project will also be defined from the outset in terms of commercial KPIs that will be considered and refined as the technical and commercial development of the process progresses, depending on the level of confidence about the technical and commercial assumptions made.

This innovation portfolio, therefore, will become a measurable value creation backlog for the Group and a new growth KPI at the NEXTCHEM SPA level that will give a more effective measure of the level of return and growth on the investment made in Innovation.

In addition, each project will be defined and associated with the potential impact on mitigated E4 emissions so that the cumulative impact that innovative NEXTCHEM development can bring to the sustainability level over time will also be consolidated in a more timely and precise manner.

To support the formation of NEXTCHEM S.p.A., and the strategic goals described above, the MAIRE Group has also decided to create a center of excellence in Rome to support all strategic and incremental innovation activities, as well as any client support. The new center, "Green Innovation District" or GID, will be developed in the historic area for MAIRE at Via di Vannina in North Rome, and will house within it:

1. Research laboratories dedicated to analytical analysis and characterization, development of new polymeric materials and formulated solutions, synthesis of new catalysts, development of new chemical processes at laboratory pilot scale, technical and analytical support for all industrial pilot plants;
2. 2) Outdoor pilot park for 24/7 construction and operation of all larger-scale or demonstration pilot plants.

The center will also include, in addition to dedicated office space and conference rooms, a small customer experience center that will illustrate in a modern and effective manner the history of the Group and the operation of all MAIRE Group's main business technologies. The space will be used for professional and educational training and education purposes, as well as a point of presentation to clients and development partners of our innovation capabilities.

The GID, currently under construction, will be completed at the end of 2025 and become fully operational in the very early part of 2026 by employing 16 technical specialists to manage the laboratories, pilot plants and their maintenance.

As of the end of 2024, the MAIRE Group has a portfolio of about 2,521 (+12% vs 2023) patents and has developed 6 new technologies that support the energy transition.

Patents and other intellectual property rights concerning the Group products and services, including the commercial brands, are a key asset for the Group's positioning and success.

Innovation is also one of the Group's main competitive advantages. We therefore constantly improve our Research and Development operations and our portfolio of innovative proprietary technologies in order to develop our position as a supplier of technology for the refinery, energy, oil&gas and petrochemical sectors. We develop a certain number of innovation projects each year and actively cooperate with research centers and industrial partners to continuously improve the overall performance of our technologies.

Reporting Area	Indicator	2023	2024
R&D	R&D Hours	120,145	150, 109
	Innovation Projects	100	149
	Partnership for technological development	33	36
	Patents (Family based)	174	211
	Patents (Equivalents)	2,253	2,521
	New Patents (Equivalents)	96	112
	New Patents (Related to energy transition)	52	70
	Technologies enabling the energy transition and the circular economy (demonstrated on an industrial pilot scale or first reference plant, supported by exclusive sublicense agreement or/and proprietary patents or/and sole ownership (>50%) and patented)*	4	6

For the purpose of reporting on the connection to the 2022-2024 LTI plan - which envisioned increasing the number of enabling technologies for the energy transition and circular economy, by enriching the portfolio of solutions available to industrial supply chains for decarbonization and recycling of waste and scrap by at least 4 additional technologies from 2022 (that are demonstrated on an industrial pilot scale or first reference plant, supported by exclusive sublicense agreement or/and proprietary patents or/ and sole ownership (>50%) and patented) - a total of 10 additional technologies is reported at the end of 2024.

Direct collaboration with universities and research centers

Our commitment to collaboration with universities and research centers remains constant, especially in support of Strategic Innovation activities, in advance of the opening of the new GID and available for an optimization of the organic development of work to be undertaken. In addition, collaboration with universities and research centers remains a preferred gateway to identifying potential new specialized resources to be integrated directly within our organization.

Over the years we have consolidated our collaboration with renowned universities in Italy (POLIMI, UNISA, Sapienza University of Rome, LUISS Guido Carli University, Luigi Bocconi University, University of Catania, Rome Biomedical Campus University, Bari Polytechnic University and many others) and abroad (Abu Dhabi University, Baku Higher Oil School, National Institute of Technology Karnataka) promoting research projects and educational initiatives in both the technical and commercial worlds. This has helped create firm links between the academic and industrial worlds, which are crucial for technological progress and sustainability.

Specifically, during 2024, we have:

a. developed even more direct collaborative relationships with Polytechnic University of Milan (POLIMI) aimed at developing an innovation platform on catalysis. Our long partnership with the Polytechnic University of Milan, dating from as far back as the 1920s and giving rise to pioneering work such as the synthesis of polypropylene (also known as "Italian plastic"), continues to bear fruit. Within the framework agreement with this prestigious university and its departments of Energy and Chemical Engineering, two specific research programs aimed at the development of new catalysts, reactors and innovative processes in the Fuels and Chemicals world have already been activated, which in two years should move to the industrial development phase and subsequent commercialization. We continue to support the university's chair of Chemical Engineering and Project Management, and actively participate in various research projects, such as the Hydrogen Joint Research Platform.

b. reinforced our direct technical collaboration with the University of Salerno (UNISA) aimed at the development of new catalysts and an electrification platform for different endothermic reactions that will help us accelerate our technological differentiation for the development and commercialization of low-carbon technologies for the production of hydrogen, syngas and CO_2 development.

c. Close working relationship with SPINPET in Pontedera (PI) for the development of new proprietary catalysts from an innovative inherently active catalytic support base that could act as a promoter of exothermic and endothermic heterogeneous catalytic reactions. Also again with this major spin-off research center of the University of Pisa, we have defined a research program for an innovative process of chemical recycling of cotton and polyester (PET) based textile waste that can keep the characteristics of cotton intact and allow circular reuse of the fiber in the textile world, instead chemically depolymerizing PET to its initial monomers for re-polymerization.

d. As a result of the collaboration with the University of Catania, where the MAIRE Project Control Academy was created at the end of 2023, aimed at inducting about 50 recent graduates selected from the Faculties of Engineering and Economics of the University of Catania into the MAIRE Group, we have completed the first phase and hired 13 new process engineers who will be located in a new Engineering and Technology Development Function Support Center for Strategic Innovation in Catania.

These are just a few of the many collaborations that fuel our commitment to innovation and sustainability, demonstrating our constant drive to promote research and education of specialized personnel to support our innovation processes in sectors crucial to the energy transition and the development of sustainable chemistry.

New strategic innovations for a sustainable chemistry and energy transition

During 2024, in line with our strategy and pragmatic approach linking technological development to market needs, a series of strategic research projects and specific acquisitions aimed at accelerating the development and industrialization of distinctive and effective solutions have been defined and/or pursued within NEXTCHEM S.p.A. and its subsidiaries within specific Business Units.

a. Decarbonization of fossil fuels and reagents
Through the acquisition of Gascontec concluded in early 2024, and their specific expertise and technologies, it was possible to develop and integrate in an accelerated manner proprietary technologies for methanol production (NX AdWinMethanol™) and large-scale syngas production (up to 10,000 MT per day of production) through ATR to build a "suite" of sustainable specific technology offerings through different technology integrations and improvements ranging from large-scale methanol with CO_2 capture (NX AdwinMethanol™) CC) to methanol with very low CO_2 emissions (NX AdWinMethanol™ ZERO).
On the other hand, we have developed in-house the Catalytic Partial Oxidation (NX CPO ™) technology platform of natural or bio gas or light gas mixtures with or without the presence of CO_2 that opens new horizons for small and medium scale syngas production and allows both the further expansion of the methanol suite indicated above, replacing the use of the ATR unit for a small-scale NX AdWinMethanol ™ ZERO, but also for the production of Bio-methanol when used in combination with bio gas.
The development of the NX CPO™ platform also opens up further commercial opportunities in its diverse integration with different technological elements ranging from maximizing yield in the production of Sustainable Aviation Fuel in combination downstream of a syngas conversion reactor via Fisher Tropsch to decarbonizing heavy industries such as steel production using syngas produced instead of coke in both blast furnace and DRI processes.

b. Production of green hydrogen by alkaline electrolysis
The parallel acquisition of Hydep has integrated within NEXTCHEM S.p.A. a set of technological and engineering skills specific to the design of alkaline (AWE) and anionic membrane (AEM) electrolyzers that have led to the planned production of a first proprietary cell and stack for the construction in 2025 of the first 2.0 MW AWE electrolyzer, a prototype for the final realization of a 30 MW electrolyzer module that will become commercial in 2026 (NX FHYVE ™).

c. Production of different fuels and chemicals on a circular basis (NX™ Circular)
NX CircularTM technology makes it possible to enhance the carbon and hydrogen contained in waste (non-recyclable plastic residues, CSS and dry fraction) by converting it into a syngas with a low carbon footprint through partial oxidation with oxygen (gasification). This technology forms the basis for "Waste-to-X" solutions under which the syngas produced, once purified, is converted into circular chemicals and fuels thus representing the link between two different sectors such as waste management and the synthesis of chemicals and fuels with significant CO_2 savings from the non-incineration of waste while decarbonizing traditional industry.
NX Circular Hydrogen: The Waste-to-H2 solution enables the production of circular H2 with a low carbon footprint, contributing to the decarbonization of hard-to-abate industries.
NX Circular Ethanol: The Waste-to-Ethanol solution seeks to produce circular ethanol as a fuel or feedstock for circular chemicals (e.g., polyethylene).
NX Circular Methanol: The Waste-to-Methanol solution seeks to produce circular methanol as a fuel or feedstock for circular chemicals.
NX Circular SAF: The Waste-to-SAF solution is based on the conversion of syngas into circular Sustainable Aviation Fuel (SAF).
NX Circular Urea: The Waste-to-Urea solution makes use of Stamicarbon's proprietary technology for converting syngas to Urea.
Some examples of projects underway in 2024 that will find implementation in 2025 are illustrated below:

Sannazzaro Project (NX circular methanol ™)
The project involves the use of NX Circular Methanol TM technology for a Circular Methanol and Hydrogen production plant located within the Eni Refinery in Sannazzaro De' Burgondi (Pavia, Italy). The project aims to produce up to 110,000 tons/year of methanol and up to 1,500 tons/year of circular hydrogen for automotive, shipping and industrial uses through the conversion of 200,000 tons/year of non-recyclable waste (plastic residues, RDF, dry fractions, etc.).

d. Production of bio SAF (sustainable aviation fuel)
During 2024, NEXTCHEM concluded the development of the NX SAF™ Bio technology, which includes PTU 1.5 technology for pretreatment of second-generation oil feedstocks such as UCO or POME for purification from metals and contaminants so as to make them available for the following catalytic hydrodeoxygenation and hydrotreating (HVO) conversions for their conversion to Bio Sustainable Aviation Fuel (SAF). The technology aims especially on the pretreatment part to be further improved during 2025 to allow the possibility of processing without limitations second and third generation oleogenic feeds whatever the type of product and initial total contamination level.

At present, NEXTCHEM S.p.A. is carrying out the development of more than 60 strategic innovation projects distributed among the Research (38), Technological Development (16) and Industrial Development phases. In 2025, other new technologies will be developed and commercialized, increasing NEXTCHEM S.p.A.'s commercial portfolio and its positioning as a technology innovation leader in support of the energy transition and green chemistry.

Research projects funded

During FY2024, on the one hand, we continued Research & Development activities in a number of existing funded projects and also extended our participation in the acquisition of new projects. On the other hand, in line with our new Group strategic vision and a more correct utilization of resources on projects aligned to our technology roadmap and to obtaining exclusive proprietary and distinctive positions, we have also decided to exit past R&D project consortia such as PYROCO2 (Demonstrating sustainable value creation from industrial CO_2 by its thermophilic microbial conversion into acetone - H2020), PROMETEO (Hydrogen production by means of solar heat and power in high temperature solid oxide electrolysers - H2020), EPOCH (Electrocatalytic Production of liquid Organic hydrogen carrier and Chemicals from lignin - HORIZON EUROPE).

In particular, we focused the main activities of Strategic Innovation on the following projects:

- BOOST - The BOOST Project is pioneering industrial-scale chemical recycling of PMMA waste into high-purity r-MMA using MyRemono's NXRe™ PMMA technology, achieving a 96% reduction in greenhouse gas emissions compared to baseline, promoting the circular economy and improving sustainability in the plastics industry. The BOOST project is funded by the Innovation Fund Program (3rd call for small-scale projects). The BOOST Project, an acronym for "Back-to-mOnOmer recycling of polymeric materialS using molten meTals," aims to establish the first commercial plant for MyRemono's NXRe PMMA technology. PMMA, a transparent thermoplastic, is widely used in industries such as automotive, construction, electronics and healthcare. Traditional PMMA production is based on fossil raw materials, but the BOOST Project seeks to redefine PMMA waste as a sustainable resource for r-MMA production.

- INITIATE - The main objective of the project is the innovative industrial transformation of Europe's steel and chemical industries; it is funded by the Horizon 2020 program (Ref: 958318) and includes major industrial players in steel, urea and energy transition (Arcelor Mittal, SSAB, Stamicarbon, NEXTCHEM), functional materials suppliers (Johnson Matthey, Kisuma Chemicals), multidisciplinary researchers (TNO, SWERIM, POLIMI, Radboud University) and experienced promoters of CCUS, circularity and symbiosis topics to the public (CO_2 Value Europe). The key objectives of the INITIATE project are to reduce waste and GHG emissions from industrial processes, as well as to reduce energy and raw material intensity by increasing energy efficiency. INITIATE proposes a new symbiotic process to produce urea from steel waste gases. The project will demonstrate a reduction in primary energy intensity by 30%, carbon footprint by 95%, raw material intensity by 40%; and waste production by 90%. This project started in the second half of 2021.

- LIFE SUGAR - The Project is a project related to sustainable glass: Architecture of a combustion waste heat recovery system including a reforming system.
Glass is a material that is deeply integrated into the human life experience and which plays a key role in crucial industries, including food and beverage, construction, transportation, and pharmaceuticals. The European glass recycling system is very efficient, providing an average reuse rate of around 70% across the continent. Yet given the high temperatures required for production (1400-1500°C), glass sector is responsible for about 5% of total European industrial CO_2 emissions.
The LIFE SUGAR project, co-funded by the European Commission under the LIFE 2014-2020(LIFE19 CCM/IT/001314) Program, works in the glass sector to make the production process more sustainable. It does so by harnessing the waste heat from the flue gases of a glass furnace to convert part of the furnace fuel into a hydrogen-based syngas, which then contributes to combustion, resulting in energy savings for the furnace of approx. 15%.
Launched in June 2020, the project will continue to operate in Italy and England until September 2025, under the coordination of Stara Glass S.p.A. (Genoa). NEXTCHEM Tech has been part of the consortium since 2023.

- DECADE - The project DECADE (DistributeEd Chemicals And fuels production from CO_2 in photoelectrocatalytic Devices) project is funded by the European Union under the Horizon 2020 research and innovation program. DECADE proposes a new photoelectrocatalytic (PEC) approach for CO_2 conversion, avoiding water oxidation as an anodic reaction in order to overcome the current limitations of the PEC system and maximize the effective energy utilization. The new PEC technology will be developed up to TRL 5 (prototype testing under relevant environmental conditions) using waste alcohols and CO_2 as feedstock. Several applications are being studied: green refinery, production and use of green solvents to reduce the environmental impact of methanol plants. In the main application, bioethanol and waste CO_2 are used to produce a mixture of ethyl acetate and ethyl formate in ethanol, to be used as a green drop-in solvent or as an additive to increase the octane rating of the fuel. The goal is to create value-added products through an energy-efficient PEC device, to reduce environmental impact by using waste CO_2 and introducing renewable energy into the production chain. NEXTCHEM Tech is involved in the development of the techno-economic feasibility model to verify the economic feasibility of the proposed DECADE technology in different scenarios, calculating CAPEX and OPEX up to the final cost of production (COP) of the target products. The project consortium includes 14 European partners: European Institute of Catalysis A.I.S.B.L. (ERIC, as coordinator), Interuniversity Consortium for Materials Science and Technology, Fundacio Privada Institut Catala D'Investigacio Química, MAX-PLANCK-Gesellschaft Zur Forderung Der Wissenschaften EV, Asociacion Centro de Investigacion Cooperativa en Biomateriales - CICbiomagune, Forschungszentrum Jülich GMBH, NEXTCHEM S.p.A., HYSYTECH SRL, EKODENGE Muhendislik Mimarlik Danismanlik Ticaret Anonim Sirketi, UNISMART Padova Enterprise Srl, Motor Oil Hellas Diilistiria Korinthou AE, MERIT Consulting House, FILA Industria Chimica SpA, CASALE SA, and an international partner: the University of Tokyo.

- MACBETH - The project MACBETH (Membranes And Catalysts Beyond Economic and Technological Hurdles) is funded by the Horizon 2020 program and aims to demonstrate catalytic membrane reactor technology at an industrial level. The key factor in the project is sustainability, as the new technology looks to significantly reduce greenhouse gas emissions by more than 20%, with a simultaneous 20% increase in energy efficiency.

- eQATOR - The project eQATOR is a European research project funded under the Horizon Europe program. The project seeks to validate, at an industrial scale, innovative catalytic reactors with electric heating, to convert biogas into high value-added products (methanol, hydrogen, bio-fuels) more efficiently than current technologies. NEXTCHEM Tech will provide process development, reactor design, and the techno-economic analysis of the technology.

- MECCA - (Green hydrogen from bioMEthane cracking via innovative technology based on non-thermal plasma and Catalysis with nanoCArbons) is a research project funded under the National Recovery and Resilience Plan. The project involves the development of a green hydrogen production process that is competitive in terms of both costs and carbon footprint, compared to electrolysis, by using an innovative biomethane cracking technology, which, by combining non-thermal plasma and catalysis with nanocarbons, allows for operating temperatures lower than those of conventional catalytic cracking, using renewable energy throughout the process, operating continuously, and producing a high-quality coal product. The project consortium is made up of 5 Italian partners: The University of Messina, as project leader, the University of Calabria, ENEA, FBK, and NEXTCHEM Tech.

Open Innovation

The concept of Open Innovation within the MAIRE Group has always found strong ideological and functional recognition. The implementation of the concept of open innovation, understood as open collaboration and sharing of know-how for the joint development of new technologies and business models with other partners, such as start-ups, universities, Research Centers and different industrial partners within distinct value chains, has always been directed, financed and carried out with a view to outlining a path in which to increasingly elevate NEXTCHEM's role from participant to coordinator and developer of innovative processes and distinctive technologies, with the ultimate goal of arriving at full and exclusive ownership of the technology but also the co-partnership of such technologies with other downstream and upstream players in the specific adoption value chain in such a way as to share equally the overall value created and induced.

The core idea remains the sharing of resources and expertise with various actors, accelerating the development of new solutions and facilitating the adoption of innovative processes.

Demonstrating its commitment to Open Innovation, MAIRE has established a specific chair "MAIRE Open Innovation and Sustainability" at LUISS Guido Carli University in Rome, the first of its kind in Europe. This partnership involves the sharing of knowledge through lectures given by experts of the Group, and seminars held by eminent academics such as Prof. Henry William Chesbrough, the creator of the "Open Innovation" concept by the University of Berkeley in California.

In addition, MAIRE through NEXTCHEM S.p.A. has co-sponsored and co-founded extended Open Innovation programs such as ROAD (Rome) along with ENI, Ferrovie dello Stato, Bridgestone, Autostrade Italia and others.

Despite all the efforts made, and investments associated over the past years in promoting and stimulating at the university, public and internal levels the concept of Open Innovation, to date our ability to participate effectively in Open Innovation programs has always remained objectively limited, perhaps due to the fear of losing critical knowledge and control for the development and exclusive ownership of differentiated technologies and business models to other companies and competitors in the field of energy transition to green acceleration. The return on the investment made turns out to be negative and therefore 2024 is a year of "transition" for MAIRE in the world of Open Innovation, a year of reflection in which we have decided to reconsider our actual ability and willingness to participate in Open Innovation programs according to clear guidelines and goals that are better aligned with the philosophy of the concept itself.

During the course of 2025 with the support of key stakeholders and opinion leaders in the field, the Group intends to investigate what are actually the operational and cultural constraints that prevent effective and fruitful Open Innovation collaboration, and the establishment of programs to mitigate perceived risks so that it can more effectively reconfigure the use of this important acceleration process in the world of innovation within the Group.

14. Risks and uncertainties

In this section the main risks and uncertainties concerning the MAIRE Group and its sectors are outlined. The factors considered by the company risk system regarding the foreseeable future are for this purpose analyzed.

The MAIRE Group's business involves the concentration of activities in two business units ("BUs"), namely: i) "Integrated E&C Solutions", which specifically covers the general contractor executive responsibilities and all typical EPC (Engineering, Procurement and Construction) project activities; given the nature of these activities, high volumes for this business unit are expected and margins in line with the average for EPC contracts. and ii) "Sustainable Technology Solutions", covering all of the Group's sustainable technology solutions/operations, in addition to the high value-added/innovative services primarily focused on the energy transition and the "green acceleration"; given its technological nature, this BU expresses low volumes but with significantly high margins, also accompanied by a low level of risk.

The Group has adopted a well-structured internal control and risk management system, which covers the identification, measurement, management and monitoring of the main risks that may affect the Company and its subsidiaries. In 2023, it introduced an integrated risk management model based on several processes that monitor and assess the risk/opportunity impacts of both current activities and those set out in the strategic plan. The Group's internal control and risk management system is designed to ensure that all relevant risks, including those relating to sustainability and climate change, are identified and managed correctly. This system is periodically assessed to ensure its effectiveness and adequacy in relation to the characteristics of the company and the risk profile assumed.

The new risk management model is based on four different risk management processes that are integrated with each other and which are overseen by a single department. These processes are Enterprise Risk Management (ERM), Project Risk Management (PRM), Regional Opportunity & Risk Management (RORM) and Insurance Management (INS).

The Group's Enterprise Risk Management (ERM) process, based on the CoSo ERM Framework and compliant with ISO 31000:2018, is a circular system aimed at identifying, assessing, mitigating and continuously monitoring business risks. It consists of four stages: identification (mapping of operational, financial, strategic, and climate risks), assessment (probability and impact analysis), management (mitigation and prevention strategies) and monitoring and reporting (continuous monitoring and transparency). In parallel, Project Risk Management (PRM) is applied to corporate executive projects through a quantitative approach, on a quarterly basis, based on Monte Carlo simulations, supporting project management in monitoring profitability and managing risks.

Backlog risks

The consolidated Backlog at December 31, 2024 was Euro 13,823.4 million. The timing of revenue and expected cash flows is subject to uncertainty as unforeseeable events may occur which impact Backlog Orders (such as for example the slowdown of works, the delayed start-up of works or indeed the interruption of works or other events). The Group mitigates this risk through termination/cancellation clauses which ensure adequate reimbursement on the occurrence of such events.

Backlog concentration risks and dependence on a curtailed number of major contract or clients

At December 31, 2024, approx. 73.7% of Group consolidated revenues related to 10 major contracts, corresponding at the same date to approx. 80.2% of the Backlog value. Any interruptions or cancellations to even one of the major contracts, subject to applicable legal and contractual remedies, may impact on the Group's results and balance sheet. In addition, the Group works with a contained number of clients. In relation to the concentration of the value of the Backlog by Region, please refer to the specific section "Backlog by BU and Region", which illustrates that the highest concentration was in the Middle East. One of the key operational guidelines concerns the greater distribution of initiatives among more clients and thereafter the opening up to new markets and clients. This includes expanding into new markets and acquiring new clients, as evidenced by the new acquisitions in 2024, which were primarily focused in Africa, specifically Algeria.

Risks related to Group sector investment

Group markets are cyclical, principally dependent on available investment, which in turn is impacted by: (i) economic growth and (ii) a significant number of economic-financial (e.g. interest rates and the price of oil) and political-social (economic, public spending and infrastructure policies) variables. Therefore, general recessions may impact the Group's results and balance sheet. Due to the nature of such risks, the Group must therefore rely on its event forecasting and management capabilities. In particular, the Group has integrated the risk philosophy into strategic and commercial planning processes through the definition of commercial and risk guidelines and process structuring aimed at selecting and prioritizing initiatives according to country and sector risks, rather than counter-party risks. Consideration of such risks is also guaranteed by strategic goal progress monitoring in terms of portfolio composition and diversification, and risk profile evolution.

Risks related to international operations

The Group is engaged in approx. 45 countries and is therefore exposed to a range of risks, including any restrictions on international trade, market instability, foreign investment restrictions, infrastructural deficiencies, currency movements, currency limitations and controls, regulatory changes, natural catastrophes (e.g. earthquakes and extreme weather events) or other geopolitical risks, considered by the Group as emerging risks such as, for example, international conflicts, acts of terrorism, commercial wars which could provoke major raw material or semi-finished product or energy supply interruptions, fires, sabotage, attacks or kidnappings. The Group in addition is subject to the risk of greater operational difficulties in regions featuring high corruption levels, distance from the markets and the traditional workforce and material procurement sources, and which often are politically and socially difficult and unstable. In order to mitigate this risk, appropriate insurance and/or coverage for the type of risks at issue to mitigate financial impacts from such instability may be undertaken and also specific contractual termination/cancellation clauses that provide for adequate reimbursements upon the occurrence of such circumstances. Further steps in the governance strengthening process led to the adoption of the MAIRE Group Business Integrity Policy by all direct and indirect MAIRE subsidiaries, with the aim of consolidating and rationalizing the anti-corruption principles already outlined in the Group's Internal Control and Risk Management System.

Legal and compliance risks

This category comprises risks relating to sector or country specific management of legal issues, compliance with legal and regulatory requirements (e.g. taxation, local legislation) and contractual risks in relation to Business Partners. MAIRE considers the monitoring of the legal aspects of contracts and of counterparty relations of critical importance. Risks include possible cases of internal and external fraud, and, more generally, of non-compliance with procedures and policies designed to regulate company operations.

In light of such factors, MAIRE adopts a multi-level regulatory risk monitoring, management and mitigation policy through constant collaborative dialogue with counterparties and business units affected by regulatory developments, and full assessment of potential impacts.

Risks related to joint liability to clients

Group companies execute orders independently or together with other operators through the incorporation (for example) of consortiums in Italy or joint control arrangements overseas. In this latter case, each party under applicable public regulations or general contractual practice are usually jointly liable to the client for the design and construction of the entire works. In the case of damage suffered by a client caused by an associated operator, the Group company involved may be called to replace the damage-causing party and fully compensate the damage caused to the client, subject to the right of regress against the non-compliant associated operator. The right to regress among associated operators is normally governed among the partners through contracts (usually called cross indemnity agreements). Group policy is to conclude agreements/associations with operators of proven sector experience and appropriately verified available capital. This policy has ensured that the assumption of partner obligations by a Group company has not yet been requested as a result of non-fulfilment.

Risks concerning liability to the client for non-fulfilment or damage caused by sub-contractors or suppliers

In executing operations the Group relies on third parties (including sub-contractors) to produce, supply and assemble part of the plant constructed, in addition to suppliers of raw materials, semi-finished products, sub-systems, components and services. The Group's capacity to discharge its obligations to clients is however reliant also on the fulfilment of contractual obligations by sub-contractors and suppliers. In the case of Group sub-contractor or supplier non-fulfilment (even partially), the provision of products and/or services not in line with that agreed or falling short of the required quality or with defects, the Group may incur additional costs due to delays or the need to deliver replacement services or procure equipment or materials at a higher price. In addition, the Group may in turn not fulfil that agreed with the client and be subject to compensation claims, subject to the Group's right to regress from non-compliant sub-contractors and suppliers. However, where the Group is unable to reclaim the entire compensation paid from such parties through its right to regress, the Group results and balance sheet may be impacted. The Group system for the assessment and selection of suppliers, identified on the basis of price, in addition to their technical abilities and capital structure, requires the request and provision of bank performance guarantees from such parties. Group companies are also covered by appropriate insurance policies to meet any particular difficulties.

Risks related to order execution

SUSTAINABLE TECHNOLOGY SOLUTIONS (STS) BUSINESS UNIT

The Group's business involves the concentration of activities within a single business unit ("BU"), namely the "Sustainable Technology Solutions" BU, headed by the subsidiary NEXTCHEM, covering all sustainable technology solutions/operations, in addition to the high value-added/innovative services primarily focused on the energy transition and the "green acceleration"; given its technological nature, this BU expresses low volumes but with significantly high margins, also accompanied by a low level of risk.

Group revenues for "Sustainable Technology Solutions" BU activities are from the sale of licenses to build plants, based on proprietary technology solutions, or cooperation and development agreements with third parties who do not present particular execution risks.

The sale of engineering activities refers to the technology package for Basic Engineering of the plant to be developed and transferred from the Licensor (NEXTCHEM) to the client or contractor, in contracts mostly referred to as PDP or Basic Engineering Design Package (BEDP). NEXTCHEM provides operation manuals for process design and basic engineering to build and operate the plant.

In this case in which consideration (in favor of the Group) is prefixed at the date the work is awarded, and in terms of such contracts or portions of work included in the main contract for the sale of the license, the margins originally estimated by the Group may be reduced as a result of the increase in costs incurred by the Group in the course of performing the service. Where the Group's policies and procedures to identify, monitor and manage costs for order execution do not reflect the duration and complexity of such services, or are no longer accurate following the occurrence of unforeseeable events, the Group's results and balance sheet may be impacted by the contract with the client.

In the case of direct sale of equipment supply, the client deals directly with NEXTCHEM and purchases the equipment from the Group and becomes its client. Equipment is subsequently purchased from the end manufacturer and then resold to contractors/clients ("equipment resale") and NEXTCHEM acts as a principal in the supply.

Again in this case consideration (in favor of the Group) is prefixed at the date the work is awarded and the margins originally estimated by the Group may be reduced as a result of the increase in costs incurred by the Group in the course of performing the service.

In addition, in this case the Group's capacity to discharge its obligations to clients is however reliant also on the fulfilment of contractual obligations by sub-contractors, and the Group may incur additional costs due to delays or the need to procure equipment or materials at a higher price. In addition, the Group may in turn not fulfil that agreed with the client and be subject to compensation claims, subject to the Group's right to regress from non-compliant sub-suppliers. The Group system for the assessment and selection of suppliers, identified on the basis of price, in addition to their technical abilities and capital structure, requires the request and provision of bank performance guarantees from such parties.

INTEGRATED E&C SOLUTIONS (IE&CS) BUSINESS UNIT

Almost all of Group consolidated revenues concern long-term contracts, whose settlement (in favor of the Group) is established at the date of the tender or the awarding of contract, particularly for lump sum - turn key contracts. For such contracts, the margins originally estimated by the Group may reduce due to higher costs incurred by the Group during order execution. Where the Group's policies and procedures to identify, monitor and manage costs for order execution do not reflect the duration and complexity of such orders, or are no longer accurate following the occurrence of unforeseeable events, the Group's results and balance sheet may be impacted.

This dimension is critical in the effective assessment of Group core business risks, requiring the definition of tools to identify and monitor contract risks right from the bidding phase, as part of an in-depth risk and opportunity assessment procedure. Once risks have been assumed on the basis of informed decisions by management, constant monitoring is critical in proactively and dynamically managing risk exposure and evolution over time.

The analysis of significant risk dimensions and related risk areas offers management both a detailed (i.e. contract) and portfolio (i.e. total exposure) vision of the risk profile assumed by the Group, as well as exposure limits set by risk containment capacities. Through the use of appropriate risk management tools, the portfolio vision facilitates systematic assessments of the potential risk profile evolution due to certain events or decisions.

The risk management framework, outlined above and subject to ongoing developments, is oriented to supporting decisional and operational processes at every step in the management of initiatives, in order to minimize the occurrence of certain events that might compromise ordinary operations or defined strategic objectives of the Group. For this reason, the framework is integrated into strategic and commercial planning processes, thus incorporating formal consideration of the Group's risk profile and decisions regarding its risk appetite.

IT Risks

The reliability of the Group's IT systems is critical to achieving its corporate goals. Particular attention is paid to the technology used to protect confidential and proprietary information managed by IT systems. However, both hardware and software products and information contained in corporate IT systems may also be vulnerable to damage or disruption caused by circumstances beyond our immediate control, such as malicious or fraudulent activities by unauthorized third parties accessing confidential information via written or verbal communications, e-mails, faxes, letters, phone, cyber attacks, network or computer failures, or computer viruses. The inability of IT systems to function properly for any reason may compromise operational activities, resulting in reduced performance, significant repair costs, transaction errors, data losses, processing inefficiencies, downtimes, disputes. The continuous evolution of digital services offered and the exponential growth of the amount of data processed inevitably contributes to an increase in the number and type of cybersecurity risks to which a company is exposed, with economic, operational, regulatory and reputational consequences. The ability to prevent, monitor and detect an incident is a key security measure with the purpose of protecting resources from unwanted access, ensuring the integrity of information, and ensuring the operation and availability of services.

Appropriate configuration and management of the threat detection and prevention system are key measures for preventing security incidents by decreasing their likelihood of occurrence, or limiting their impacts through a prompt and effective containment response, which is why commitment to security continues to be a priority for the MAIRE Group.

In order to respond adequately and quickly to current cyber threats, the Group's IT function constantly monitors and guarantees supervision and oversight, business continuity, and productivity at the Group's offices and operational sites by means of the advanced technological platform in use and ongoing investments in digital culture, skills, and the maintenance of high standards of corporate IT security, also thanks to the defense and integrated response approach of the Group's Cyber Fusion Center.

Cyber Security continued to be the subject of important attention and related analysis and monitoring activities continued, the findings of which together with the company's detecting systems and structures and the indications received from the agencies in charge of cybersecurity and cybercrime control enabled the identification and preventive intervention on possible system vulnerabilities. In view of the growing cyber risk related to the evolving and complex international situation, ad hoc cross-functional working groups have been activated to further strengthen actions to monitor connectivity and progressively consolidate behavioral awareness.

In order to maintain and consolidate the organization's cyber security, continuous improvement actions continued during the year; the main actions implemented in the area of Cyber Security are summarized below:

- implementation of: (i) solutions for increasing the resiliency of the Managed Detection & Response MDR (Manage Detection and Response) Service used; (ii) XDR (Extended Detection and Response) and SOAR (Security Orchestration, Automation, and Response) solutions, to detect and respond even more rapidly to possible cyber attacks and internal/external threats in real time; (iii) an Identity Threat Detection and Response (ITDR) solution, to continuously monitor identity activities within the corporate infrastructure, identifying suspicious or abnormal behavior that could indicate compromise (v) a Network Detection and Response (NDR) solution, to identify and block evasive network threats; (vi) a new solution for the Web Application Firewall service, extending its use to prevent and block web-borne attacks; (vii) a Breach and Attack Simulation solution (BAS) based on the Picus platform, to support the measurement and strengthening of cyber resilience of all Group companies;

- extension of the adoption of the Modern Workplace model following Zero Trust principles, managing not only users and applications but also devices, for which compliance controls have been activated (both PC and mobile), so as to protect data and resources from unauthorized access and continue to ensure a safe and secure work environment;
- extension and further improvement of the Cyber Threat Intelligence service - as part of a plan to respond to threats generated by ongoing international conflict situations - dedicated to all Group companies;
- further increase integration with supply chain processes for evaluating cybersecurity practices adopted by ICT vendors, through the use of the Bitsight platform, facilitating ongoing monitoring of the cybersecurity program and evidence-based cyber risk, continuous measurement of the effectiveness of security controls, and timely correction of any vulnerabilities and misconfigurations;
- Cybersecurity Assessments and a Penetration Test on Office 365 environments, Azure Cloud, and on machines in all AD Forest domains by the Microsoft Dart Team, which revealed that almost all units (servers and workstations) are properly configured and aligned with Microsoft's security best practices;
- definition of the operating model for the adoption of the DevSecOps framework within the Group, so as to integrate security from the early stages of the software development lifecycle, to ensure the further reduction of information security risks and, at the same time, faster and more efficient development;
- further extension and development of technologies such as Multifactors Authentication, Single Sign On, Passwordless authentication and secure web browsing/access through selected solutions (e.g., Zscaler, Microsoft and BeyondTrust);
- in the area of access control, extension to all the Group's Italian offices of the integrated system to enable the use of Yubikey as a user identity device not only digitally but also physically, i.e., for gate access, printer authentication and lockers.

A cyber security awareness training course is also continuing, targeting all Group employees and featuring a continuous learning approach with updated content released on a monthly basis.

In terms of infrastructure, the enhanced use of the Cloud Azure platform and selected providers is noted, to guarantee the high level of IT security and standards.

The introduction is also highlighted of a Network Access Control solution for use at worksites to improve the security of branch office networks, providing accessibility to only authorized users and devices, offering visibility, compliance and remote access management.

Climate change risk

The Group is exposed to physical and transitional risks related to climate change. The former include extreme weather events that can affect business transactions and supply chains, potentially affecting operating costs and business continuity. Transition risks, considered to be emerging risks of the Group, arise mainly from regulatory developments and the increasing market focus on reducing carbon emissions. The introduction of more stringent decarbonization and sustainability regulations could lead to increased operating costs and affect the investment choices of both the Group and its clients in the relevant sectors.

In 2024, the Group strengthened its approach to climate risk management by consolidating the integration of these variables into its Enterprise Risk Management (ERM) and Project Risk Management (PRM) model. The adoption of climate scenario-based analysis enables the evaluation of the changing regulatory and economic environment and the estimation of the impact of environmental factors on business results, both in terms of risks and opportunities. Qualitative-quantitative assessments, conducted over short, medium, and long-term horizons, make it possible to estimate the probability of occurrence and materiality of effects resulting from climate change, supporting decision-making and mitigation strategies.

In this context, the Board of Directors has strengthened its supervisory role on climate issues, integrating them into strategic decisions and processes for analyzing impairment testing and other balance sheet items. Attention to climate factors is also reflected in investment evaluation and operational planning, with an increasing focus on adopting solutions with lower environmental impact.

Climate risk management also results in the implementation of mitigation and adaptation strategies for transitional risks. The Group has adopted advanced technologies to reduce CO_2 emissions by promoting energy efficiency and the use of renewable sources. The NEXTCHEM division is engaged in developing solutions for carbon capture, green hydrogen production, circular economy and biofuels. The focus on climate resilience also extends to industrial processes and construction site management, with interventions aimed at reducing energy intensity and minimizing environmental impacts during project implementation phases.

On the other hand, the changing regulatory environment and increasing demand for sustainable solutions are also generating new business opportunities for the Group. Technological innovation and strengthening the Group's related skills are key elements in maintaining a competitive advantage and proactively responding to the challenges posed by the energy transition. The ability to anticipate regulatory developments and adopt solutions that comply with the latest environmental standards enables a reduction in the risk of non-compliance and supports a smooth transition to low-carbon operating models.

On the asset protection front, the Insurance Management process, an integral part of the Group's Risk Management system, has been further enhanced to mitigate exposure to physical risks related to climate change. Project insurance covers, which are appropriately monitored and adjusted according to the specifics of operational projects, include specific guarantees for extreme weather events, providing greater protection for both clients and the Group.

The adoption of a management model based on quantitative data and forecast scenarios enables the Group to face climate challenges with awareness, turning them into opportunities for growth and development. The Group's proactive approach to climate risk management, combined with a targeted investment strategy, strengthens its ability to adapt to market developments and consolidate its position in a rapidly changing industry environment.

For further details on the issue of the effects of climate change and how they are managed, including the environmental policies adopted, please refer to the section containing the MAIRE Group's Sustainability Reporting, prepared pursuant to Legislative Decree No. 125 of September 6, 2024, implementing Directive 2022/2464/EU ("Corporate Sustainability Reporting Directive"). In addition, the MAIRE Group's full TCFD report is available to the public on the Company's website (www.groupmaire.com) under the following section: Investors and Sustainability | MAIRE (www.groupmaire.com).

15. Financial risk management

The Group's principal financial risks stemming from core operations are outlined below:

Market risk

The Group operates within an international environment and is subject to interest rate, exchange rate and price risk. A risk of fluctuating cash flows from core operations therefore follows, which may only partly be mitigated through appropriate policies.

Price and cash flow risk

Group results may be impacted by raw material, finished product, transport and insurance cost price changes. This risk is mitigated through a precise and timely procurement policy, the use of derivative contracts, and/or in some cases, by charging the client for increases in the price of supplies, where contractually allowed.

The Group is closely monitoring the supply chain in order to identify and take action to mitigate potential impacts in terms of the cost of materials and services and of procurement times as a result of continuous market uncertainties. Furthermore, given the extreme unpredictability of this situation and its impact on contracts, our execution strategies are being adapted and constant discussions are being held with our clients and with the entire supply chain in order to negotiate mechanisms for managing and sharing the risk and for mitigating the impact on ongoing contracts.

The Group also has a specialized function to create a procurement system with an adequate and resilient Supply Chain with respect to the needs of ongoing operational projects, potential acquisitions, and market developments. The goal was to ensure the availability of quantitatively and qualitatively adequate suppliers, including with respect to sustainability, in addition to the proper management of contracts, logistics, and post-order activities. The function pursues the optimization of business performance in terms of Supply Chain and the consolidation of a diversified, collaborative, and well-coordinated Group approach. The goal is to respond to the specific procurement requirements of projects, accommodate ongoing geographical diversification, and consolidate a new strategic approach to cope with the constant growth in activity volumes. Moreover, this approach was designed to handle the complexities of the current geopolitical and economic landscape in general.

The strategy of optimizing costs was further consolidated, taking advantage of Group volumes, streamlining activities through the identification and testing of new operating models (benefiting from the capabilities made available by new technologies).

For critical materials and services, further harmonization and optimization initiatives have been introduced, confirming the standardization and optimization of Group processes objectives. In addition, periodic meetings have been activated with the main strategic suppliers involved on several projects in order to work out factual responses to operational needs and implement Lessons Learned and cross-cutting corrective actions.

In terms of transportation, costs and time have been impacted resulting from the Suez Canal situation, giving further impetus and value to the strategic choice of multi-sourcing for projects and implementing new operating models, also aimed at recovering value through disintermediation of some points in the traditional logistics supply chain.

Currency risk

The currency used for the consolidated financial statements is the Euro. As stated, the Group operates in an international environment, with part of its receipts and payments made in currencies other than the Euro. A significant amount of projects are quoted in or linked to the US Dollar; this factor, together with timing differences between the accrual of revenues and costs in currencies other than the presentation currency and their financial realization, exposes the Group to currency risk (transaction currency risk).

The MAIRE Group seeks to minimize transaction currency risk through derivative contracts. Group level planning, coordination and management of such operations is carried out by the Finance Department, which monitors the correct correlation between derivative instruments and underlying cash flows and their appropriate representation as per international accounting standards.

The Group furthermore has investments in subsidiaries in countries not belonging to the Eurozone and shareholders' equity changes from local currency movements against the Euro are temporarily recognized to the "translation reserve" shareholders' equity reserve.

Interest rate risk

MAIRE Group interest rate risk essentially concerns its variable medium/long-term loans. Variable rate debt interest rate risk not hedged through derivative instruments is however partly mitigated by liquidity remunerated at rates indexed to the same debt parameter (euribor). Any consequent interest rate fluctuations may create similar effects upon cash flows generated from inventories, although in an opposing manner than those produced on cash flows related to debt positions.

The risk on the variable rate debt is partially mitigated by the fact that Group cash deposits are remunerated at interest rates indexed to the same debt parameter (Euribor).

In 2023, MAIRE S.p.A. issued a non-convertible Euro 200 million Senior Unsecured Sustainability-Linked bond, stipulating an interest rate increase where specific decarbonization targets are not met by December 31, 2025. In particular, MAIRE is committed to: reduce its own direct and indirect CO_2 emissions ("Scope 1 and Scope 2") by 35% compared to the 2018 level, and reduce the CO_2 emissions of its suppliers by 9%, particularly through the "Scope 3" emission intensity related to purchased technology-content goods and services, measured as tons of CO_2 relative to value added, compared to the 2022 level. These targets, in line with the decarbonization plan set out in the MAIRE Group's sustainability strategy (carbon neutrality Scope 1 and 2 to 2030 and Scope 3 to 2050), contribute to the achievement of the UN's SDG 7 and SDG 9 sustainable development goals.

The interest rate increase will be 0.25% for each missed target (i.e. maximum increase of 0.50%) from the year following the year of recording (FY 2025). Achievement of the targets will be verified by an independent audit firm appointed for this purpose.

At present, there is no indication of the risk of such a rate increase as the Group to date has recorded a reduction in CO_2 emissions (Scope 1 + Scope 2) compared to the 2018 baseline, and a reduction in Scope 3 intensity (by specific goods and services clusters) on value added compared to the 2022 baseline in line with the targets of the loan bond.

On July 16, 2024 - MAIRE successfully placed a new loan of a nominal Euro 200 million in the Schuldschein Sustainability-Linked format (private placement governed by German law), the senior unsecured loan comprising two tranches with maturities of three years (nominal Euro 17.5 million and Euro 52.5 million, respectively) and five years (nominal Euro 5 million and Euro 125 million, respectively), both mainly at variable interest rates. The applicable margin on the 6-month Euribor is 1.70% and 1.95% for the three- and five-year tranches, respectively. The facility also includes a pricing mechanism linked to the achievement of specific Group CO_2 emission reduction targets, in accordance with the Sustainability-Linked Financing Framework adopted in September 2023 by the Group. Specifically, the facility provides for monitoring on an annual basis (up to and including 2025) of the two selected KPIs and the progress of the related targets set with publication on the MAIRE Group's website of the related reports. The reports to be published are in line with the Sustainability Linked Bond and according to the definitions provided in each Loan Agreement: "ESG Compliance Certificate" describing the achievement of Scope 1 and 2 GHG Emissions Condition and Scope 3 GHG Emissions Intensity Condition; "Sustainability Linked Bond Progress Report" issued by MAIRE; "Assurance Report" issued by the Assurance Provider; "Scope 1 and 2 Baseline Assurance Report" and "Scope 3 Intensity Baseline Assurance Report" issued by MAIRE.

Since this is a Sustainability-Linked Schuldschein, if MAIRE fails to meet one or both of the targets set on the selected KPIs, as described above, which will be reported for the year 2025, it will have to recognize 10bps for each missed target starting with the interest period beginning July 22, 2026 (incremental interest will then be paid for all subsequent periods).

At present, there is no indication of a risk of an increase in the relative interest rate as the performance of the two KPIs is in line with the targets of the loan.

MAIRE in 2024 signed a new Sustainability-linked credit line maturing in May 2028 for a total amount of Euro 200 million. The revolving credit line complies with the Sustainability-Linked Financing Framework adopted in September 2023 and is linked to specific annual targets to reduce the Group's CO_2 emissions, whose achievement determines the margin applicable to the loan. Specifically, for this instrument the targets are annual (already defined for FY2024 and FY2025 and to be defined for subsequent years) and the price adjustment mechanism is step up and step down (+/- 5 bps).

The credit line was granted by eight leading banking groups, including Banca Monte dei Paschi di Siena, Banco BPM, Bank ABC, BdM Banca, BPER, Intesa Sanpaolo, Mediocredito Centrale and UniCredit. Intesa Sanpaolo (IMI CIB Division) also acted as sustainability coordinator and facility agent. The transaction is in line with the strategy to optimize the composition of medium to long-term debt and reduce its overall cost, while improving financial flexibility. This new revolving credit line, whose provision further highlights the support among the banks of MAIRE's strategy, will increase financial flexibility and diversify funding sources. This is alongside two other sustainability-linked funding transactions carried out in the past year, marking a further step on the path toward integrating emissions reduction goals into the Group's financial management.

MAIRE share price movement risk

The company utilizes derivative instruments to hedge against movements in the MAIRE share price, in view of the implementation of a buy-back program to satisfy the "Equity Settled" employee plans, as the Group has assigned its capital instruments as additional remuneration for services received (employment). MAIRE S.p.A therefore subscribed cash-settled Total Return Equity Swap (TRES) derivative instruments, undertaken to hedge against movements in the MAIRE share price. For accounting purposes, the TRES derivative instruments cannot be designated as a hedging derivative instrument and are valued, in accordance with IFRS 9 at fair value, with the related changes recorded in the income statement.

In addition, two derivative instruments for a total of approx. 3.5 million shares were closed during 2024 in conjunction with the finalization of the MAIRE Group's 2021-2023 Long-Term Incentive Plan; the remaining portions of these instruments as of December 31, 2024 cover the risk for a total of approx. 7.1 million shares.

Credit risk

The MAIRE Group credit risk represents the exposure to potential losses deriving from the non-compliance with obligations by counterparties. Credit risk stems from normal operations and is monitored by the operating and financial departments on the basis of set procedures, which establish the methods for quantifying and controlling client risk.

They are managed according to procedures, including credit recovery and dispute management. Presently, there is no significant concentration of credit risk by region or by Client, as the Group operates on geographically diversified markets and through a range of clients and business lines.

The maximum theoretical exposure to the credit risk for the Group at December 31, 2024 is the carrying value of the financial assets recorded in the accounts, and the nominal value of the guarantees given on debts and commitments to third parties.

Receivables at December 31, 2024 were recognized net of write-downs calculated according to counterparty non-compliance risk, based on client reliability (third parties, related parties and public sector clients).

In addition to the assessments of the collectability of receivables and in accordance with IFRS 9 concerning impairment models, the Group estimated losses on receivables using the expected loss model based on supporting information available without undue effort or burden, which includes actual data and forecasts and was essentially obtained from information providers and in quantifying expected losses at the closure date incorporating any effects of current conflicts.

Credit risk is represented by the exposure to potential losses deriving from the non-compliance of obligations by buyers, who are almost entirely connected to sovereign states, government bodies, overseas state entities, public administrations or large oil companies. Credit risk is, therefore, in many cases linked to country risk.

Liquidity risk

This risk concerns the difficulty in sourcing new funding or access to liquid assets, resulting in the enterprise's failure to satisfy payment commitments, being forced to incur additional funding costs or, in extreme instances, being faced with potential insolvency which may put its going concern at risk.

The Group objective is to establish a financial structure which, in line with the business objectives, guarantees an adequate level of liquidity, credit facilities and committed credit lines for the entire Group, guaranteeing sufficient financial resources to meet short-term commitments and maturing obligations (including by refinancing transactions or advance funding) and ensuring that an adequate level of financial flexibility is provided for development programs, seeking to maintain a balance in terms of debt duration and composition and an appropriate structure of bank credit facilities. Activities to measure and control liquidity risk are conducted by continuously monitoring forecast cash flows, the maturity of financial liabilities, and the parameters of the main bank loan agreements. These indicators measure expected cash availability in the short term, maturity concentration of financial liabilities and derivatives, and the ratios between financial sources and expected uses in the short and medium term.

Among the measures adopted by the MAIRE Group to control and make efficient use of its liquidity are centralized cash pooling systems involving the Group's main companies in relation to the two BUs.

At the present moment, MAIRE considers that the good levels of liquidity held and prudent and functional management of the credit lines available are important elements for stability and sufficient to guarantee the resources necessary for operating continuity. The management of liquidity risk is based above all on the strategy of containing debt and maintaining financial equilibrium.

Cash and cash equivalents at December 31, 2024 amount to Euro 1,153,779 thousand, an increase of Euro 238,278 thousand compared to December 31, 2023.

Cash flows from operations saw a net generation of cash in the amount of Euro 283,073 thousand for the year, reflecting a consistent cash generation quarter on quarter, driven by earnings and changes in working capital, thanks to operational activities on major projects underway and also in relation to the orders acquired at the end of the previous year, in particular the Hail and Ghasha project with ADNOC, and also thanks to the advances received on the new orders acquired. Cash flows from operations include also income tax payments, which in 2024 totaled Euro 58.3 million.

Operating cash generation more than offsets dividends settled of Euro 82.1 million (including minority interests), disbursements related to the buyback program of Euro 47.3 million, and net capital expenditures for the year totaling Euro 51.6 million; total investments would however amount to approx. Euro 91.9 million, including the deferred and earnout components regarding the purchase prices of HyDEP, Dragoni Group, GasConTec and APS Evolution S.r.l., and for additional shares in MyReplast.

The Group also believes that thanks to the significant outstanding backlog and associated cash flows, a good level of liquidity can be maintained.

The following tables shows the lines of credit and other credit facilities available to the Group as of December 31, 2024, broken down by type, distinguishing between amounts granted and used:

Credit lines granted to and used by the Group at December 31, 2024			
Description	**Amt. Granted (Euro)**	**Amt. Used (Euro)**	**Amt. Available (Euro)**
Overdraft facilities, revolving facilities and lines of credit	355,188,075	65,000,000	290,188,075
Advances on invoices - Factoring	8,000,000	892,162	7,107,838
M/L loans - Bonds	725,786,569	600,786,569	125,000,000
Total	**1,088,974,644**	**666,678,731**	**422,295,912**

The Euro Commercial Paper (ECP) Program will also allow the Company to diversify its short-term financing instruments, obtain a wider choice of funding and optimize its debt management in terms of maturity and pricing profile. The amounts used and the total granted are set out below:

Credit lines approved and used by the Group at December 31, 2024			
Description	**Amt. Approved (Euro)**	**Amt. Used (Euro)**	**Amt. Available (Euro)**
Euro Commercial Paper	300,000,000	162,900,000	137,100,000
Total	**300,000,000**	**162,900,000**	**137,100,000**

On December 18, 2024, MAIRE S.p.A. renewed its Euro Commercial Paper Program to issue one or more series of Euro Commercial Paper Notes, increasing the maximum nominal amount from Euro 150 million to Euro 300 million. In line with the program launched previously, the ECP Program will be placed with qualifying investors and will be unrated. The program will run for 3 years and have a maximum nominal amount of Euro 300 million.

Financial covenant risk

This concerns the possibility that loan contracts include clauses permitting the lending Banks and other lenders to request immediate repayment on the occurrence of certain events, resulting therefore in a liquidity risk. The main positions to which the Group is potentially exposed are outlined below.

In 2023, the Group issued a bond for a nominal value of Euro 200 million and, at the same time, redeemed ahead of April 30, 2024 the non-convertible bond loan for a total of Euro 165 million.

The interest rate of the Bonds, corresponding to the yield at issuance, is 6.50% per annum gross. It should also be noted that there is a maximum interest rate increase of 0.50% overall where the specific CO_2 emission reduction targets are not met.

In fact, the Bond stipulates an interest rate increase if specific decarbonization targets are not met by December 31, 2025. In particular, MAIRE is committed to: reduce its own direct and indirect CO_2 emissions ("Scope 1 and Scope 2") by 35% compared to the 2018 level, and reduce the CO_2 emissions of its suppliers by 9%, particularly through the "Scope 3" emission intensity related to purchased technology-content goods and services, measured as tons of CO_2 relative to value added, compared to the 2022 level.

These targets, in line with the decarbonization plan set out in the MAIRE Group's sustainability strategy (carbon neutrality Scope 1 and 2 to 2030 and Scope 3 to 2050), contribute to the achievement of the UN's SDG 7 and SDG 9 sustainable development goals.

The interest rate increase will be 0.25% for each missed target (i.e. maximum increase of 0.50%) from the year following the year of recording (FY 2025). Achievement of the targets will be verified by an independent audit firm appointed for this purpose.

Consequently, 200,000 Bonds were issued on October 5, 2023. On the same date, the Bonds began accruing interest, which shall be settled, in arrears, on April 5 and October 5 of each year beginning April 5, 2024; the Bond provides the option of voluntary early redemption from the third year.

The Bond also includes an incurrence covenant, non-compliance with which would result in debt restrictions and default events in line with the Group's existing medium to long-term debt; specifically, the bond financial covenants require a maximum debt level and the maintenance of a stated net financial position/EBITDA ratio. The measurement of this financial covenant is on an annual basis, whose next measurement will take place with reference to final figures at December 31, 2024.

On March 13, 2023, MAIRE S.p.A. signed a Euro 150 million loan, backed for 80% by SACE S.p.A.'s guarantee and further strengthening the MAIRE Group's financial structure. This loan was issued by a syndicate of leading Italian banks, comprising Banco BPM, MPS Capital Services and Intesa Sanpaolo (IMI Corporate & Investment Banking Division). This latter shall act also as the "SACE Agent" and Agent Bank for the transaction. In accordance with Decree-Law No. 50 of May 17, 2022, the loan is mainly to support the funding -(including R&D spend) and working capital needs of the parent company MAIRE and of TECNIMONT S.p.A., the MAIRE Group's main operating company headquartered in Italy. The loan shall have 6-year duration, of which 3 years grace period, a Euribor 3-month +1.7% margin annual rate, in addition to the cost of the SACE S.p.A. guarantee, and may be fully or partly settled at any time without penalties.

The loan includes covenants in line with normal business practice for such operations; specifically, the loan's financial covenants concern the ratio between the net financial position and net equity, as well as between the net financial position and EBITDA on a half-yearly basis, with next measurement on the FY 2024 figures.

On May 25, 2023, MAIRE S.p.A. signed a Euro 40 million loan with BPER Corporate & Investment Banking, backed for 80% by SACE S.p.A.'s guarantee and further strengthening the Group's financial structure. In accordance with Decree-Law No. 50 of May 17, 2022, the loan was mainly to support the funding (including R&D spend) and working capital needs of the parent company MAIRE and of TECNIMONT S.p.A., the Group's main operating company headquartered in Italy. The loan matures in December 2028 and has a three-year grace period. It provides for a Euribor 3-month +1.7% margin annual rate, in addition to the cost of the SACE S.p.A. guarantee, and may be fully or partly settled at any time without penalties.

The loan includes covenants in line with normal business practice for such operations; specifically, the loan's financial covenants concern the ratio between the net financial position and net equity, as well as between the net financial position and EBITDA on a half-yearly basis, with next measurement on the FY 2024 figures.

On July 16, 2024 - MAIRE successfully placed a new loan of a nominal Euro 200 million in the Schuldschein Sustainability-Linked format (private placement governed by German law), the senior unsecured loan comprising two tranches with maturities of three years (nominal Euro 17.5 million and Euro 52.5 million, respectively) and five years (nominal Euro 5 million and Euro 125 million, respectively), both mainly at variable interest rates. The applicable margin on the 6-month Euribor is 1.70% and 1.95% for the three- and five-year tranches, respectively. The facility also includes a pricing mechanism linked to the achievement of specific Group CO_2 emission reduction targets, in accordance with the Sustainability-Linked Financing Framework adopted in September 2023 by the Group. Specifically, the facility provides for monitoring on an annual basis (up to and including 2025) of the two selected KPIs and the progress of the related targets set with publication on the MAIRE Group's website of the related reports. The reports to be published are in line with the Sustainability Linked Bond and according to the definitions provided in each Loan Agreement: "ESG Compliance Certificate" describing the achievement of Scope 1 and 2 GHG Emissions Condition and Scope 3 GHG Emissions Intensity Condition; "Sustainability Linked Bond Progress Report" issued by MAIRE; "Assurance Report" issued by the Assurance Provider; "Scope 1 and 2 Baseline Assurance Report" and "Scope 3 Intensity Baseline Assurance Report" issued by MAIRE.

Since this is a Sustainability-Linked Schuldschein, if MAIRE fails to meet one or both of the targets set on the selected KPIs, as described above, which will be reported for the year 2025, it will have to recognize 10bps for each missed target starting with the interest period beginning July 22, 2026 (incremental interest will then be paid for all subsequent periods).

Since these are bullet instruments, the repayment of principal shall be paid at maturity for each notional amount unless MAIRE exercises early closure.

The funding were used to support the company's financing needs, mainly for the early repayment of existing lines, including the Schuldschein ESG-Linked loan signed in December 2019 for a remaining nominal amount of Euro 55 million and in connection with the MAIRE loan of a nominal amount of Euro 365 million, 80% backed by SACE's Italian Guarantee, which is therefore fully repaid.

Strong investor demand saw the initial target amount comfortably exceeded and interest rates set at the lower end of the price range. The loan was placed with international banks and financial institutions mainly in Europe, Asia and the Middle East, and also received support from Cassa Depositi e Prestiti. Commerzbank, Credit Agricole "CIB" and Intesa Sanpaolo (IMI Corporate & Investment Banking Division) acted as arrangers. Credit Agricole "CIB" acted as sustainability coordinator and Commerzbank as paying agent.

The bonds are supported by covenants in line with market practice; specifically, the bond covenants regard the maintenance of a ratio between the net financial position and EBITDA on a yearly basis, with the next measurement on the FY 2024 figures.

MAIRE in 2024 signed a new Sustainability-linked credit line maturing in May 2028 for a total amount of Euro 200 million. The revolving credit line complies with the Sustainability-Linked Financing Framework adopted in September 2023 and is linked to specific annual targets to reduce the Group's CO_2 emissions, whose achievement determines the margin applicable to the loan. Specifically, for this instrument the targets are annual (already defined for FY2024 and FY2025 and to be defined for subsequent years) and the price adjustment mechanism is step up and step down (+/- 5 bps).

The credit line was granted by eight leading banking groups, including Banca Monte dei Paschi di Siena, Banco BPM, Bank ABC, BdM Banca, BPER, Intesa Sanpaolo, Mediocredito Centrale and UniCredit. Intesa Sanpaolo (IMI CIB Division) also acted as sustainability coordinator and facility agent. The transaction is in line with the strategy to optimize the composition of medium to long-term debt and reduce its overall cost, while improving financial flexibility. This new revolving credit line, whose provision further highlights the support among the banks of MAIRE's strategy, will increase financial flexibility and diversify funding sources. This is alongside two other sustainability-linked funding transactions carried out in the past year, marking a further step on the path toward integrating emissions reduction goals into the Group's financial management.

The loan includes covenants in line with normal business practice for such operations; specifically, the loan's financial covenants concern the ratio between the net financial position and net equity, as well as between the net financial position and EBITDA on a half-yearly basis, with next measurement on the FY 2024 figures.

MAIRE is currently not aware of any default situations regarding the above-mentioned covenants. The bond covenants, which regard the maintenance of a ratio between the net financial position and net equity, as well as between the net financial position and EBITDA to be next measured based on FY 2024 figures, have been complied with according to the results currently available.

Risks concerning the Group capacity to obtain and retain guaranteed credit lines and bank guarantees

In the course of operations and, in particular, for participation in tenders, the signing of contracts with operators or receiving advances and payments from such during order execution, the Group is required to issue bank and/or insurance guarantees in favor of operators.

The Group's capacity to obtain such guarantees from banks and/or insurance companies depends on an assessment of the Group's financial statements and, in particular, of the Group company involved, from analysis of the order risk, experience and the Group companies competitive positioning within its sector.

A constant stream of information is sent to the national and international banks and insurance companies with which the Group operates and which are involved in supporting the Group with the granting of the aforementioned banking and/or insurance guarantees in connection with projects for which bidding is in progress. In addition to the existing lines of credit, normally financial counterparties are selected and grant dedicated lines of credit after the Group company is awarded the contract.

At the present moment, the Group is satisfied with the level of credit lines available, which are considered sufficient to guarantee the resources necessary for operating continuity.

16. Disputes

MAIRE Group disputes concern outstanding proceedings relating to ordinary operations of Group companies. A summary of the main positions at December 31, 2024 according to currently available information is presented below.

Civil, Administrative and Arbitration Proceedings

NAGRP Kuwait

Acquired in July 2010 from Kuwait National Petroleum Company (KNPC). The EPC contract regards the provision of three portions of plant: a new process plant (New AGRP), a steam generation plant (Utilities) and the development of an existing plant (AGRP Revamping). Without any notice and entirely unexpectedly, on May 16, 2016, the Client terminated the contract and which was immediately contested by TECNIMONT S.p.A. before the competent judicial courts. Following the resolution TECNIMONT in fact commenced a civil procedure requesting the competent judge to accept the illegitimacy of the contract resolution as well as requesting condemnation of the Client for the payment of the contractual price matured to the date of the resolution, to the restitution of the sums received following the enforcement of the bank guarantees and payment for all damages incurred. The Court Technical Consultant announced that its work would finish by March 2021. Following the opinion (CTU) put forward by the court-appointed expert, who essentially upheld TECNIMONT's claims, KNPC dismissed these viewpoints and submitted new applications for verification by the court-appointed expert. A final CTU was produced in October 2022 and this time was contested by TECNIMONT, which, in its latest reply brief in May 2023, updated its compensation claims to KWD 47,531,794, plus KWD 15,237,822 with reference to the bank guarantees. In December 2023, the first instance court awarded in favor of TECNIMONT that reported in the last CTU of October 2022, i.e. KWD 2,547,296 and required KNPC to pay court costs amounting to KD 1,000 and rejected all counterparty claims. TECNIMONT then appealed to the second instance by referring to the compensation claims reported in its last brief in May 2023 on the grounds that the first instance order was found to contain significant errors in terms of quantification. In April 2024, the Court of Appeal upheld the first instance ruling. Two weeks later, KNPC filed its brief with the Court of Cassation, and TECNIMONT submitted a response to this brief, raising legal objections with the intention of reopening the case and assigning the damage assessment to a new panel of experts. Both parties submitted their final briefs to the Court of Cassation in June 2024. The Court's decision is currently awaited and could take approximately one year. The fact that both parties appealed to the Court of Cassation makes it almost certain that the appeal will be granted.

Gulf Spic General Trading & Contracting CO W.L.L. (Kuwait)

Please refer to the 2023 Annual Report for a detailed description of the dispute. Following the granting of the award on August 21, 2023, the parties then signed an agreement to defer payment of the consideration to two tranches of equivalent value, by December 15, 2023, and by March 15, 2024. All sums have already been settled by TECNIMONT. The amount awarded to Gulf Spic will be claimed specifically in the ongoing dispute with KNCP-NAGRP Kuwait.

ONGC Petro Additions Limited (India)

This concerns two UNCITRAL arbitration proceedings brought by the consortium comprising TECNIMONT S.p.A. and TECNIMONT Private Limited against the Indian company ONGC Petro Additions Limited ("OPaL") with regards to two turnkey EPC Contracts (total value of approx. USD 440,000,000.00), regarding respectively the construction by the Consortium of a 340 tons per annum polypropylene plant (PP Project) and two HD/LLD "swing" polyethylene plant, each of 360 tons per annum capacity (PE Project). The PP and PE polyolefin plant are located in Dahej, in the State of Gujarat (India). Both Notices of Arbitration cite the following demands: a) recognition of a "time at large" situation regarding the two projects due to the actions of OPaL; b) the recognition of additional costs incurred and compensation for damage for delays owing to OPaL; c) recognition of and payment for extra works; d) the release of amounts overdue or incorrectly held by OPaL. Arbitration was suspended as the parties attempted to reach a settlement privately. Arbitration was thereafter reinitiated, with TECNIMONT S.p.A. and TECNIMONT Private Limited filing at the Indian Court a motion for the appointment of the Arbitration Board Chair. The Arbitration Board Chair was appointed, who issued the first procedural order which: i) requires unification of the two arbitration procedures into a single procedure; ii) sets OPaL's jurisdictional claims for a subsequent hearing; iii) set the procedural timeline. Subsequently, the Court was declared as competent to consider the issue and the New Delhi Arbitration Board was assigned the case. At the end of 2017, TECNIMONT and TECNIMONT Private Limited filed their Statement of Claim. Opal filed on April 2, 2018 its Statement of Defense and Counterclaim. On April 10, 2018 a procedural hearing was held in Singapore. In May 2018, the parties appointed their respective technical experts. On September 27, 2018, the technical experts of the parties filed their respective Expert Reports. On October 1, 2018, TECNIMONT and TECNIMONT Private Limited filed their Reply and Defense to Counterclaim. On December 24, 2018, OPaL filed its Reply to Defense to Counterclaim. On February 28, 2019, the parties presented their respective Rejoinders. On March 24, 2019, a procedural hearing was held in Singapore in preparation for the relevant hearings. The hearings were held from June 7 to 14, 2019, in New Delhi. The parties filed post-hearing submissions on July 24, 2019, and reply post-hearing submissions on August 14, 2019. The last hearing was held from September 16 to 18 in London. Subsequently, the parties filed submissions on costs on October 4, 2019, and reply submissions on costs on October 14, 2019. On January 6, 2020, the Court of Arbitration issued the final award, accepting the claims of TECNIMONT and TECNIMONT Private Limited for the delay incurred in completing the project and ordering OPaL to pay the following sums: INR 828,013,043, EUR 5,049,443 and USD 4,977,199 (relating to prolongation costs, withheld amounts and payment of contractual milestones). The court also rejected all OPaL counter-claims and ordered OPaL to pay the legal costs incurred by TECNIMONT S.p.A. and TECNIMONT Private Limited for a total of: INR 18,866,620, EUR 3,275,000, GBP 450,080, USD 751,070, RUB 152,500 and MYR 3,750. The amounts were collected by TECNIMONT S.p.A. and TECNIMONT Private Limited, subject to the appeal for cancellation subsequently filed by OPaL before the Delhi High Court. In 2021, OPaL put its position before the Indian court in hearings held on the following days: March 15, 2021, July 15, 2021, September 8, 2021, October 21, 2021, November 29, 2021, and concluded its arguments on January 3, 2022. In 2022, TECNIMONT began to present its arguments against the annulment of the award. On December 22, 2023, the Delhi High Court dismissed the appeal to annul the arbitration award filed by OPaL.

Yara Sluiskil B.V

The dispute refers to the EPC contract signed in July 2015 between TECNIMONT SpA and the client Yara Sluiskil B.V, a subsidiary of Yara International ASA, for the realization, on a lump-sum turn-key basis, of a new urea granulation fertilizer plant and associated units in Sluiskil, Holland. The complex, with a fully operational production capacity of 2,000 tons per day, uses proprietary technology developed by Yara enabling the production of a particular type of sulphur-enriched urea. Since the beginning of the project, TECNIMONT has encountered significant difficulties which have impacted the timely execution of works and led to additional costs and damages. After several months spent in vain trying to find an amicable agreement between the parties, on January 15, 2020, TECNIMONT S.p.A. filed its request for arbitration with the International Chamber of Commerce in order to initiate the arbitration proceeding. The request for arbitration reported in the petition, as an initial amount, a provisional value of approximately Euro 49 million. The request for arbitration was made in relation to, inter alia, the following claims: a) acknowledgement and payment of certain extra works; b) acknowledgement of higher costs incurred and compensation for damages incurred due to delays attributable to Yara; c) payment of a portion of the residual contract price. By February 24 last, Yara filed the reply to the request for arbitration, together with the Answer to the Request for Arbitration and Counterclaim. Yara's counterclaim provisionally amounts to approx. Euro 24 million. The parties and the arbitration tribunal formed signed the Terms of Reference of the arbitration procedure in May 2020. On November 29, 2020 TECNIMONT filed its Statement of Claim, providing further arguments with regard to the claims made in the Request for Arbitration and increasing the amount sought to approximately Euro 70 million (eq.), not including any additional damages and legal costs. On May 24, 2021, Yara filed the company's Statement of Defence and updated counterclaim provisionally estimated between roughly Euro 23,343,408 and Euro 51,729,448. On November 15, 2021, TECNIMONT filed its Reply to Yara Statement of Defense, as well as its Statement of Defense to Counterclaim. With its reply, TECNIMONT increased its claim to the equivalent of approx. Euro 81 million. On March 3, 2022, Yara filed its Rejoinder to the claim and its Reply to TECNIMONT's Statement of Defence on Counterclaim. In May, June, July and August 2022, Yara filed further updates to its counterclaim, provisionally estimating its claim at between Euro 26,628,220 and Euro 55,014,260. In July and October 2022, TECNIMONT filed its Rejoinder (divided into two parts) to Yara's counterclaim. The preliminary hearing - originally set for May 2022 - was held between November 14 and 25, 2022. On January 17, 2023, the parties exchanged their first closing submissions. On February 10, 2023, the parties filed their respective final rejoinders. In March and April 2023, the parties exchanged further briefs regarding TECNIMONT's request to have the final project milestone (Milestone 47) recognized. Arbitration activities have concluded. In an award dated October 2, 2023, the Arbitration Tribunal partly granted TECNIMONT's claims for a total amount of approx. Euro 13,615,000 plus "pre-award" (not quantified) interest and partly granted Yara's claims for a total amount of Euro 16,665,120 plus "post-award" interest. On November 16, 2023, TECNIMONT filed an "Application for Correction of the Award" pursuant to Article 36(2) of the ICC Regulations of 2017, requesting, among other matters, the correction of numerous computational errors in the award, and quantification of the "pre-award interest" awarded to TECNIMONT. Yara filed its reply on December 8, 2023. On January 19, 2024, the Arbitration Tribunal issued its arbitration award addendum, granting most of TECNIMONT's requests for corrections and therefore substantially rectifying the amounts owed to Yara. In February 2024, Yara submitted an "Application for Correction" regarding the issued Addendum, which was rejected in its entirety by the Arbitration Tribunal in its decision dated April 31, 2024. This amount was paid in June 2024, with Yara repaying the performance bond at the same time.

Siirtec Nigi

This is a case (General Registry 20666/2020) pending before the Court of Milan between TECNIMONT S.p.A. and Siirtec Nigi S.p.A.. By writ of summons served on 19.6.2020, Sirtec Nigi S.p.A. ("SN") sued TECNIMONT S.p.A. ("TCM") before the Court of Milan, seeking payment of approximately Euro 6,000,000 for alleged breaches by TCM of its obligations under the contract signed by the parties under which SN was to provide TCM design, materials and components, engineering and procurement, assembly, construction and inspection for the building of a gas dehydration and glycole regeneration plant. SN claims, in particular, that TCM: - did not pay some amounts due to unpaid invoices; - requested additional engineering and procurement services without paying for them; - requested change orders, without paying for them; - negligently committed additional breaches that allegedly delayed the work and increased the material costs borne by SN; and - unlawful enforced the surety guarantees granted to it. Entering an appearance with a statement of appearance and counterclaim, TCM rejected all of the adverse party's arguments and claimed that SN: had failed to properly comply with its contractual obligations; had constantly delayed delivery of documents and goods; had delivered low quality goods; had failed to provide assistance at the side; had failed to manage its sub-suppliers; and had failed to deliver the contractually mandated replacement parts. A judgment issued on January 15, 2024 recognized a payment to TECNIMONT of approximately Euro 430 thousand and to Siirtec of approximately Euro 299 thousand, in addition to the payment of some commercial invoices for approximately Euro 1,480 thousand. TECNIMONT then appealed the ruling on the basis of serious errors made by the trial judge.

At the outcome of the first appearance and hearing on July 4, 2024, the Preliminary Judge adjourned the case to the hearing on October 10, 2024 for decision, at the same time assigning the parties: a) a period of sixty days before the hearing to file written notes containing only the specification of conclusions; b) a period of thirty days before the hearing to file closing statements; c) a period of fifteen days before the hearing to file reply notes. The Parties filed their respective closing statements pursuant to Article 190 of the Code of Criminal Procedure.

On December 31, 2024, Judgment No. 3619/2024 was published in which the Court of Appeals of Milan, in reforming the appealed judgment, in partial acceptance of TECNIMONT's appeal and SN's cross-appeal, ruled:

1. an order that SIIRTEC NIGI SPA pay in favor of TECNIMONT SPA (a) Euro 91,393.00 and USD 50,587.00 as a penalty for late delivery of documents and Euro 274,179.00 and USD 160,761.00 by way of a penalty for delay in the delivery of materials, all plus interest pursuant to Legislative Decree 231/02 from the date of the claim to the balance; (b) Euro 36,016.94 for demurrage expenses, plus revaluation and legal interest on the amount revalued from the date of the claim to the balance;
2. an order that TECNIMONT SPA pay to SIIRTEC NIGI S.P.A. Euro 82,061.69 (equal to half of the amount referred to in the fourth claim), plus revaluation and legal interest on the amount revalued from the date of the claim to the balance; and Euro 127,151.52 (equal to half of the amount referred to in the fifth claim) plus revaluation and legal interest on the amount revalued from the date of the claim to the balance;
3. Accepting the 7th and 8th grounds of SIIRTEC NIGI S.P.A.'s cross-appeal and partially reforming section 8 and 9 of the operative part of Judgment No. 418/2024, it redetermines as Euro 12,238.42 (instead of Euro 430,359.77) TECNIMONT's receivable and consequently orders SIIRTEC NIGI S.p.A. to pay the lower amount indicated plus revaluation and legal interest on the amount revalued from the claim to the balance;
4. Confirmation in the rest;
5. After offsetting the costs of litigation between the parties to the suit in the amount of 1/8, it orders TECNIMONT SPA to reimburse SIIRTEC NIGI S.P.A. for the costs not offset, costs which are settled in full as Euro 97,110 for professional fees, plus flat-rate reimbursement of general expenses, VAT and CPA if due.

Total E&P Italia S.p.A.

This is arbitration administered by the International Chamber of Commerce (ICC Case 26154/GR/PAR) between the temporary consortium (ATI) between

TECNIMONT S.p.A./KT Kinetics Technology S.p.A. and Total E&P Italia S.p.A. concerning execution of the EPC contract signed by the parties in November 2012 for the creation of the "Tempa Rossa" oil and LPG center in Basilicata (the "Contract"). The Contract originally called for a price of Euro 504,782,805.80 and a completion time of 42 months. Execution of the Contract was significantly compromised by numerous events attributable to Total E&P Italia, including the issuance of a large number of change orders, which radically altered the scope of the work to be done by the temporary consortium (ATI). After an attempt to settle the dispute, on March 23, 2021, the temporary consortium filed a Request for Arbitration with the ICC, including a request to adjust the price of the contract by about Euro 570 million. On June 22, 2021, Total E&P Italia filed an answer to the request, asking to reject the ATI's demands, and issued a counterclaim in the amount of Euro 314 million. The Arbitration Panel was formed on September 3, 2021. In an Order dated February 25, 2022, the Court divided the proceedings into two stages. By order dated May 19, 2022, the Arbitration Board granted the parties deferred deadlines for briefs and respective replies on the issue. The parties completed all the steps required in this first stage of the proceedings and the Arbitration Tribunal reserved the case for judgment. On November 14, 2023, the Arbitration Tribunal issued a partial award, settling some preliminary issues and ordering that proceedings continue to the second phase. Specifically, the partial award issued by the Arbitration Tribunal declares that TECNIMONT is precluded from making claims for events that occurred during the course of the contract until July 27, 2018 (not precluding, however, from that date the revision of the price pursuant to Article 22.6 of the Contract Agreement). It states that, on the one hand, TECNIMONT is entitled to bring the claims within its competence before the Arbitration Tribunal and, on the other hand, the investment fund that has partially acquired from TECNIMONT the claims arising in the contract with the Client has the right to bring the same claims before the ordinary Italian Court.

As a result of this partial award, which was subsequently appealed on February 20, 2024 by TECNIMONT only in terms of the first point relating to the claims up to July 27, 2018, therefore, both TECNIMONT and the investment fund will have the right to present in the two relevant venues (Arbitration and Ordinary Court) the claims outlined above.

On December 4, 2023, a procedural hearing was held in which the parties and the Tribunal discussed the procedural schedule for the second phase of the proceedings. On December 5, 2023, the Arbitration Tribunal issued Procedural Order No. 22 establishing the procedural timetable. This provides for the filing of the Statement of Claim by ATI on May 31, 2024 and the filing of the Statement of Defense by Total E&P Italia on November 29, 2024. Subsequently, on May 2, 2024, the Tribunal issued Procedural Order No. 23, which formalized the parties' agreement to adjust the procedural timetable. Following this adjustment, the temporary consortium (ATI) filed the Statement of Claim on June 28, 2024, and Total is now scheduled to file the Statement of Defence and Counterclaim on January 31, 2025.

On May 31, 2024, the investment fund Kway SPV S.r.l. filed a summons with the Court of Milan, summoning Total Energies EP Italia S.p.A. to appear at a hearing scheduled for November 22, 2024. Kway is seeking a judgement requiring Total to pay Euro 456,773,002, representing 80% of the total amount originally claimed by ATI against Total. This sum shall also include monetary revaluation, statutory interest from the due date, and interest pursuant to Article 1284 of the Civil Code from the data of the claim until full payment. On September 13, 2024, Total filed its notice of appearance and response noting as a preliminary matter the lack of jurisdiction of the Court of Milan and as a principal matter requesting the dismissal of Kway's claims.

Pending the ICC arbitration proceedings described in the communication dated July 9, 2021, received from Swiss RE International SE, Total requested the payment of the performance guarantee (issued by Swiss RE in the interest of TECNIMONT under the EPC contract), in the amount of Euro 51.5 million, equal to the amount of the penalties referred to in the counterclaim made by Total in the arbitration proceedings. In an appeal pursuant to Article 700 of the code of civil procedure, filed on August 3, 2021 before the Court of Milan, TECNIMONT instituted emergency precautionary proceedings. By decree dated August 5, 2021, the Court of Milan ordered Swiss Re inaudita altera parte (without prior hearing of the other party) not to pay the Guarantee. Following the various defense pleadings and related replies, with the parties having failed to reach the hypothesized settlement agreement, the Court, following on from that preliminarily decided at the hearing on February 23, 2022, issued a definitive order dated March 10, 2022, revoking the injunction previously granted in favor of TECNIMONT. In a complaint pursuant to Articles 669-terdecies and 737-738 code of civil procedure, filed on March 25, 2022 before the Court of Milan, TECNIMONT filed a complaint proceeding against the Revocation Order. Following the filing of defense briefs, the court, following on from that preliminarily decided at the hearing on April 27, 2022, definitively rejected TECNIMONT's complaint.

By an application (i.e., "application for interim measures") filed on May 27, 2022, TECNIMONT requested in the ICC arbitration proceedings described above, the issuance of a precautionary measure aimed at: (i) temporarily suspending the collection of the Guarantee, and (ii) ordering the transfer of an amount equal to the amount demanded under the Guarantee to an escrow account, to be released following the decision taken by the Arbitration Board at the outcome of the arbitration proceedings and, in the meantime, ordering the suspension of the enforcement of the Guarantee. By order dated May 27, 2022, the Arbitration Board ordered Total to refrain from collecting the Guarantee, assigning a deadline of June 3, 2022 for the filing of reply briefs. On June 8, 2022, the Arbitration Board, noting Total's commitments to hold the amounts in a dedicated bank account until the end of the Arbitration Proceedings and the issuance of a comfort letter by parent company TotalEnergies to guarantee the repayment of the aforementioned amount, allowed the above payment to be deposited into the escrow account.

As mentioned above, on February 19, 2024, the ATI filed before the Paris Court of Appeals a declaration of annulment of the partial award, followed on July 19, 2024 by a memorandum in which the ATI detailed the grounds for annulment. On December 16, 2024, Total filed its reply brief in the annulment proceedings. According to the procedural schedule, the ATI is to file an additional brief on March 14, 2025, followed by Total's reply brief on May 30, 2025, and the hearing on June 30, 2025.

National Petrochemical Industrial Company (NatPet)

NatPet, a national petrochemical company under Saudi law, has filed an arbitration proceeding against TECNIMONT S.p.A. and TECNIMONT Arabia Ltd. with the International Chamber of Commerce (ICC case No. 25791/AZR) by virtue of the arbitration clause contained in the Umbrella Agreement referred to in the contracts signed by NatPet with both companies in 2005 for the construction of a polypropylene plant located in Madinat, Yanbu Al-Sinaiyh in Saudi Arabia. The arbitration proceedings formally commenced on November 11, 2020 with notification by NatPet to TECNIMONT S.p.A. and TECNIMONT Arabia Ltd of a Request for Arbitration whereby NatPet initially asked the upcoming Arbitration Tribunal to order TECNIMONT S.p.A. and TECNIMONT Arabia Ltd to pay the sum of USD 350 million (later reduced to USD 80 million by means of the Terms of Reference dated October 6, 2021) as damages for the explosion at the plant allegedly caused by breach of contract and/or negligence. A silo valve was reportedly closed during polymer unloading operations, causing the polymer to explode. On February 2, 2021, TECNIMONT filed an Answer to the Request for Arbitration with which it requested that the upcoming Arbitration Tribunal reject in full the claims made by NatPet both for lack of grounds and because the prescriptive period had expired, and that the Tribunal further order NatPet to pay costs, reserving the right to supplement its claims during the arbitration proceedings. Subsequent to the May 2021 Case Management Conference, the Arbitration Tribunal, once constituted, issued Procedural Order No. 1 which included the procedural schedule and stated that it would rule on two preliminary issues after a hearing to be held on October 5, 2021. These issues concerned the statute of limitations for NatPet's claims under the contracts, and the eventual settlement of those claims as a result of the Global Settlement Agreement entered into between the parties at the time of the issuance of the Final Acceptance of Plant Certificate. On November 15, 2021, the Arbitration Tribunal ruled on the statute of limitations, refusing to accept, on the one hand, that this period had expired for NatPet's claims under the contracts and rejecting, on the other, the notion that TECNIMONT S.p.A. and TECNIMONT Arabia Ltd could be held liable for any claims for compensation or damages accrued at the time of the Settlement Agreement. NatPet filed its Statement of Claim on December 22, 2021, while TECNIMONT S.p.A. and TECNIMONT Arabia Ltd will filed their Statement of Defence on April 12, 2022. According to the procedural schedule, a second exchange of briefs between the parties followed between August and November 2022, and hearings were held between April and May 2023. On July 23, 2024, an award was issued, and the Arbitration Tribunal rejected NatPet's claims against TECNIMONT and TAL in their entirety.

Rome Metro – Extension of line B1

The contract is currently under execution on behalf of Roma Metropolitane (Municipality of Rome) by a consortium comprising Webuild S.p.A., TECNIMONT Services S.p.A. and ICOP S.p.A.

In relation to the contract for the Bologna – Conca d'Oro line, the test report was issued in February 2013. The acceptance certificate has also been issued for the additional Conca D'Oro extension. Both sections are in commercial operation. Legal proceedings to recognize the reservations required pursuant to Article 240 continue.

Fiumetorto Railway line doubling

Acquired in September 2005, the contract concerned the doubling of the rail line between Fiumetorto and Ogliastrillo and is under execution on behalf of Rete Ferroviaria Italiana S.p.A. On December 17, 2017 the entire line became operational and the work contracted was completed in 2019, in line with the final contractual extension granted by the client. Activities are underway to carry out technical/administrative testing of the contract and hand back some work to local authorities and Anas. On August 4, 2022 the Cefalù 20 Project Company went into liquidation. The proceedings against Rete Ferroviaria Italiana - RFI S.p.A. initiated before the ordinary court continued before the Court of Rome for recognition of the reserves recognized and the higher charges incurred in the execution of the contract. In 2022, the court-ordered technical expert opinion was completed. This explicitly and exclusively attributed to the client as many as eight prolongations of work which resulted in additional contractual deadline deferrals. As regards quantification, the Cefalù 20 claims costs incurred from the date of the first contract extension for the execution of the work are noted, which thus seek full compensation for all costs incurred until the completion of the work. The court-appointed expert expressed the need for documentary support for recognition of 100% of the costs. The Judge was therefore shown the financial data which, based on the financial statements of Cefalù 20 as a special purpose company, attested that at the date originally scheduled for completion of the work it had already spent the entire contractual fee. On November 14, 2022, the court stated that, at the current stage of the proceedings, "the criteria and all the details required for quantification have been provided" and set the hearing for the clarification of conclusions for March 28, 2023. The parties filed their closing statements and reply briefs and the Judge reserved the case for judgment.

On 10/09/2024, the Court issued its judgment, partially upholding the plaintiff CEFALU' 20 Scarl's claim, ordering RFI S.p.A. to pay the former the sum of Euro 27,784,097.8, of which Euro 23,146,875.51 for abnormal trend compensation reserves, plus revaluation from the date of the judgment and the remaining sum of Euro 4,637,22.29 for accounting reserves, plus interest as agreed in Convention No. 63/2005 until payment in full, and also ordered the party RFI S.p.A. to reimburse the party CEFALU' 20 scarl for the costs of litigation, which it settles in half, in the costs of the introduction of the judgment as disbursements.

Cefalù has already mandated its lawyers to prepare and file the appeal.

LLC EuroChem North-West-2

This is an dispute administered by the International Chamber of Commerce (ICC Case 27195/ELU) between TECNIMONT S.p.A. and LLC MT Russia (respectively "TCM" and "MTR") and LLC EuroChem North-West-2 ("ENW2"). It relates to the performance of two contracts (Offshore EP and ONSHORE EPC) and a "Coordination and Interface Agreement" (jointly the "Contracts") signed between the parties on June 1, 2020 for the construction of a 3,000 MTPD Ammonia Plant and a 4,000 MTPD Urea Plant (in addition to related ancillary infrastructure) located in Kingisepp, Leningrad Region (Russian Federation) (the "Project"). The Contracts originally provided for a price (on a Lump-Sum Turn-Key basis) of Euro 393,018,133 and USD 212,390,560 (for the Offshore portion) and USD 430,346,867 (for the Onshore portion), with an expected Project completion date of August 16, 2023. The execution of the Contracts has been significantly affected by several events attributable to the client ENW2, COVID-19 and the geopolitical situation of the Russia-Ukraine crisis and the resulting sanctions measures implemented by various international authorities (including the European Community) against Russian entities and subjects since late February 2022. In the face of the geopolitical crisis which has had a particularly profound impact on the purchase and transportation of equipment and materials needed to carry out the Project, TCM and MTR notified ENW2 in May 2022 that the respective Contracts would be suspended. On August 4, ENW2 served termination notice of the Contracts for alleged non-performance by TCM and MTR, effectively beginning arbitration proceedings to resolve the dispute. On August 15, 2022, TCM and MTR filed a Request for Arbitration with the ICC, in which TCM and MTR requested the constituting court of arbitration to, among other matters, recognize that ENW2's termination of the Contracts should actually be qualified as "convenience" and to order ENW2 to pay the provisional (minimum) amount of Euro 400,000,000 as contract price revision, termination compensation and other damages (including those resulting from ENW2's "repudiation" of the Contracts). On October 17, 2022, ENW2 filed its Answer to the Request and Counterclaim, requesting that TCM and MTR's claims be dismissed and making a counterclaim with a provisional value of approximately Euro 800 million. On December 16, 2022, TCM and MTR filed their Reply to Counterclaim. At the same time, on October 12, 2022, TCM and MTR also filed with the ICC a request for "joinder" to the arbitration proceedings of EuroChem AG (parent company of ENW2). ENW2 and EuroChem AG opposed this request on November 29, 2022. TCM and MTR filed their reply on December 19, 2022. On February 3, 2023, the ICC admitted EuroChem AG's "joinder" in the first instance, then referred the final decision on the matter to the Arbitration Tribunal. The Arbitration Tribunal was constituted on May 17, 2023 with the appointment of the Chairperson. On June 26, 2023, the Case Management Conference (CMC) was held, during which the parties discussed the issue of EuroChem Group AG's Joinder and the Arbitration Tribunal assigned deadlines for the Parties to file related written briefs. TECNIMONT filed its brief on the above Joinder on July 21, 2023. In Procedural Order Number 1 dated August 23, 2023, the Arbitration Tribunal established the overall procedural timetable, defining the various deadlines for filing substantive pleas, fulfilling discovery tasks, and the date of the related hearing. By Procedural Order Number 2 dated September 26, 2023, the Arbitration Tribunal rejected Eurochem AG's request that the Jurisdictional Issues be decided on a preliminary basis. These issues will therefore be dealt with along with the merits of the dispute. On November 27, 2023, TECNIMONT then filed its Memorial of Claim and related Exhibits and Expert Reports. In this, TECNIMONT asked the Tribunal to, inter alia: (i) declare that there was no breach or default of the Contracts by TECNIMONT and that the suspension of the Contracts was fully lawful in view of the geopolitical context and applicable sanction regulations; (ii) declare, accordingly, that the termination of Eurochem and the enforcement of the Guarantees were entirely unlawful; and, consequently, (iii) order Eurochem to pay full compensation for the damages suffered relating to the Project for a total amount provisionally quantified at no less than Euro 572 million, plus USD 41 million and RUB 124 million.

In its Memorial of Defense and Counterclaim filed on May 21, 2024, Eurochem presented counterclaims totaling Euro 1.6 billion. The document production phase began on June 13, 2024. Between September 2 and 5, 2024, a procedural hearing (Case Management Conference or CMC) was held in London, predominantly focused on the status and development of the activities of the experts appointed by the parties. TECNIMONT filed its Memorial of Reply and Defense to Counterclaim on November 29, 2024, rejecting Eurochem's counterclaim in its entirety and updating its claim to Euro 712 million, US$ 45 million and RUB 2.7 billion. On May 9, 2025, Eurochem is due to file its response to TECNIMONT's latest brief on the claim and counterclaim, and on July 11, 2025, TECNIMONT is due to file its Rejoinder on the counterclaim. The hearings are set for September 2025. Issuing of the final award is not expected before Q2 2026.

On February 5, 2024, Eurochem NW2 filed an ex parte request for provisional measures against MT Russia with the Moscow Court, in support of the arbitration (ICC Case 27195/ELU). On February 7, 2024, the Moscow Court ordered the freezing of MT Russia's funds for a total of Euro 380 million. On February 12, 2024, Euro 10 million was effectively frozen from MT Russia's accounts at various banking institutions. MT Russia filed several motions, both to appeal and to seek modification of the Moscow Court's decision. To date, all appeals filed by MT Russia have been rejected, the most recent being an appeal dismissed by the Court of Appeal on May 28, 2024. On June 28, 2024, the Arbitration Tribunal in the main case ordered Eurochem to withdraw from any judicial proceedings in Russia and to take all possible legal action to release MT Russia's frozen funds.

Amistad, Wind Plant

This is an arbitration dispute administered by the International Chamber of Commerce between Met Newen México, S.A. de C.V. and Neosia Renewables S.p.A. (now merged into TECNIMONT S.p.A.) and Kino Contractor, S.A. de C.V.m Parque Amistad II, S.A. de C.V. and Enel Green Power México, S. de R.L. de C.V. relating to the performance of the contract acquired in 2016. The project, concerning the construction of the Amistad wind park, one of the largest in the country with an installed capacity of 200 MW, comprises three parts: the execution of civil works, with the delivery of the park access roadway, the internal roadways, the foundations and the platforms for the installation of 57 turbines and the medium-tension underground network; execution of electromechanical works, with detailed design, supply, installation, testing and entry into service of 5 high-tension electricity lines, 2 power stations and 4 collateral electricity stations; execution of civil works for the first extension of the Amistad wind park, with the construction of the foundations and the platforms for an additional 29 turbines, of the internal park roadways and of the medium-tension aerial network. The work was completed behind the contractual date as a result of events attributable to the client; during the execution of the project, Met Newen México, S.A. de C.V. and Neosia Renewables S.p.A. filed claims for recognition of additional project costs. These were discussed in various attempts at conciliation by the parties, which did not result in settlement of the dispute. On September 20, 2022, Met Newen México, S.A. de C.V. and Neosia Renewables filed its Request for Arbitration before the ICC. On February 8, 2023, the three-member Arbitration Tribunal was appointed. On March 7, 2023, the case management hearing was held to set the procedural schedule. The Terms of Reference containing the procedural schedule were signed on March 15, 2023. On June 28, 2023, Met Newen México, S.A. de C.V. filed its *Memorial de Demanda*. On October 25, 2023, the defendants filed the *Memorial de Contestacion y Reconvencion*. November 8, 2023 marked the beginning of the document production phase, which ended on January 24, 2024 with the production of documents ordered by the Arbitration Tribunal. Met Newen's reply brief was filed on April 14, 2024. The defendants' further reply was filed on June 21, 2024, and subsequently, the parties will file a joint reply brief on July 31, 2024. The hearing was held in Milan from September 9 to 14, 2024. At the outcome of the hearing, on September 20, 2024, the Arbitration Tribunal issued Orden Procesal 10, ordering the parties to file their closing papers on February 27, 2025.

Covestro NV

On January 13, 2022, TECNIMONT S.p.A. and Covestro NV signed an EPC contract for the construction of an aniline production plant at Covestro's site in Antwerp, for a payment of Euro 254,762,666. The work was affected by several events outside TECNIMONT's responsibility, such as the sudden and significant increase in materials and labor prices, in addition to action by the client Covestro, including the imposition of overly stringent requirements regarding the use of subcontractors. These events led to additional costs and a delay in the execution of the work. On the basis of these events, TECNIMONT issued a number of iterations of a claim, most recently requesting an additional payment of Euro 183,193,706 and an 11.3 month extension of the completion deadline. Covestro has been consistently and unreasonably opposed to discussing TECNIMONT's claims, and TECNIMONT has been forced to begin litigation before the Antwerp judicial system. On November 17, 2023, TECNIMONT filed a writ of summons against Covestro, requesting as a preliminary measure that a court-appointed technical expert be appointed to establish the damages suffered by TECNIMONT, and requesting the payment of Euro 183,193,706 in addition to a 339 day extension of the project completion deadline. Engineering is 96.2% complete, with material procurement at 68.0%, while construction is 21.1% complete. The total advancement of the project is 52.8%.

During the hearing on January 24, 2024, TECNIMONT and Covestro agreed to limit the scope of the debate and submissions to TECNIMONT's request for the appointment of an expert and Covestro's counterarguments (contract signature for E&I and presentation of a work timetable) during the initial phase of the proceedings. Subsequently, TECNIMONT filed its brief on March 11, 2024, and Covestro submitted its reply brief on April 26, 2024.

Based on the content of Covestro's brief on April 28, 2024, TECNIMONT asked the Court to allow an additional brief to be filed. On May 16, 2024, the Tribunal accepted the request and ordered TECNIMONT to file the additional brief by August 30, 2024, and Covestro to file its response by November 30, 2024. On September 10, 2024, in view of the resumption of negotiation talks, the parties jointly agreed to stay the proceedings by returning the file to the clerk's office. The court formally returned the file to the clerk's office on January 22, 2025.

On January 10, 2024, unexpectedly and contrary to that stated in the Contract, during the execution of the excavation work and subsequent disposal of soil by the subcontractor, the presence of PFAS contamination was discovered in the soil at levels higher than the legal limits in Belgium. A further notification was received by TECNIMONT on January 17, 2024 from the subcontractor after further analysis performed to evaluate the initial result, which was confirmed.

TECNIMONT informed Covestro immediately after the subcontractor was notified and asked for guidance from the Client on how to proceed and therefore, given the safety issues, TECNIMONT then suspended some of the works.

Numerous letters were subsequently exchanged between TECNIMONT and Covestro, whereby TECNIMONT insisted on clarity on the matter and measures to be taken. Covestro ignored these requests and simply continued to insist that TECNIMONT continue all work, or at least that which was not related to the excavation work. Subsequently, Covestro began denying TECNIMONT opportunities for further investigation and did not allow TECNIMONT experts access to the site.

As stated above, the PFAS issue and the suspension of work by TECNIMONT led the parties to open proceedings before the President of the Commercial Court of Antwerp, initiated on January 30, 2024, in which Covestro asked the President to order TECNIMONT to resume work. The February 16 decision of the President of the Antwerp Commercial Court reopened the debate on the following matters: a (proposed) roadmap, preferably drawn up by mutual agreement and in consultation with the third parties involved; the need to appoint a descriptive judicial expert.

At the next hearing on February 23, 2024, the parties provided an update to the President. Pending the proposed plan of action from Covestro's expert, the parties agreed to postpone the case to March 8, 2024. In its ruling on March 15, 2024, the President of the Court appointed Mr. Didier De Buyst as the judicial technical expert to manage the collection of additional soil samples, conduct further analysis, and determine if and how the parties should proceed with the works based on the results. Since his appointment, the technical expert has held various meetings with TECNIMONT and Covestro on March 28, 2024, April 12, 2024, April 24, 2024, May 17, 2024, June 11, 2024, July 5, 2024 and July 12, 2024. The expert requested that the parties update him on the status of the project at the end of August 2024. The judicial expert is required to submit an interim report every six months. In principle, the final report should be submitted no later than 18 months after the appointment ruling (by September 15, 2025). However, this deadline may be extended. In summer 2024, the parties jointly informed the expert of the ongoing negotiations and suspended the proceedings.

Following negotiations, the parties brought an end to the above disputes with the signing of a settlement agreement dated January 13, 2025.

GEMLIK GUBRE

In March 2020, TECNIMONT S.p.A. signed an EPC contract with GEMLİK GÜBRE SANAYİİ ANONİM ŞİRKETİ relating to the construction of a new urea plant and a UAN (urea and ammonia nitrate solution) plant in Gemlik, 125 km south of Istanbul in Turkey. The scope of works concerns the execution of engineering, the supply of all equipment and materials and the construction works. Home Office Services

(Detail Engineering-Procurement services - Subcontracting Services) work is 100% complete, manufacturing and materials delivery are 100% complete, while construction is 87.0% complete. The total advancement of the project is 95%. As of December 9, 2023, work on the site has been temporarily suspended for safety reasons. This follows a gas leak during startup of the neighboring, client-owned plant, which saw personnel at our Construction Subcontractor hospitalized. In the absence of guarantees from the client - which to date have not been forthcoming - on December 23, 2023, TECNIMONT demobilized the Subcontractors' personnel, leaving only personnel necessary to maintain the installed equipment and the safety of the plant. For a number of reasons, including the market situation and the geopolitical crisis, negotiations continue with the client in order to agree an extension of the project completion time.

The Parties held several mutual consultation meetings without success and on February 1, 2024, TECNIMONT submitted its Request for Arbitration before the International Chamber of Commerce (ICC). The parties subsequently reached an agreement on both the increase in the contract value and the extension of the project completion time, setting new dates for Mechanical Completion, Ready for Start Up, and Initial Acceptance, and the arbitration procedure was terminated.

ADF Industrial Solutions

By Request for Arbitration ("RfA") served on May 31, 2024, KT S.p.A. brought arbitration proceedings before the ICC Court suing ADF INDUSTRIAL SOLUTIONS SARL ("ADF"), mechanical contractor in the "Donges" project to be built in France. The provisional value of the claim, by way of delays, damages and other counterparty default in the performance of the contract ("Contract"), amounted to approx. Euro 22.4 million, of which approx. Euro 6.1 million was collected by KT S.p.A. through the enforcement of the bank guarantees issued by ADF in connection with the Contract.

On August 9, 2024, ADF filed its Answer to the Request of Arbitration ("Answer") in which it contested KT's claims and made a counterclaim amounting to Euro 30 million for the alleged activities carried out by ADF in connection with the Contract.

In the Reply to Counterclaim dated 11/09/2024 KT rejected ADF's counterclaim and requesting that ADF be ordered to pay KT the total sum of Euro 27.9 million (of which Euro 6.1 million collected through the enforcement). The establishment of the Arbitration Tribunal was finalized on October 31, 2024. On December 6, 2024, the first Case Management Conference was held and by Procedural Order No. 1 dated 11/12/2024, the Procedural Timetable agreed upon by the Parties was formalized. According to the Procedural Timetable, KT must file the Statement of Claim by 17/3/2025.

Tax disputes

MAIRE Group Tax disputes concern outstanding tax proceedings relating to ordinary operations of Group companies. A summary of the main positions at December 31, 2024 according to currently available information is presented below.

TECNIMONT S.p.A.: audit for 2014, 2015 and 2016 of direct taxes, IRAP, VAT and withholding tax

On December 6, 2018, following the general audit of direct taxes, IRAP, VAT and withholding tax by the Tax Agency's Lombardy Region Directorate, in reference to the tax periods of 2015 and 2016 (extended to 2014 for the sole purpose of checking the correctness of the normal value of transactions with the subsidiary TECNIMONT Private Limited), the company received a Tax Assessment (PVC) indicating the following findings:

1. recovery of taxes regarding the costs for the acquisition of engineering services by the subsidiary TECNIMONT Private Limited in the financial years 2014, 2015 and 2016 (totaling Euro 18,827,000), deemed in excess of the fair value;
2. alleged higher interest income of Euro 1,085,000 in relation to the loan granted to TECNIMONT Arabia Limited.

The company had previously prepared the documentation required by Article 1, Paragraph 6, of Legislative Decree No.471/97 and the Tax Agency Director's Provision of September 29, 2010. This documentation, submitted during the audit, was deemed (i) to be adequate for demonstrating that the applied transfer prices were consistent with the fair value, and (ii) to be valid for the purposes of the beneficial regime for the waiving of penalties under Article 1, Paragraph 6, of Legislative Decree No. 471/97.

In October 2019, the Large Taxpayers Office of the Tax Agency's Lombardy Regional Directorate notified the company of separate assessment notices for IRES corporate income tax (No. TMB0E3M00491/2019) purposes, notifying also MAIRE SpA in this regard as a consolidating and jointly liable party, and IRAP regional tax (No. TMB0C3M00492/2019) for the 2014 tax period. The Tax Agency essentially confirmed the findings of the tax audit report, calling for Euro 1,015 thousand in terms of IRES and Euro 138 thousand in terms of IRAP, plus interest.

On May 21, 2021, the Tax Agency's Lombardy Regional Directorate notified the Company of a single IRES assessment notice for corporate income tax purposes (No. TMB0E3M00055/2020), notifying also MAIRE S.p.A. in this regard as a consolidating and jointly liable party, and IRAP regional tax (No. TMB0C3M00056/2020) for the 2015 tax period. The Tax Agency essentially confirmed the findings of the tax audit report, calling for Euro 1,781 thousand in terms of IRES and Euro 235 thousand in terms of IRAP, plus interest (citing the same justifications as those presented for 2014).

On July 29, 2021, the Tax Agency's Lombardy Regional Directorate notified the Company of separate assessment notices for IRES corporate income tax purposes (No. TMB0E3M00596/2020), notifying also MAIRE S.p.A. in this regard as a consolidating and jointly liable party, and IRAP regional tax (No. TMB0C3M00597/2020) for the 2016 tax period. The Tax Agency confirmed the findings of the tax audit report, calling for Euro 2,716 thousand in terms of IRES and Euro 360 thousand in terms of IRAP, plus interest (citing the same justifications as those presented for 2014 and 2015).

TECNIMONT SpA and MAIRE SpA (as the IRES consolidating party), considering that the objections formulated by the Tax Agency in the previous assessments for the 2014, 2015 and 2016 periods, supported by a prominent law firm, were unfounded, filed a timely appeal against the assessment notices (pending consideration before the Milan Provincial Tax Commission).

It should also be noted that the company filed an application for a Mutual Agreement Procedure as per Article 26 of the Convention between the Government of the Republic of Italy and the Government of the Republic of India. Through this application, TECNIMONT S.p.A. intends to seek action by the Office for the Resolution and Prevention of International Disputes to eliminate the double taxation caused by the adjustment applied by the Revenue Agency in the assessment notices for 2014, 2015 and 2016. Following this application, which was declared admissible by the Office for the Resolution and Prevention of International Disputes, the Milan Provincial Tax Commission ordered the suspension of the judgments for fiscal years 2014, 2015 and 2016.

Furthermore, in order to avoid further similar disputes on the correct transfer pricing methodology to be used in transactions with the subsidiary TECNIMONT Private Limited, on December 31, 2019, the company submitted an application to the Office for the Resolution and Prevention of International Disputes of the Tax Agency to request the commencement of the bilateral preventive agreement procedure pursuant to Article 31-ter of Presidential Decree No. 600/1973 and Article 26 of the Convention between the Government of the Republic of Italy and the Government of the Republic of India. An analogous request was submitted by TECNIMONT Private Limited to the corresponding Indian APA Office.

TECNIMONT S.p.A.: audit for 2017 of direct taxes and IRAP

On December 28, 2023, following the tax audit on direct taxes and IRAP conducted by the Lombardy division of the Tax Agency for the 2017 tax period, the Company was notified of a tax assessment pursuant to Legislative Decree No. 218/97, for IRES (No. TMBI11D00712/2023, also communicated to MAIRE S.p.A. as consolidating company and jointly and severally liable) and IRAP (No. TMBI11D00713/2023) for the tax period 2017.

With these acts, the Tax Agency invited the Companies to present an opposition and begin the assessment procedure regarding the recovery for taxation of costs related to the purchase of engineering services from the subsidiary TECNIMONT Private Limited in fiscal year 2017 for a total of Euro 4,312 thousand, considered to be in excess of the normal value, ascertaining higher IRES in the amount of Euro 1,035 thousand and higher IRAP in the amount of Euro 168 thousand, plus interest. The assessment relates to cases that are similar to those previously disputed in fiscal years 2014, 2015 and 2016.

The company had previously prepared the documentation required by Article 1, Paragraph 6, of Legislative Decree No.471/97 and the Tax Agency Director's Provision of September 29, 2010. This documentation was deemed (i) to be adequate for demonstrating that the applied transfer prices were consistent with the fair value, and (ii) to be valid for the purposes of the beneficial regime for the waiving of penalties under Article 1, Paragraph 6, of Legislative Decree No. 471/97.

TECNIMONT S.p.A. and MAIRE S.p.A. (as the IRES consolidating company) presented their opposition to the Lombardy office of the Tax Agency, during which they declared that the objections offered by the Agency were not acceptable and unfounded. Supported by leading law firm, they also pointed out that the documents served were completely unfounded from a technical point of view and compromised by certain calculation errors. The opposition process with the Tax Agency is still ongoing.

As a result of the dispute, the Tax Agency fully accepted the companies' defense arguments and agreed not to issue a notice of assessment by the deadline of April 30, 2024 (the final date for formally contesting the transfer pricing transactions conducted with the subsidiary TECNIMONT Private Limited for the 2017 financial year). The issue related to the 2017 financial year should therefore be considered as having lapsed.

Ingeniería y Construcción TECNIMONT Chile y Compañía Limitada: tax audit related to fiscal years 2011, 2012, 2013 and 2014

In May 2013 Ingeniería y Construcción TECNIMONT Chile y Compañía Limitada ("TECNIMONT Chile") was notified of an application by the Chilean tax authorities regarding tax findings and claims. In particular, the calculation of the 2011 tax result was contested, rejecting the tax losses accumulated (approx. CLP 78 billion) and claiming taxes for a total of approx. CLP 4.9 billion. TECNIMONT Chile promptly requested nullification of the claim as illegitimate and unfounded, providing fresh and extensive documentation not previously considered by the Chilean Tax Agency.

On the basis of this documentation provided, on August 8, 2013 the Chilean Tax Agency partially nullified the act, acknowledging the validity of part of the tax loss, while also almost entirely cancelling all payment demands for increased taxes and interest previously notified to the company.

TECNIMONT Chile continued to appeal in support of the correctness of its conduct and, backed by a leading legal firm, proposed an appeal against the first level unfavorable decision of November 20, 2017.

In its judgement on January 17, 2019, the Court of Appeal of Santiago accepted all the requests made by the company. Against this decision, the Tax Agency appealed to the Court of Cassation on February 4, 2019 (awaiting consideration).

The Chilean Finance agency in addition issued additional acts containing challenges from the years 2012, 2013 and 2014, mainly relating to the non-recognition of the losses carried forward for 2011. TECNIMONT Chile requested on time cancellation of the assessments as considering them unlawful and unfounded: demonstrating the correctness of its conduct and supported by a leading legal firm, the company challenged the assessments (still awaiting hearing).

TECNIMONT S.p.A.: audit for 2018 of direct taxes and IRAP

It should be noted that during 2024, the Tax Agency - Regional Directorate of Lombardy - notified the Company of a questionnaire regarding intercompany transactions during the year ended December 31, 2018.

It should be noted that TECNIMONT S.p.A.:

- provided all requested documentation and information to the Tax Agency in a timely manner, and
- prepared the documentation required by Article 1, paragraph 6 of Legislative Decree No. 471/97 and the Order of the Director of the Tax Agency of September 29, 2010 so as to verify the consistency of the transfer prices with the normal value of intercompany transactions that took place in FY 2018.

dispute/assessment and/or make any findings by the deadline of December 31, 2024 (nor thereafter).

17. Corporate Governance and Ownership Structure Report

In accordance with the regulatory obligations of Article 123-bis of the CFA, the "Corporate Governance and Ownership Structure Report" is drawn up annually and contains a general outline of the Corporate Governance System adopted by the company and information upon the ownership structure, including the main governance practices applied and the features of the risk management and internal control system with regards to financial disclosure.

This report is available on the company website www.mairetecnimont.it, in the "Governance" section.

18. Treasury shares and shares of the parent company

On April 12, 2024, as part of the treasury share buyback program, as per Article 5 of Regulation (EC) No. 596/2014 (the "MAR"), announced to the market on March 18, 2024 for a maximum 6,350,000 ordinary shares (the "Program"), in service of the "2021-2023 MAIRE Group Long Term Incentive Plan" and the First Cycle (2023) of the "2023-2025 MAIRE Group General Share Plan" for the employees of the MAIRE Group companies (the "Plans"), MAIRE S.p.A. (the "Company" or "MAIRE") announced - as per Article 2, paragraph 3 of Delegated Regulation (EC) No. 1052/2016 of the Commission of March 8, 2016 (the "1052 EC Regulation") to have purchased all the shares to service the Plans and the relative Program has been completed. A total of 6,350,000 treasury shares (corresponding to 1.93% of the total number of ordinary shares) were purchased under the plan, at a weighted average price of Euro 7.45, for a total securities value of Euro 47,310,339.

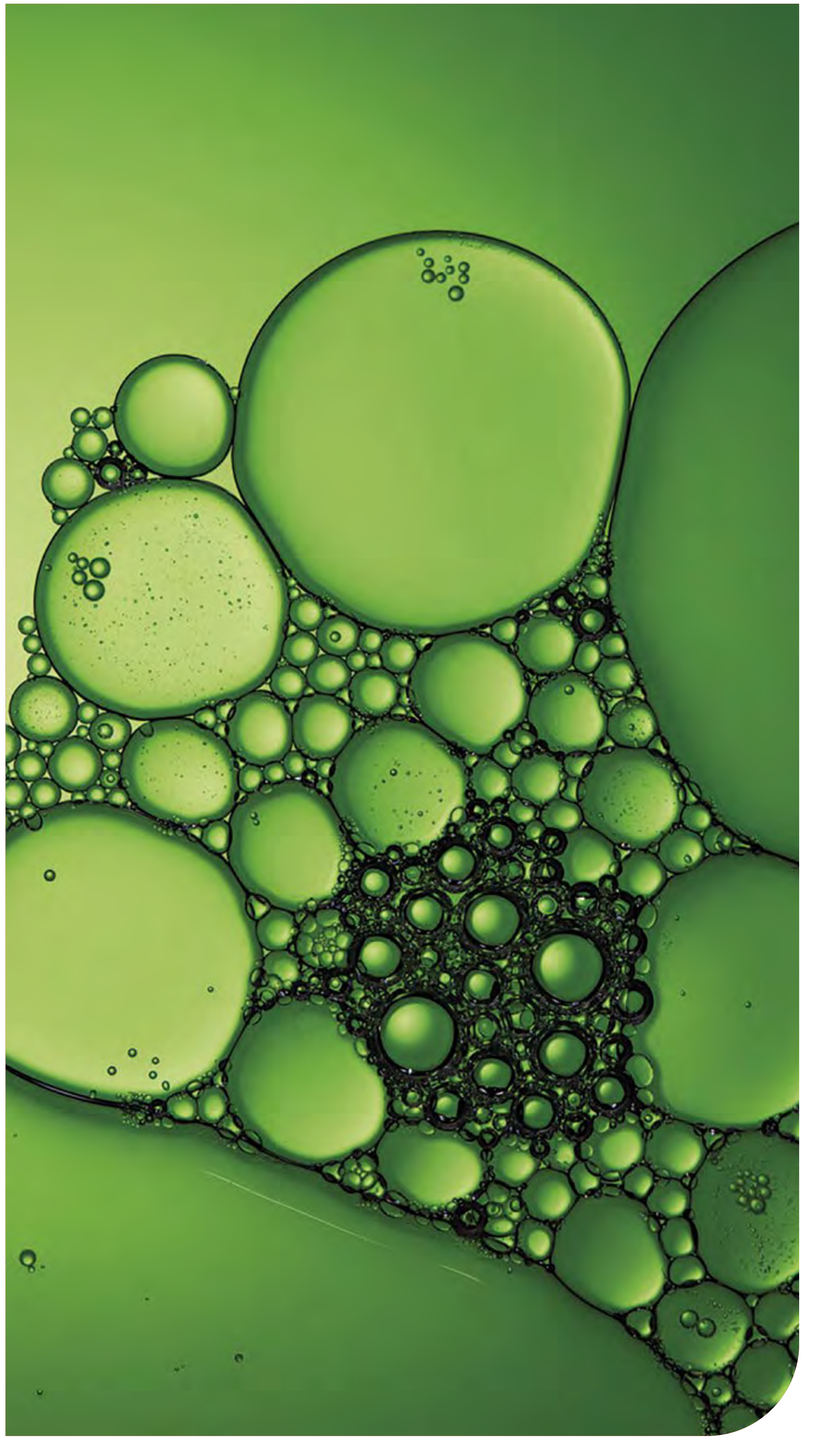
In light of the purchases made and the treasury shares already held in portfolio before the start of the Program, on the completion of the program, the Company held a total of 6,473,086 treasury shares. Subsequently, 4,922,822 shares arising from the Program were delivered to the beneficiaries of the MAIRE Group's 2021-2023 Long-Term Incentive Plan, and in addition, 1,364,164 shares were delivered at the conclusion of the first cycle of the 2023-2025 General Share Plan which took place in the second half of 2024.

As of December 31, 2024, the Company, by virtue of the remaining treasury shares from the previous year, the new purchases in 2024 and related deliveries, thus holds a residual 186,100 treasury shares to be used for the next cycle of the long-term share plan.

19. Going Concern

Based on the results achieved, the Group and the Company consider the going concern principle appropriate for the preparation of the annual report at December 31, 2024. See also the "Key Events in the year" and the "Subsequent events and outlook" paragraphs of the Directors' Report.

20. Sustainability Statement



How to read this Sustainability Statement

This Sustainability Statement has been prepared in compliance with the regulatory requirements of Legislative Decree No. 125/2024, which implements the European CSRD Directive. This section is structured based on the general European Sustainability Reporting Standards (ESRS) and those relevant to the material topics identified for the Group, following the Double Materiality Assessment conducted in 2024.

The document fully addresses all ESRS disclosure requirements. However, to facilitate an understanding of specific topics, the statement includes references to other sections of the Directors' Report, providing useful insights for the reader. Specifically:

- For a better understanding of the sustainability strategy, please refer to the MAIRE Group Strategy and Business Model section.
- The discussion of risks should be read in conjunction with the Risk Management section of the Directors' Report.
- Insights into the management tools and programs used by the company workforce are provided in the Human Resources section.

The metrics presented include references to material datapoints from the ESRS standards, along with additional entity-specific indicators, where applicable, which are duly highlighted.

20.1. General Disclosures

General basis for preparation of the Sustainability Statement

ESRS 2, BP-1

This MAIRE Group Sustainability Statement has been prepared on a consolidated basis.

The scope of consolidation aligns with that used for the 2024 financial statements. Economic and financial data are consolidated following the same principles as the financial statements. For other disclosures, affiliated companies and joint ventures are fully consolidated in cases where MAIRE exercises operational control, regardless of the ownership percentage. All data consolidation follows the principles outlined above, unless otherwise specified in the methodological notes.

The Statement covers the upstream and downstream value chain in relation to the company's direct activities, in compliance with Section 5.1 of ESRS 1. The Double Materiality Assessment (DMA) process includes a detailed assessment of business impacts, risks and opportunities along the three value chains representing the Group's business: IE&CS, STS and MyReplast Industries, as described in SBM-3 - Material impacts, risks and opportunities and their interaction with strategy and business model. In addition, where relevant and specified, policies, actions and targets extend to the entire value chain.

Disclosures in relation to specific circumstances

ESRS 2, BP-2, MDRM

The MAIRE Group has reported sustainability information since 2017. Starting this year, the reporting systems have been aligned with the requirements of the CSRD directive.

The company applies objective criteria to assess the materiality of any adjustments to metrics reported in the previous reporting year. If a restatement is necessary, the revision is clearly indicated in the relevant table alongside the corresponding metric. No restatements were required for the data presented in this sustainability statement compared to the previous period's metrics.

In this Sustainability Statement, the MAIRE Group includes certain GRI standard indicators and entity-specific indicators, which have been used in previous Sustainability Reports and are aligned with Legislative Decree No. 254/2016.

Below are the specific quantitative indicators that the Company has published in addition to the ESRS material disclosure requirements:

Entity-specific indicator	Sustainability Statement section
Training type	ESRS S1-13 83 b
Human rights indicators	MDR-A ESRS S2
Expenditure on local suppliers	MDR-A ESRS G1
ESG campaign indicators	ESRS G1-2 15 b
In-Country Value indicators	MDR-A ESRS S2 - S3
Emission intensity per hours worked	ESRS E1-6

The company has omitted all disclosure requirements related to the topic-based standard ESRS S4 - Consumers and end-users, as this topic was assessed as non-material in the DMA process. Detailed information is provided in the section "Description of the processes to identify and assess material impacts, risks and opportunities". The methodologies used to calculate the metrics presented in this report are described in the "Methodological Notes" of the dedicated ESRS sections.

This year, the MAIRE Group has used estimated data from indirect upstream value chain sources to calculate Scope 3 emissions, as obtaining accurate, supplier-specific data is not currently feasible. Nevertheless, the MAIRE Group is planning initiatives to obtain more primary data from the supply chain, such as collaborations with key suppliers to directly measure its Product Carbon Footprint and the development of digital models for more accurate emissions estimates. The Company also used certain estimates for HSE data concerning entities below the materiality threshold.

This Statement may include references to relevant corporate documents, such as financial statements and other annual reports.

Sustainability Governance

ESRS 2, GOV-1, GOV-2

	2024			2023		
	Male	Female	Total	Male	Female	Total
Members of administrative, management and supervisory bodies	7	5	12	7	5	12
Executive members	2	0	2	2	0	2
Non-executive members	3	4	7	3	4	7
Independent board members	1	4	5	1	4	5
Members of administrative, management and supervisory bodies (%)	58%	42%	100%	58%	42%	100%
Executive members	17%	-	17%	17%	-	17%
Non-executive members	25%	33%	58%	25%	33%	58%
Independent board members	8%	33%	42%	8%	33%	42%

The MAIRE Group reports that the Board's gender diversity stands at 71%, calculated as the average ratio between male and female Board members.

MAIRE's corporate governance system is structured to ensure an effective and transparent management and control model, focused on sustainable success. In line with international best practices and the principles and recommendations of the Corporate Governance Code of Borsa Italiana S.p.A., to which MAIRE adheres (the "Code"), the Company's approach to sustainability is integrated into its business strategy, with the goal of creating long-term value for shareholders while considering the interests of key stakeholders.

MAIRE's sustainability governance is based on a structured system of roles, responsibilities and decision-making processes, ensuring a strong focus on environmental, social and governance (ESG) topics within the organizational structure. This system facilitates the effective integration of sustainability factors into strategic decisions and the Company's operational management, contributing to shared value creation and the mitigation of risks associated with the environmental and social impacts of the Group's activities.

MAIRE adopts a structured approach to sustainability management, involving the Board of Directors, the Control, Risk and Sustainability Committee, management and operational functions. This ensures effective oversight of sustainability topics and continuous monitoring of sustainability performance through the designated functions, in line with the Group's strategic objectives and commitments.

It is the responsibility of the Board of Directors to define and approve the Double Materiality Assessment on an annual basis, with the support of the Control, Risk and Sustainability Committee. The Matrix identifies the impacts, risks, and opportunities that serve as the foundation for the Group's long-term sustainability strategies and, consequently, the MAIRE Group's Sustainability Statement.

In addition to the above, the Board of Directors updates the MAIRE Group Sustainability Plan with the support of the Control, Risk and Sustainability Committee, defining the Group's strategic targets concerning material sustainability matters in the medium and long term. These targets are integrated into the Group's long-term industrial strategies, which are also updated annually by MAIRE's Board of Directors. In doing so, the Board considers the evolving geopolitical landscape, the markets and the business sectors in which the Group operates globally, among other factors.

Proposals submitted to the Board of Directors and the Control, Risk and Sustainability Committee concerning the Double Materiality Assessment and related strategies are developed with the support of the MAIRE's Group Sustainability & Corporate Advocacy Function. This Function bases its work on the annual stakeholder engagement activities it conducts, involving both internal and external stakeholders. It is also responsible for planning and monitoring the Group's sustainability initiatives. This Function operates in close coordination with MAIRE's Sustainability Reporting, Performance and Disclosure Function, which is responsible for preparing the Group's Sustainability Statement with the support of the Group Sustainability & Corporate Advocacy Function.

The Board of Directors is also responsible for defining the guidelines of the Internal Control and Risk Management System (the "System," which consists of a set of rules, procedures and organizational structures aimed at the effective and efficient identification, measurement, management and monitoring of the main risks, in order to contribute to the sustainable success of the Company). The System is aligned with the Company's strategies, including those related to sustainability, and its adequacy and effectiveness are assessed annually.

Within this framework, the Control, Risk and Sustainability Committee, an advisory body to the Board of Directors, is also responsible for supporting the Board's assessments and decisions on the Internal Control and Risk Management System (including sustainability-related risks) and for approving periodic financial reports and the MAIRE Group's Sustainability Statement.

MAIRE's Chief Executive Officer (CEO), in accordance with the Code, is tasked with overseeing the functioning of the internal control and risk management systems (including sustainability-related risks), defining the necessary tools and adoption methods in accordance with the guidelines set by the Board of Directors.

The MAIRE Group's Risk Management, Special Initiatives and Regions Coordination Function, reporting directly to the CEO, is responsible at the Group level for defining guidelines and coordinating risk management and control activities at the enterprise, regional and project levels. This ensures that the methodology and criteria used to evaluate risks and opportunities are applied uniformly, in addition to appropriate reporting on monitoring and analysis. As part of the Company's activities aligned with the Corporate Sustainability Reporting Directive (i.e., EU Directive 2022/2464/EU), this Function also supports the process of identifying material impacts, risks and opportunities for updating the MAIRE Group's Sustainability Plan.

The Company has also established:

- an Internal Committee for the Internal Control and Risk Management System ("ICRM Committee"), an advisory body composed of key corporate Functions involved in the System, serving MAIRE's CEO. Its role is to support corporate Functions involved in the Internal Control and Risk Management System (including sustainability-related risks), optimizing processes and coordination within the Group's organizational structure, in line with the Company's strategic objectives. The ICRM Committee also seeks to maximize the effectiveness and efficiency of the Internal Control and Risk Management System (including sustainability-related risks), avoiding operational overlaps and duplications in control activities across the relevant functions, and
- an Internal Sustainability Committee, a strategic advisory body serving MAIRE's CEO. This Committee supports the definition of policies and strategies for sustainable business management, development programs, guidelines and objectives, including those related to Corporate Giving. It also monitors their achievement and analyzes the dynamics of stakeholder interaction.

Finally, the Board of Statutory Auditors is responsible for overseeing the efficacy of the Company's Internal Control and Risk Management System. Within its broader supervisory duties – ensuring compliance with laws and the Company's By-Laws, adherence to sound management principles, and the adequacy of the organizational, administrative and accounting system – the Board of Statutory Auditors also monitors the adequacy of the procedures, processes and structures governing the preparation of the MAIRE Group's Sustainability Plan and Sustainability Statement (including the process for defining the "Double Materiality Matrix").

Within this framework, the Board of Directors, with the support of the Control, Risk and Sustainability Committee and the designated Functions, periodically supervises: i) the implementation of the Group's strategic sustainability initiatives, based on the approved "Double Materiality Matrix," and ii) any updates to assessments related to impacts, risks and opportunities.

In general, the Board of Directors makes decisions on operations of significant strategic importance to the Company and the Group in line with the defined strategic (including sustainability) objectives.

Likewise, the powers and responsibilities delegated by the Board of Directors to Executive Directors are exercised in full alignment with the defined strategies.

Any modifications to these strategies are approved by the Board of Directors, with the support of the Control, Risk and Sustainability Committee, considering, where necessary, any updates to risk and opportunity assessments.

The responsibilities and competences related to identifying impacts, risks and opportunities relevant to the DMA process are allocated within MAIRE's governance system in full compliance with applicable legal and regulatory provisions, the Company's By-Laws, best practices and relevant recommendations, as previously described.

MAIRE's current Board of Directors already possesses adequate knowledge and expertise in sustainability matters. In this regard, it is noted that four out of nine Directors have declared that they possess the required knowledge and expertise.

Similarly, the Board of Statutory Auditors also has adequate knowledge and expertise in sustainability matters to fulfill its supervisory duties as required by law.

During the 2024 financial year, the Chairperson of the Board of Directors, with the support of the Board of Statutory Auditors, organized dedicated initiatives aimed at providing the Board of Directors and Board of Statutory Auditors with adequate knowledge of the business sectors in which the Company operates, of corporate dynamics and changes therein, including as regards the Company's sustainable success, in addition to the principles of proper risk management and of the reference regulatory and self-regulatory framework ("induction session").

Regarding sustainability matters, it is noted that:

- on February 7, 2024, an induction session was held to provide all Directors and Statutory Auditors with an in-depth overview of the regulatory framework on sustainability, with a particular focus on the European Taxonomy Regulation (i.e., the Taxonomy Regulation (2020/852/EU)) and the recommendations of the Task Force On Climate-Related Financial Disclosures ("TCFD");
- on September 10, 2024, an induction session was held to provide all Directors and Statutory Auditors with an in-depth overview of sustainability matters, with a particular focus on EU Directive 2022/2464, the Corporate Sustainability Reporting Directive ("CSRD").

These induction sessions were carried out with the support of the Company's relevant Functions and, where deemed appropriate, with the involvement of external consultants specializing in the sector.

As recommended by the Code, induction activities will continue throughout 2025, taking into account any regulatory developments in sustainability matters, among other aspects.

Information provided to and sustainability matters addressed by the undertaking's administrative, management and supervisory bodies

ESRS 2, GOV-2

During the reporting period, in addition to sharing the Double Materiality Assessment (DMA) and its results, the governance bodies addressed the following key material topics:

- energy transition and decarbonization, with a focus on emission reduction strategies, alignment with international standards and investments in technologies with a low environmental impact;
  - risk analysis related to climate change, its impact on the business and adaptation measures to protect assets and people;
- industrial sustainability and innovation, with an analysis of opportunities linked to the circular economy, efficient resource management and the adoption of sustainable technologies;
  - the Company's commitments to mitigating negative environmental impacts, including biodiversity conservation and waste management
  - the Company's commitments to promoting diversity, equality and inclusion, in addition to worker safety and well-being

In addition, the governance bodies reviewed regulatory compliance and sustainability reporting, considering developments in the European regulatory framework and reporting obligations pursuant to the CSRD and ESRS, with a focus on alignment with the main international frameworks.

Integration of sustainability-related performance in incentive schemes

ESRS 2, GOV-3

MAIRE's remuneration policy is closely tied to both the Group's financial and economic objectives and its strategic sustainability goals. The integration of sustainability criteria into incentive mechanisms is key to aligning management performance with long-term sustainable value creation. The Remuneration Policy is also developed in line with its sustainability strategy, as outlined in the annual plan and ESG agenda.

With specific reference to remuneration, MAIRE's Human Resources Policies are based on the principles of merit and equal opportunity, seeking to achieve the objective of internal pay equity, among others. This ensures that each individual's contribution to corporate objectives and long-term value creation is appropriately recognized. The Group's focus on a more sustainable business model also extends to variable remuneration, thanks to the provision of deferral mechanisms within short- and long-term incentive systems and the presence of non-financial targets directly linked to ESG topics. This encourages management to make decisions from a multi-year perspective.

The growing focus on these targets and the measurement of their performance, particularly with regard to protecting health and safety, developing human capital, improving skills, and environmental sustainability, is demonstrated by the fact that these targets account for 10% of the total weight of targets for employees involved in the incentive systems.

The structure and mechanisms of the incentive systems are approved by the Board of Directors after consultation with the Remuneration Committee, the Board of Statutory Auditors and the Related Parties Committee (where applicable). The Remuneration Policy, which includes the terms of the incentive systems, is approved by the Shareholders' Meeting. It is periodically updated in line with evolving sustainability best practices.

To promote the achievement of the targets defined in the Company's Business Plan, the creation of value for shareholders and stakeholders, and the long-term enhancement of employee engagement and retention, MAIRE's Remuneration Policy includes dedicated tools for the CEO, General Manager and Senior Executives. A significant portion of their remuneration is tied to the achievement or predetermined performance targets.

SHORT-TERM VARIABLE REMUNERATION: For the 2022-2024 period, in line with policies approved in previous years, the CEO, General Manager and Senior Executives participate in the MBO Plan, which grants them the right to receive an annual cash bonus based on the achievement of annual targets tied to the adoption of the Company's Business Plan. The Plan seeks to encourage the achievement of yearly targets in the long term through a specific deferral mechanism. In view of the greater attention paid to sustainability matters by various Stakeholders and their growing materiality to the achievement of strategic business objectives, in 2022, a corporate objective of a non-financial nature closely linked to ESG topics was introduced.

LONG-TERM VARIABLE REMUNERATION: In 2022, the Company launched a long-term equity-based incentive plan for the CEO, General Manager and Senior Executives, structured into three-year cycles. The 2022-2024 LTI Plan was introduced in 2022, followed by the 2023-2025 LTI Plan in 2023 and the 2024-2026 LTI Plan in 2024. When defining these plans, the Company adopted criteria aligned with market best practices and was inspired by the principles of the Corporate Governance Code. The 2022-2024 LTI Plan includes the free grant to the Chief Executive Officer, General Manager and Senior Executives of rights to receive MAIRE shares, subject to certain conditions, some of which are measured annually (Access Conditions), while others (Performance Targets, both financial-economic and ESG-related) are evaluated at the end of the vesting period.

LONG-TERM VARIABLE REMUNERATION (2023-2025 BROAD-BASED SHARE OWNERSHIP PLAN (2024 CYCLE)): In 2023, MAIRE introduced a new Share Ownership Plan for the 2023-2025 period, open to all employees. This Plan reinforces the objective of encouraging employee participation in the Company's value growth and the achievement of corporate objectives, successfully supporting the Group's new development strategy, particularly with a view to the energy transition. It also seeks to strengthen motivation, sense of belonging, and long-term employee retention. The Plan provides for the free allocation of shares to all employees, including the Chairperson of the Board of Directors, CEO and General Manager as company executives, upon meeting specific financial-economic and ESG-related conditions. The variable incentive systems include indicators linked to the Group's Sustainability Strategy. Specifically:

SHORT-TERM VARIABLE REMUNERATION (MBO): In view of the greater attention paid to sustainability matters by various Stakeholders and their growing materiality to the achievement of strategic business objectives, in 2022, a corporate objective of a non-financial nature with a weight of 10% closely linked to ESG topics was introduced. For the 2024 financial year, this objective is reflected in the Group's investment in reducing the impact of its emissions (Scope 1, 2). In addition, the MBO plans for the CEO, General Manager and Senior Executives include specific targets aligned with the Group's Sustainability Strategy, focusing on topics linked to the energy transition and decarbonization, digital innovation and investments in Human Capital Development initiatives. As previously mentioned, it is noted that the MBO system objectives account for more than 20% for the CEO, General Manager and Senior Executives. This includes both the explicit corporate target linked to this topic and individual targets. The weighting of the ESG component to the corporate target will be increased to 15% for the three-year period 2025-2027.

2023-2025 BROAD-BASED SHARE OWNERSHIP PLAN (2024 CYCLE): Improved emission impact (Scope 1, 2) compared to 2018 baseline (10% of bonus is linked to ESG targets). The weighting of the ESG component will be increased to 15% for the third cycle of the plan.

LONG-TERM VARIABLE REMUNERATION (2022-2024 LTI PLAN): Reduction of emissions (Scope 1, 2, 3 - Commuting & Business travel); Local Content; Training hours on HSE&SA8000 topics and average number of hours spent on professional development topics by the Group; Lost Time Injury Rate Index; Number of enabling technologies for energy transition and circular economy. For the 2024-2026 LTI Plan, the Company decided to increase the weight of ESG targets from 10% to 20%, aligning with market best practices and the key recommendations of the Corporate Governance Committee.

Statement on due diligence

ESRS 2, GOV-4

MAIRE has integrated due diligence into its governance processes and business strategy, in line with the OECD Guidelines for Multinational Enterprises and the United Nations Guiding Principles on Business and Human Rights. This proactive approach ensures that sustainability practices remain a material component of business operations, while also anticipating the requirements of the EU Corporate Sustainability Due Diligence Directive (CSDDD).

The due diligence model is based on the principles of responsibility, transparency, collaboration and proactive stakeholder engagement across the value chain.

Key elements of MAIRE's due diligence and ESRS links

The fundamental elements of due diligence are directly integrated into the Disclosure Requirements defined in ESRS 2 and the topic-based ESRS, as detailed below:

a. Integration of due diligence into governance, strategy and business model

This aspect is covered in the following standards:

- ESRS 2 GOV-2: Information provided to and sustainability matters addressed by the undertaking's administrative, management and supervisory bodies; p.161
- ESRS 2 GOV-3: Integration of sustainability-related performance in incentive schemes; p.161
- ESRS 2 SBM-3: Material impacts, risks and opportunities and their interaction with strategy and business model. p.178

b. Engagement of affected stakeholders

This aspect is covered in the following standards:

- ESRS 2 GOV-2; p.161
- ESRS 2 SBM-2: Interests and views of stakeholders; p.175
- ESRS 2 IRO-1; p.183
- ESRS 2 MDR-P; pp. 225, 241, 244, 254, 259, 269, 299, 309

c. Identification and assessment of negative impacts on people and the environment

This aspect is covered in the following standards::

- ESRS 2 IRO-1 including application requirements related to specific sustainability matters in the relevant ESRS); p.183
- ESRS 2 SBM-3. p.178

d. Actions to address negative impacts on people and the environment

This aspect is covered in the following standards:

- ESRS 2 MDR-A; pp. 226, 242, 245, 255, 259, 273, 302, 314

Risk management and internal controls over sustainability reporting

ESRS 2, GOV-5

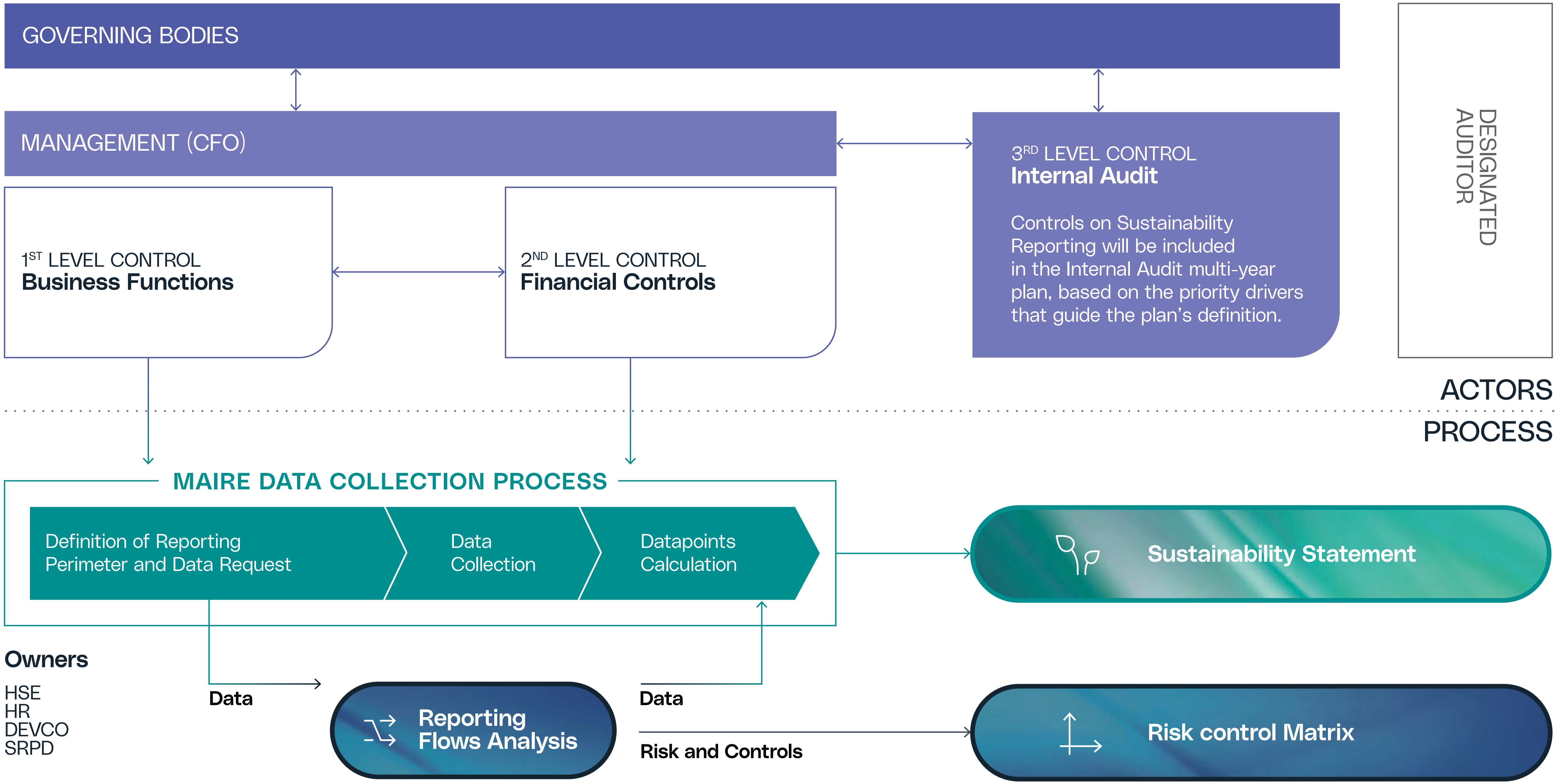
The Group's internal control system for sustainability reporting has been designed as an integral part of the financial internal control system. The goal is to ensure the reliability, completeness and consistency of information from an integrated perspective.

In line with the model adopted for financial reporting, the system primarily focuses on material quantitative datapoints, covering nearly all datapoints reported in the Sustainability Statement.

The system's scope is consistent with that of Sustainability Statement, which is in turn aligned with financial reporting, guaranteeing integration and consistency between financial and sustainability information while ensuring that reported data remains coherent and reliable for stakeholders.

The system's implementation follows a progressive approach, with the first year focusing on priorities identified through the Double Materiality Assessment and the identification of reporting risks. A continuous improvement plan is in place for the coming years, aiming for increasing levels of maturity.

Figure 1 MAIRE's Control Model



The use of the COSO framework as a methodological foundation has enabled the integration of the sustainability control system with the financial control system. This integration supports a unified approach, optimizing resources and processes while improving the overall efficiency of corporate management.

The internal control model is based on core components of the COSO framework, ensuring an integrated approach to risk management and internal control. The five key components include:

1. Control Environment.
2. Risk Assessment.
3. Control Activities.
4. Information and Communication.
5. Continuous Monitoring.

This integration allows for a unified financial and sustainability control system, ensuring a coherent and transparent approach to business performance management.

VERIFICATION OF DATAPOINTS AND COMPLIANCE WITH COMPANY POLICIES

The system includes structured verification processes on at least two hierarchical levels for each datapoint, using both manual and automated checks where IT tools support reporting. Each verification is appropriately documented by test owners, ensuring the traceability of activities and alignment with corporate policies.

RISK ASSESSMENT METHODOLOGY

The methodology is based on an analysis of risks related to sustainability reporting, including the risks of completeness, accuracy and consistency. These risks are mapped in the Risk-Control Matrix (RCM), which defines specific controls and periodic testing techniques to monitor and mitigate potential issues.

The main misstatement risks associated with sustainability reporting include:

- Completeness: Omission of relevant information within the declared scope.
- Accuracy: Errors in data collection or interpretation.
- Consistency: Inconsistencies in data compared to previous years, benchmarks or other public disclosures related to the same topic-based areas.

Each risk is monitored through dedicated controls, defined in the RCM, and subjected to periodic testing to ensure data quality and reliability.

MITIGATION CONTROLS

Mitigation controls include:

- Manual verifications performed by process owners, ensuring direct supervision of collected data.
- Automated controls integrated into IT systems, where applicable, to check data consistency against predefined models.
  The controls are conducted annually, with a testing plan that is updated based on monitoring results.

FORMALIZATION OF DATA COLLECTION PROCESSES

The data collection and control processes are mapped and formalized through flowcharts, which detail:

- Specific data collection and verification activities.
- Roles and responsibilities of personnel.
- Technological tools used for management and monitoring. These flows are periodically updated to reflect regulatory developments and operational improvements.

The findings from risk assessments and internal controls are shared with process owners and relevant governance bodies. These findings are integrated into business processes through structured information flows and clear governance, fostering the continuous improvement of procedures.

Periodic reports, presented to governance bodies once a year, include:

- A summary of control activities performed.
- The results of testing on implemented controls.
- Any remediation actions taken.

These reports are accompanied by an assessment of compliance with ESRS standards and recommendations for continuous improvement.

Strategy, business model and value chain

ESRS 2 SBM-1

A full description of the Company's strategy and business model can be found in the Introduction section of the Annual Financial Report.

This section provides an overview of the Group's strategy and business model in relation to sustainability matters, offering an integrated perspective on the initiatives adopted to ensure a positive impact on the environment and society. For details on the organization's size, please refer to the "HIGHLIGHTS 2024" section of the Directors' Report and the "Characteristics of the undertaking's employees" section.[9]

The MAIRE Group is a global leader in technological and engineering innovation, operating with a business model that combines advanced technological expertise, plant design capabilities, project management proficiency and an integrated execution approach. This allows MAIRE to develop global-scale solutions that create positive impacts along the entire value chain, contributing to decarbonization, the circular economy and energy efficiency in the solutions offered to its target markets.

Regarding products and services, the goal is to implement a portfolio of technologies and solutions encompassing decarbonization, the production of fuels and alternative energy sources with a low-carbon footprint, low-emission hydrogen, recycled and biodegradable plastics, low-carbon fertilizers, circular economy development and the improvement of energy efficiency in construction and industry.

On the client side, MAIRE intends to expand its scope beyond the Oil & Gas sector to a broader range of industrial and commercial sectors. In terms of geographic expansion, the objective is to develop industrial projects around the world, not only in traditionally established areas but also advanced markets (like Europe and the USA) and emerging markets (China, India, Southeast Asia and Africa), where energy transition technologies are needed. Finally, regarding stakeholder relationships, MAIRE seeks to maintain and expand relationships with institutional and academic stakeholders and civil society representatives, maintaining close collaboration with clients and suppliers.

The Group's revenues come predominately from key markets in the engineering and construction sector. As described in the "Business Model and Value Chains" section, the STS business unit operates through the company Stamicarbon in licensing and technological support, while MyReplast Industries operates in plastic recycling and is not significantly economically relevant.

Sustainability is a guiding principle of MAIRE's strategy and is reflected in its client offerings, the integration of advanced technologies to optimize resource use and the reduction of its environmental impact (on the climate, soil, water, air, biodiversity and natural resources). This applies to the processes it designs for its clients, the industrial product sites it develops and manages, and the plants in operation once construction is completed. The Company ensures high-quality standards and a strong focus on sustainability throughout its supply chain, collaborating with strategic partners to foster a more sustainable industrial ecosystem. Technological innovation plays a central role in the transformation process, enabling cutting-edge solutions, such as the production of low-impact fertilizers, the development of sustainable fuels, the advanced recycling of materials and the optimization of existing plants.

The Group's business model is built on people, expertise and skills, which the Company uses to address energy transition challenges, investing in the growth and continuous training of human capital while promoting a workplace that values diversity, equity and inclusion. The Group is also deeply committed to workplace safety, implementing a rigorous management system that ensures high protection standards at construction sites and industrial facilities, in line with the most advanced international regulations and exceeding industry benchmarks. Finally, the Group prioritizes the local communities in the regions where it operates, both through its offices and industrial sites. This is reflected in its focus on In-Country Value, the empowerment of local communities and its commitment to listening to their concerns.

The materiality assessment has identified positive impacts, where MAIRE acts as an enabler for its stakeholders, in addition to negative impacts, which MAIRE addresses through mitigation actions. The definition of these initiatives, within an integrated sustainability strategy aligned with the business plan, is guided by the Company's Code of Ethics and regulatory compliance, and is implemented with continuous governance oversight.

In an evolving global landscape, MAIRE's business model is based on a balance of innovation, sustainability, and operational excellence. By integrating technical, managerial and financial expertise, the Group works closely with clients, institutions and stakeholders to develop scalable and sustainable industrial solutions. This approach supports the sector's transition while

9 It is noted that revenues from Taxonomy-aligned economic activities relating to fossil gases, as required by Article 8(7)(a) of Commission Delegated Regulation 2021/2178, amount to zero.

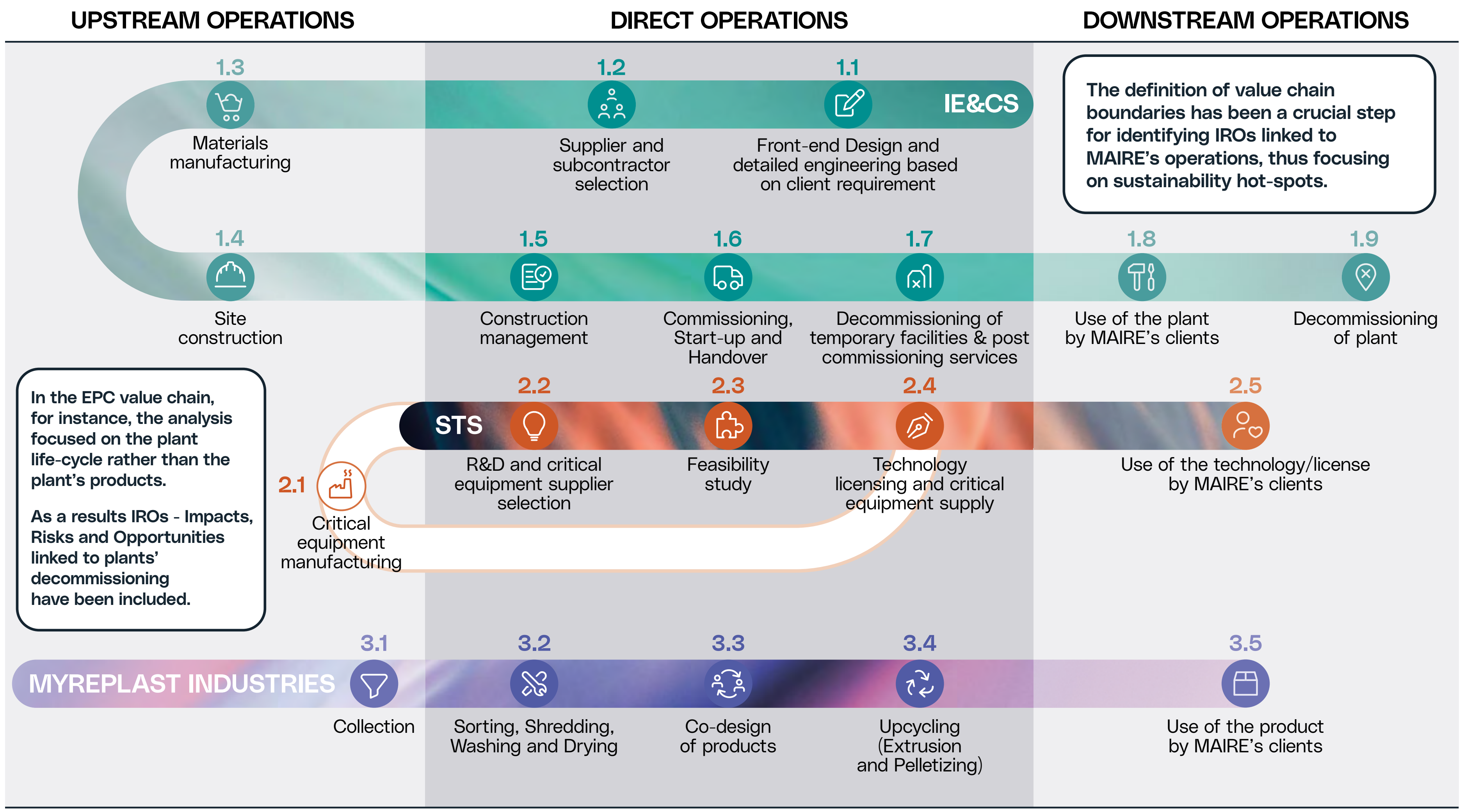
balancing development demands with the need to mitigate social and environmental impacts.

BUSINESS MODEL AND VALUE CHAINS

The MAIRE Group's business model, as described in section Organizational Structure of the Directors' Report, is structured around three main value chains, representing the Group's most significant activities:

- IE&CS (Integrated Engineering and Construction): Accounts for over 90% of the Group's revenue. This value chain covers all stages, from plant design to the decommissioning of facilities at end-of-life. All upstream and downstream impacts are considered, including those related to plant construction and operations.
- STS: Includes licensing and technological support activities, primarily related to Stamicarbon. The impacts of this value chain mainly concern office-based and engineering support activities, with similar environmental and social considerations.
- MyReplast Industries (Bedizzole plant): Part of the STS Business Unit, analyzed as a separate value chain due to the specific nature of its production activities. Covers stages from plastic waste collection to the use of recycled plastic granules by clients.

Figure 2 MAIRE's value chains



Across the value chains described above, the Group also includes the activities of the Fondazione MAIRE - ETS, a legally independent non-profit organization founded by the Group's main companies and registered in the Third Sector Entities Registry. The Fondazione MAIRE - ETS is dedicated to preserving the MAIRE Group's historical and archival heritage, supporting training, promoting educational initiatives to combat educational poverty in collaboration with schools, universities, and third-sector organizations and conducting research on training for the energy transition. Every year, the MAIRE Group allocates funds to the Foundation to support its initiatives.

The MAIRE Group only has one operating plant, MyReplast Industries, which produces recycled plastic polymers. The main production input for these polymers is plastic waste sourced from industrial and commercial supply chains, with only a minimal share coming from municipal urban waste. The MyReplast Industries plant is an integral part of the STS business unit's circular economy strategy.

SUSTAINABILITY IMPLICATIONS OF MAIRE'S PRODUCTS AND SERVICES

MAIRE's overall strategy integrates sustainability as a guiding principle, influencing every aspect of its business model. The sector that best reflects the undertaking's sustainability efforts – as sustainability enablers both upstream and downstream of the value chain – is the development and commercialization of energy transition technologies (in the agriculture/food sector, mobility sector and materials production sector).

Regarding the business line related to engineering, procurement and construction services for industrial infrastructure projects, the environmental impact is determined by emissions from energy and fuel consumption in offices and on construction sites, water withdrawal, potential contribution to the pollution of soil, water and air, potential harm to ecosystem biodiversity due to production sites for clients, and waste generation. To mitigate these potential impacts, the Group adopts specific mitigation actions.

From a social perspective, the Group's activities may pose risks to its own workforce and subcontractors, especially during on-site construction phases. To manage these risks, the Group has put structured training and prevention procedures in place. In addition, potential human rights violations in the supply chain cannot be ruled out. This is an area that is closely monitored through certification systems such as SA8000 and through rigorous qualification processes applied by the Company.

At the same time, these activities also generate significant positive effects, including direct and indirect job creation and professional empowerment. Furthermore, the Group promotes ESG principles within its supply chain through various measures, including the ESG screening of suppliers, together with collaborations on specific topics such as Scope 3 emissions. The Group's In-Country Value and Corporate Social Responsibility initiatives in its operating areas further contribute to its positive impact on the local land and communities.

With regard to high-value-added and innovative engineering services, primarily aimed at the energy transition and green acceleration, the Group has a positive impact on the environment thanks to the development of technologies for decarbonization and the production of biodegradable plastics and waste recycling, thereby enabling the sustainability of downstream industry. The Group has defined a methodology for calculating avoided GHG emissions using technological solutions developed for clients.

The licensing of proprietary technologies and the supply of critical equipment, including decarbonization and recycling technologies, have an impact on resource consumption during both equipment production and implementation.

Additionally, the sale of digital services and energy efficiency services, including the revamping, deflaring, and operation and management of existing energy plants, seeks to ensure greater efficiency and sustainability, with a potentially positive environmental impact in terms of reducing pollution and greenhouse gas emissions.

Similarly, the production and sale of polymers derived from the mechanical recycling of plastic waste has a positive environmental impact, as recycled plastic replaces virgin raw materials derived from hydrocarbons, reducing emissions and supporting the transition from a linear to a circular economy.

Finally, scouting services, technical and financial feasibility analysis, and co-development of industrial initiatives within the Group's business areas – primarily focused on the energy transition – have a potentially positive environmental impact when they result in industrial projects that support decarbonization, reduce microplastic pollution, and promote circularity.

SUSTAINABLE VALUE CREATED FOR STAKEHOLDERS

For clients, MAIRE provides sustainable and integrated engineering and construction (IE&CS) technology solutions in the fields of nitrogen fertilizers, hydrogen, circular carbon, fuels, chemicals and polymers. These solutions are designed to optimize conventional processes and create new processes based on non-fossil raw materials, thereby contributing to the energy transition.

MAIRE has demonstrated recognized technological leadership in the energy transformation to investors, thanks to an increase in its patent portfolio (+10%, amounting to a total of over 2,200 patents). In addition, the Group has increased the ESG targets linked to the variable remuneration awarded to management from 10% to 20%, demonstrating its unwavering commitment to sustainability.

In September 2023, MAIRE adopted a Sustainability-Linked Financing Framework, in line with best market practices in sustainable finance. This framework includes specific targets, such as a 35% reduction in Scope 1 and Scope 2 emissions by 2025 and a 9% reduction in the intensity per value added of Scope 3 emissions related to purchased technological goods and services (across six categories, including: control systems, electrical and instrumentation components, handling systems, packages and rotating and static equipment) by 2025.

Based on this framework – and following the success of its Euro 200 million Sustainability-Linked Bond issued in 2023, which saw strong demand from institutional and retail investors, allowing the company to quickly reach the maximum amount and close the offering early – MAIRE issued additional Sustainability-Linked financial instruments in 2024, confirming the strong synergy between its financial strategy and the Group's sustainable growth.

Specifically, in July 2024, MAIRE subscribed to a new Euro 200 million Sustainability-Linked Schuldschein loan, followed by a Euro 200 million Sustainability-Linked revolving credit facility in October 2024. Both financial instruments include a pricing mechanism linked to the achievement of specific Group CO_2 emission reduction targets, in accordance with the Sustainability-Linked Financing Framework in effect at the time of issuance.

At December 31, 2024, sustainable financial instruments account for 64% of the MAIRE Group's total committed credit lines, with the Group's financial planning confirming further growth of this percentage over time, demonstrating MAIRE's concrete commitment to environmental responsibility and the synergy between financial management and the reduction of environmental impacts.

THE SUSTAINABILITY PLAN AND ESG AGENDA

The Sustainability Plan was designed in alignment with the ESRS standards outlined by the CSRD and the results of the materiality assessment. It therefore considers both the positive and negative material impacts identified across the Environment, Social and G-Business Conduct areas. By aligning its strategy and reporting with the CSRD guidelines and the double materiality principle, MAIRE enables its stakeholders to more effectively monitor the Group's progress.

The 2025-2034 Sustainability Plan was developed based on the Double Materiality Assessment, with a comprehensive focus on the value chain. The plan reinforces MAIRE's commitment to generating a positive environmental and social impact and fostering a sustainable economy, while mitigating any potential negative impacts of its activities. MAIRE's sustainability objectives focus on enabling actions that enhance positive impacts and mitigation actions that reduce negative impacts.

Key performance indicators (KPIs) and targets have been set to maximize positive impacts and mitigate negative ones across the environmental, social and governance areas. MAIRE continues to adopt an integrated value chain approach, addressing sustainability challenges both within its supply chain and with clients, thereby fostering long-term sustainable growth.

Figure 3 Dashboard 2024: An overview of MAIRE's sustainability

ENABLING ACTIONS

E – Enabling technologies

TO DECARBONIZE (CLIMATE E1)
16 TECHNOLOGIES for decarbonization (6 Sustainable, 10 Transitional)
Implemented a methodology for the calculation of avoided emissions

TO REDUCE MICROPLASTICS (POLLUTION E2)
1 TECHNOLOGY for biodegradable plastics

TO RECYCLE (CIRCULARITY E5)
7 TECHNOLOGIES for circularity
24.9 Kt RECYCLED PLASTICS in MAIRE's plant

S – Empowering people

OUR PEOPLE (OWN WORKFORCE S1)
+22% GROWTH in employees (tot ~9,739)
+26% TRAINING HOURS (176,226)

PEOPLE OF OUR SUBCONTR. (SUPPLY CHAIN S2)
49,480 INDIRECT WORKERS

PEOPLE OF COMMUNITIES (AFFECTED COMMUNITIES S3)
53% LOCAL CONTENT
21 CSR INITIATIVES
+14,200 BENEFICIARIES
~4,000 EDUCATION HOURS by FONDAZIONE MAIRE

G – Enabling ethical behavior

ESG SCREENING
89% of PURCHASES

(BUSINESS CONDUCT G1)
10% of MBO | 20% of LTI** | 10% of ESOP***
ESG COMPONENT

ANTI-CORRUPTION
80% of TRAINED EMPLOYEES

MITIGATING ACTIONS

Preserving the environment

EMISSIONS (CLIMATE E1)
SCOPE 1&2 EMISSIONS net-zero in 2029
15.6 Kt CO_2eq | -37% (baseline 2018)
SCOPE 3 EMISSIONS net-zero in 2050
4 Mt CO_2eq | -7% intensity (on value added)

WATER (WATER E3)
TASK FORCE to develop solutions for water recycling

BIODIVERSITY (BIODIVERSITY E4)
3 INITIATIVES ongoing on sites

WASTE (CIRCULARITY E5)
39.2% OF RECYCLED WASTE on sites in 4 STRATEGIC COUNTRIES on 7 waste streams

Caring for people

INCLUSION (OWN WORKFORCE S1)
20% OF WOMEN in new hirings*
85 NATIONALITIES

HEALTH&SAFETY
HSE&SA TRAINING
702,606 HOURS EMPLOYEES offices & sites
3,450,352 HOURS WORKERS
(3% of worked hrs on site)
TRIR 4.2x better than benchmark (0.185 BU IE&C)
LTIR 4.5x better than benchmark (0.031 BU IE&C)

HUMAN RIGHTS (SUPPLY CHAIN S2)
10 SOCIAL AUDITS on vendors
100% SUBCONTRACTORS audited

* Excluding commissioning
** Planned for LTI 2024-2026
*** Employees' Share Ownership Plan

ENVIRONMENTAL IMPACT: ENABLING AND MITIGATION ACTIONS

MAIRE currently has 16 sustainable and transition technologies for decarbonization, with a target or reaching 19 by 2025 and 26 by 2034. In 2024, MAIRE developed a proprietary methodology to estimate avoided emissions through its technologies and intends to apply this methodology to 10 additional emission-reduction technologies in by 2025. In addition, MAIRE's portfolio includes a technology for producing biodegradable plastics, which can help reduce microplastic pollution, and seven waste recycling technologies, contributing to the circular economy.

On the environmental impact mitigation front, the Group has reduced its Scope 1 and 2 emissions by 37% compared to 2018, surpassing its 35% reduction target set for 2025. Scope 3 emissions increased in absolute terms to 4 million tons of CO_2 due to the doubling of Category 1: Purchased Goods and Services related to the Hail and Ghasha megaproject, while decreasing by 7% in intensity relative to added value (For more details, see the section "Gross emissions – Scope 1, 2, 3"). MAIRE remains committed to achieving carbon neutrality by 2029 for Scope 1 and 2 emissions and by 2050 for Scope 3 emissions.

A water management task force was also established, introducing water treatment systems at all new base camps starting in 2025. The Company also launched three biodiversity initiatives and achieved a 39.2% recycling rate across seven categories of waste produced at key construction sites, with the goal of increasing this to 43% by 2025.

SOCIAL IMPACT: INCREASING BENEFITS AND MITIGATING NEGATIVE EFFECTS

In 2024, MAIRE strengthened its social impact by expanding its workforce and training programs. The number of Group employees increased by 22% on the previous year, with 20% of new hires being women and 85 nationalities represented in the workforce. In addition, MAIRE provided 176,000 hours of professional training, marking a 26% increase on the previous year.

MAIRE engaged 49,480 indirect workers in its supply chain and carried out 21 corporate social responsibility (CSR) initiatives, involving over 14,000 people worldwide. In addition, 53% of project costs were allocated to the procurement of local goods and services. Over 4,000 hours of training were delivered as part of Fondazione MAIRE - ETS educational initiatives.

On the safety front, MAIRE maintained high levels of training in health, safety and environment (HSE), with over 4.1 million training hours provided to Group employees and subcontractors (equal to 3% of hours worked on site). Safety performance continues to exceed industry benchmarks, with a Lost Time Injury Rate (LTIR) of 0.031, which is 4.5 times better than the sector average. In addition, the Company conducted 10 social audits on human rights among its suppliers, ensuring full compliance of all subcontractors.

GOVERNANCE: STRENGTHENING SUSTAINABILITY THROUGH ENGAGEMENT AND ACCOUNTABILITY

MAIRE's governance strategy integrates sustainability across all business operations, involving approximately 1,650 employees and external stakeholders in engagement activities tied to double materiality. The Company's procurement practices reflect this commitment, with 89% of total spending allocated to suppliers assessed based on ESG criteria. In addition, 80% of employees received anti-corruption training, and ESG targets are now integrated into the corporate incentive structure: 10% of Management by Objectives (MBO), 10% of long-term incentives (LTI 2022-2024) and 10% of employee share ownership plans (ESOP) are linked to ESG performance. MAIRE's approach to sustainability continues to be guided by strong governance and responsible business practices. The Company remains committed to achieving its sustainability goals, reducing its environmental footprint, enabling the global energy transition and promoting a positive social impact, all while ensuring transparency and accountability across its operating areas.

Figure 4 Enabling and mitigation actions adopted by MAIRE

ENABLING ACTIONS

(Positive material impacts)			Actual 2024	2025	2034
E1 CLIMATE	+ Technologies enabling decarbonization	Technologies[1] sustainable & transitional (n.)	16	19	26
		Proprietary technologies on which avoided emissions are estimated	3	10	ALL
		Introduction of a proprietary methodology to calculate avoided emissions			
E2 POLLUTION	+ Technologies enabling reduction of microplastics	Technologies[1] for biodegr. plastics (n.)	1	2	2
E3 WATER		*No positive material impacts*			
E4 BIODIVERSITY		*No positive material impacts*			
E5 CIRCULARITY	+ Technologies enabling circularity	Technologies[1] for waste recycling (n.)	7	7	7
	+ Plastics recycling	Recycled (in MAIRE's plant) (sold Kt)	24.9	30.4	46.7
S1 OUR WORKFORCE	Direct Employment	Employee growth (n.)	9,739 (+22%)	>11,000	~16,000
	Professional growth	Training and Δ y (h.)	176,226 (+26%)		
		Traning (h. per capita/year)	18	18	
S2 SUPPLY CHAIN	Occupation along supply chain (subcontractors)	Indirect workforce (n.)	49,480		
S3 AFFECTED COMMUNITIES	Economic and social value for communities	Local content (%)	53%		
		CSR initiatives (n.)	21 (12)	25	All countries of operation
		Beneficiaries (n.)	+14,200	15,000	30,000
		Fond. Maire education (h.)	~4,000	5,000	10,000
G1 BUSINESS BEHAVIOUR	ESG vendors screening	Expenditure (%)	89%	90%	100%
	Vendors code of conduct	Training		(Kick off)	100%
	Anti-corruption	Employees trained	80% rolling	80% rolling	80% rolling

MITIGATING ACTIONS

(Negative material impacts)			Actual 2024	2025	2034
E1 CLIMATE	Scope1&2 reduction	Tot. emissions (net) (CO_2eq) Reduction / baseline 2018 (%)	15.6 Kt -37%	-35% and -55% in 2026	Net-zero 2029
	Scope3 reduction	Tot. emissions (CO_2eq) Intensity reduction (on value added)	4 Mt -7%	-9%	Net-zero 2050
	Energy efficiency	Energy consump. / wh (MAIRE perimeter)	32K MWh (21K MWh Green)	-5% on MWh Not Green	
E2 POLLUTION		*No negative material impacts*			
E3 WATER	Water recycling	Camps with water treatment (n.)	1	ALL new camps	ALL camps
	Solutions for water reduction for clients	Implementation of solutions	Baseline identification	Implementation on 1 project	ALL
E4 BIODIVERSITY	Biodiversity protection	Initiatives (n.)	3	10	ALL sites closed to PA
E5 CIRCULARITY	Increased of recycling of our site waste	Recycled waste (%) In 4 strategic countries (UAE, KSA, Qatar, Algeria)[2]	39.2%	43%	Aligned with country institutional targets
S1 OUR WORKFORCE	Diversity	Women in new hirings (%)	20%		50% in 2032
	Culture of safety	HSE&SA training (h.)	702,606		
		[3] TRIR 4.2x better than benchmark [3] LTIR 4.5x better than benchmark	0.185 0.031	< 0.39 < 0.07	
S2 SUPPLY CHAIN	Culture of safety	HSE&SA training (h.) (% on tot worked hrs on site)	3,450,352 (3%)	3%	3%
	Human rights	Social Audits (vendors) (n.)	10 (10)	10	10
S3 AFFECTED COMMUNITIES		*No negative material impacts*			
G1 BUSINESS BEHAVIOUR		*No negative material impacts*			

[1] technologies with TRL>6
[2] 7 waste streams (plastics, glass, paper, wood, organic, metals, WEEE; excluded construction, hazardous & sewage
[3] IE&C

+ = positive impacts producing financial opportunities

Interests and views of stakeholders

ESRS 2, SBM-2

Stakeholder engagement represents a fundamental pillar of the sustainability strategy of a multinational company like MAIRE. Establishing and maintaining strong and transparent relationships with stakeholders is essential to understanding their expectations, gathering feedback on the Group's activities, and continuously improving overall impact. Ongoing dialogue helps refine the sustainability strategy, respond effectively to global market developments and strengthen the ability to create shared value. The Group considers key stakeholders to be its own workforce, subcontractor workers, suppliers and clients, investors and lenders, the world of academia, institutions, civil society representatives and local communities near offices and project sites.

In 2024, MAIRE further consolidated its approach to engagement through targeted initiatives on various strategic topics. Engagement with the financial community continued, supported by the greater integration of sustainability topics into strategic plan presentations at institutional events and the expansion of panels with stakeholder involved in the materiality assessment to include bankers and investors.

At the same time, interactions with public entities and institutions in countries where MAIRE operates intensified, through institutional meetings that allowed the Group to share its vision for energy transition and gather input on local needs. MAIRE's active engagement in working groups, research groups, industry platforms and international pledges – including the UN Global Compact – reflects its commitment to contributing to the definition of a roadmap and sustainable development policies. In addition to direct engagement with specific stakeholder groups, the Group promoted its sustainability strategy and associated action plan at the second Sustainability Day in November 2024. This event expanded its reach by involving all employees globally and a panel of strategic stakeholders, who participated remotely and in person.

MAIRE maintains ongoing and consistent relationships with industry associations, trade organizations and think tanks focused on the energy transition and circular economy, in addition to associations and foundations operating in the sustainability sector. The Company engages with institutions, particularly at the Italian and European levels (Brussels), by participating in working groups on specific topics such as the technological and regulatory evolution of low GHG-emitting fuels.

MAIRE's approach to stakeholder engagement is constantly evolving to ensure open, transparent and results-oriented dialogue, thereby contributing to the creation of a more sustainable future for all players within its ecosystem.

As part of the materiality assessment process, the Group adopted a highly inclusive approach to its most strategic stakeholders in assessments, as described below. The Group Sustainability & Corporate Advocacy Function, supported by the Sustainability Reporting, Performance and Disclosure Function, conducted an analysis of stakeholders impacted by or involved in MAIRE's activities. This analysis helped identify key stakeholders for direct engagement or the definition of potentially material impacts and the evaluation of their materiality, The process was conducted in line with the ESRS requirements and complementary guidelines, including Implementation Guidelines IG1 and IG2, the FAQs published by EFRAG and the Public Statement of the European Securities and Markets Authority (ESMA).

MAIRE engaged the following stakeholder categories in the analysis process:

Stakeholder category	Engagement method	No. of respondents
Clients	One-on-one interviews	4
Investors and lenders	One-on-one interviews	5
Opinion leaders	One-on-one interviews	6
Suppliers	One-on-one interviews	7
Employees	Online survey	1,605 (+9% responses on 2023)

By organizing dedicated engagement initiatives, MAIRE promoted an open and constructive dialogue to internally and externally distribute knowledge about all of its activities. The goal was to further inform the identification of IROs and collect feedback from different perspectives. Below is a summary of the key insights shared by stakeholders during the interviews:

Stakeholder category	Top three most material sustainability topics	Level of alignment with the Group's sustainability targets	Main collaboration opportunities identified	Main challenges and/or hurdles identified
Clients	• Waste management and plastic recycling • Diversity and inclusion • Reduction of emissions	High	• Development of energy optimization technologies • Promotion of circular economy and recycling technologies • Diversity and inclusion initiatives	• Promotion of diversity and inclusion in the construction sector • Training and awareness-raising • Reliable data collection
Investors and lenders	• Energy transition and decarbonization • Waste management and the circular economy • Diversity and inclusion	Medium-High	• Collaboration on decarbonization and water resource management • Development of joint biodiversity and circular economy initiatives • Sharing of best practices and innovative technologies	• Lack of specific details • Need for biodiversity guidelines • Challenges in obtaining SBTi certification
Opinion leaders	• Circular economy • Climate change • Well-being and inclusion	Medium-High	• Training and inclusion projects • Development of sustainable technologies and circular economy initiatives • Engagement with local communities and data standardization	• Project start-up authorizations • Compliance with local standards • Culture and mindset
Suppliers	• Climate change • Circular economy • Management of water resources	High	• Waste reduction and circular economy projects • Biodiversity conservation and water resource management • Reduction of emissions	• Complexity of the supply chain • Challenges in measuring and assessing impacts • Data confidentiality and collaboration

The open interviews allowed MAIRE to engage with various stakeholders on impacts across the value chain, enabling them to ask questions, explore topics of interest and provide valuable insights for the assessment of IROs and the identification of emerging trends.

Beyond contributing to the DMA process, stakeholder engagement strengthened collaborations with stakeholders, leading to the development of joint projects with the Group.

Similarly, the online survey distributed to all Group employees provided insights into how MAIRE's workforce perceives corporate sustainability matters and the most material topics to consider during the assessment process. Overall, employees expressed optimism and strong support for MAIRE's sustainability initiatives, especially in the areas of climate change mitigation, pollution reduction, water and marine resource management, biodiversity conservation, resource use and circular economy, workforce inclusion, professional growth, human rights, health and safety, community support and business conduct. However, they also acknowledged the challenges and limitations in fully realizing the potential of sustainability initiatives. These included the need for high capital investments, scalability issues, regional and cultural differences, and the dominance of price considerations in supplier selection. Finally, they emphasized the importance of continuous improvement, monitoring and the evaluation of sustainability practices, as they believe that periodic assessments, stakeholder feedback and transparent reporting are essential to ensuring progress and addressing areas for improvement.

The overall results of the process were used to validate and strengthen the analyses conducted during the impact materiality development process, and to supplement the Group's sustainability strategy and plan.

Stakeholder engagement is an ongoing process for MAIRE. Beyond the Double Materiality process, the Company actively participates in various associations, organizations and multistakeholder working groups, such as the UN Global Compact, Transparency International, industry associations and topic-based roundtables like the Clean Fuels Alliance. Stakeholder engagement serves a dual purpose: To listen to stakeholders' opinions, ideas and concerns regarding the Company's activities and to assess their perception of impact materiality.

Through continuous dialogue, the Group gathers and analyzes the interests, perspectives and concerns of its key stakeholders. This information is then presented to different levels of sustainability governance, including the Internal Sustainability Committee (ISC), the Control, Risk and Sustainability Committee (CRSC) and ultimately the Board of Directors (BoD).

The stakeholder engagement model adopted by the Company will be formalized by 2025 through a dedicated internal procedure. The objective is to standardize the collection, analysis and integration of stakeholder inputs into sustainability reporting, thereby strengthening dialogue with stakeholders and enhancing the Company's ability to respond promptly to their needs. This will allow for stakeholder expectations to be more effectively integrated into the Group's strategic and operational decisions.

The results of 2024 stakeholder engagement activities were presented and discussed within the ISC, CRSC and the BoD.

Material impacts, risks and opportunities and their interaction with strategy and business model

ESRS 2, SBM-3

The Double Materiality Assessment (DMA) conducted by MAIRE for the 2024 period covered the entire reporting perimeter of the Group and was focused on the three main value chains of Integrated Engineering and Construction (IE&CS), Sustainable Technology Solutions (STS), and MyReplast, as detailed in the "Business Model and Value Chains" section.

As part of the double materiality analyses, and also in line with the practices adopted in this area by other companies in the sector, the indirect positive impact of the Fondazione MAIRE - ETS' activities on local communities was mapped and found to be material.

Figure 5 MAIRE's vision and commitment along the value chain

CLIMATE E1	Scope 3 reduction (-9% in 2025, net-zero in 2050) cooperation with vendors to reduce Product Carbon Footprint	Scope 1&2 reduction (-35% in 2025, -55% in 2026, net-zero in 2029)	Developing technologies enabling decarbonization Energy efficiency solutions Measuring avoided emissions through our technologies
POLLUTION E2		Monitoring polluting substances	Developing technologies enabling a reduction in microplastics
WATER E3	Increasing water recycling on sites	Reducing water consumption in offices and camps	Developing solutions to save water
BIODIVERSITY E4		Initiatives to protect biodiversity	
CIRCULARITY E5	Increase site waste recycling	Increase office waste recycling	Developing technologies enabling circularity
OUR WORKFORCE S1		Increase employment Boost professional growth Promote a culture of safety Promote diversity	
SUPPLY CHAIN S2	Increase employment Promote a culture of safety Protect human rights		
AFFECTED COMMUNITIES S3	In-Country Value	CSR initiatives	FONDAZIONE MAIRE — Educational activities
BUSINESS BEHAVIOUR G1	Vendors ESG screening and code of conduct	Anti-corruption training	Anti-corruption training

The tables on the following pages summarize the main impacts, risks and opportunities (IRO) identified in the DMA and their materiality according to stakeholder feedback, indicating, in relation to the European Sustainability Reporting Standards (ESRS), the corresponding ESRS Topics and Sub-topics. For example, for ESRS E1 Climate Change, the Sub-topics are "Climate Change Mitigation", "Climate Change Adaptation", and "Energy".

The IROs are described briefly, and indications are given on whether they concern direct (D) operations or indirect (I), value chain operations. For impacts, indications are given on whether they are positive (+), negative (-), actual (A), or potential (P). More information on each material IRO and their management are detailed in the topic sections of the ESRS.

The DMA considered inherent impacts, although the assessment of the materiality of impacts also took into account actions integral to MAIRE's management and governance models, while risks were analyzed in consideration of the prevention and mitigation measures adopted by MAIRE in line with Enterprise Risk Management assessments.

Figure 6 Impacts, risks and opportunities of the IE&CS value chain

ESRS	Sub-(sub)-topic	Name	IRO	+/-	A/P	Phases of the value chain	Materiality level	Stakeholders
E1 Climate change	Climate change mitigation and adaptation	GHG emission reduction: significant contribution to the mitigation of climate change effects by expanding the technology portfolio.	I	+	A	1.1, D	Material	Environment, investors, lenders, clients
		Increased GHG emissions: increased emissions from material procurement and plant operation	I	-	A	1.3, 1.5, 1.6, 1.8, 1.9, D, I	Material	Environment, clients, suppliers
		Sustainable investment opportunities: opportunities to engage investors interested in climate change mitigation	O	+		1.1	Material	Investors and lenders
		Energy transition opportunities: implementation of low CO_2 emission projects	O	+		1.1	Material	Investors and lenders, clients
		Risk of delays: weather problems could cause delays and additional costs in logistics services.	R	-		1.3	Not material	Clients, investors and lenders
		Risk of non-compliance: contractual problems and sanctions for projects that are not aligned with decarbonization targets.	R	-		1.5,1.6	Not material	Clients
	Energy	Energy consumption: energy depletion due to Maire's direct and indirect operations.	I	-	P	1.3, D, I	Material	Environment, clients, suppliers
E2 Pollution	Pollution (Pollution of air, water, soil, and substances of concern)	Pollution of air, water, soil: contribution to pollution outside the Group's scope of operations.	I	-	A	1.3, 1.8, I	Material	Environment, local communities near offices and project sites
		Risk of non-compliance: non-compliance with pollution regulations and increased costs for potential fines.	R	-		1.3,1.5,1.6	Not material	Clients, local communities near offices and project sites
E3 Water and marine resources	Water (Water consumption Water withdrawals)	Water consumption: contribution to water depletion in plant construction processes.	I	-	A, P	1.3, 1.5, 1.6, D, I	Material	Environment, local communities near offices and project sites
		Water scarcity risk: mapped at the PRM level.	R	-		1.3	Not material	Clients
E4 Biodiversity and ecosystems	Direct impact drivers of biodiversity loss; Impacts on the extent and condition of ecosystems. (Land-use change, fresh water-use change and sea-use change and species population size)	Biodiversity: Damage to biodiversity and ecosystems due to material procurement and plant decommissioning.	I	-	A	1.5, 1.6, D	Material	Environment, local communities near offices and project sites
		Risk associated with the loss of biodiversity: mapped at PRM level	R	-		1.3,1.5,1.6,1.9	Not material	Environment, clients
E5 Resource use and circular economy	Waste	Waste disposal: waste generation in offices and during construction activities.	I	-	A	1.3, 1.5, 1.6, 1.7, 1.8, 1.9, D, I	Material	Environment, local communities near offices and project sites
		Risk of environmental hazards: mismanaged decommissioning and financial sanctions.	R	-		1.5,1.6	Not material	Clients
	Resource inflows, including resource use	Resource use: contribution to excessive resource depletion during extraction of materials from suppliers.	I	-	A	1.3, I	Material	Environment, local communities near offices and project sites
		Risk of additional costs: increased costs or unavailability of raw materials, affecting business continuity and generating additional costs.	R	-		1.3	Not material	Clients and suppliers
	Resource outflows related to products and services	Promotion of the circular economy: contribution to the circular economy with technologies that promote recycled materials.	I	+	A	1.1, D	Material	Environment, clients, suppliers, academia
		Opportunities to attract investors: interested in technologies that contribute to the circular economy.	O	+		1.1	Material	Investors and lenders

Continued

ESRS	Sub-(sub)-topic	Name	IRO	+/-	A/P	Phases of the value chain	Materiality level	Stakeholders
S1 Own workforce	Equal treatment and opportunities for all (Diversity) (Training and skills development)	Inclusiveness: potential lack of inclusiveness in a multicultural workforce, which encompasses differing ages, genders, religions and ethnicities.	I	-	P	1.1, 1.4, 1.5, 1.6, D	Material	Employees, subcontractor workers
		Promoting diversity: Developing diversity, equity and inclusion by spreading Group values and promoting DE&I initiatives.	I	+	A	1.1, D	Material	Employees, subcontractor workers, academia
		Support for professional growth: employee career growth through targeted educational initiatives.	I	+	A	1.1, D	Material	Employees
		Opportunities for competitive advantage: internal development of new sustainability skills/know-how	O	+		1.1	Material	Employees, clients
	Working conditions (Health and safety)	Exposure to health and safety incidents: potential work-related injuries and accidents for employees.	I	-	A	1.5, 1.6, D	Material	Employees, subcontractor workers
		Risk of injury and accidents: possibility of injury and accidents resulting in physical harm.	R	-		1.5,1.6	Not material	Employees, subcontractor workers
	Other work-related rights (Employee privacy)	Exposure of employee privacy: potential cyber attacks on systems.	I	-	P	1.1, D	Not material	Employees
		Risk of failure to protect data: failure to protect employees' personal data.	R	-		1.1	Not material	Employees
	Working conditions (Collective bargaining)	Collective bargaining agreements: potential violation of local labor laws for employees.	I	-	P	1.5, 1.6, D	Not material	Employees
S2 Workers in the value chain	Working conditions (Health and safety)	Exposure to health and safety incidents: potential health and safety incidents for workers along the value chain.	I	-	A	1.4, 1.8, I	Material	Subcontractor workers
		Risk of injury and accidents: possibility of injury and accidents resulting in physical harm.	R	-		1.4,1.7	Not material	Subcontractor workers
	Working conditions (Forced labor Child labor Working time)	Human rights violations: workers in the value chain may experience exploitation, such as forced or child labor.	I	-	P	1.3, I	Material	Subcontractor workers
		Risk of additional costs and reputational damage: possibility of incurring additional costs and reputational damage for human and labor rights violations in the PRM.	R	-		1.4,1.7	Not material	Clients
	Working conditions (Collective bargaining)	Violation of collective bargaining agreements: possible violations concerning employee conditions, including wages and the right to organize into associations.	I	-	P	1.4, I	Not material	Subcontractor workers
	Working conditions (Secure employment)	Create indirect employment opportunities: indirect employment opportunities through contracts awarded to suppliers and subcontractors.	I	+	A	1.2, I	Material	Subcontractor workers, local communities near offices and project sites
S3 Affected communities	Communities' economic, social and cultural rights (Land-related impacts)	Support for local communities: Promoting socioeconomic progress in the communities in which MAIRE operates through social projects and local recruitment.	I	+	A	1.1, 1.5, 1.6, D	Material	Local communities near offices and project sites
		Opportunities for competitive advantage: opportunities for competitive advantage by optimizing the ICV strategy at the regional level.	O	+		1.1, 1.5, 1.6, D	Material	Local communities near offices and project sites
	Communities' economic, social and cultural rights (Security-related impacts)	Exposure to violation of social rights: local communities may experience violations of social and human rights in relation to construction activities.	I	-	P	1.5, 1.6, I	Not material	Local communities near offices and project sites
		Risk of contractual violations: supplier failure to comply with contractual principles.	R	-		1.5, 1.6, I	Not material	Local communities near offices and project sites
G1 Business conduct	Management of relationships with suppliers including payment practices	Improving supplier ESG performance: Optimizing supplier environmental and social performance by integrating ESG assessments into the selection process.	I	+	A	1.2, I	Material	Suppliers
		Strategic partnerships: collaborations with suppliers and subcontractors aligned on environmental and climate risk issues that could generate competitive and reputational advantages for the Group.	O	+		1.2, I	Not material	Clients, suppliers
	Business conduct, protection of whistleblowers, bribery and corruption	Increased ethical integrity: strengthening stakeholder trust and reputation through anti-corruption training and promotion of an ethical culture.	I	+	P	1.2, I	Material	Suppliers and clients
		Corruption risk: potential violations of the Code of Ethics and Corporate Integrity Policy.	R	-		1.5, 1.6, I	Not material	Suppliers, clients, local communities near offices and project sites

Figure 7 Impacts, risks and opportunities of the STS value chain

ESRS	Sub-(sub)-topic	Name	IRO	+/-	A/P	Phases of the value chain	Materiality level	Stakeholders
E1 Climate change	Climate change mitigation and adaptation	**GHG emission reduction: significant contribution to the mitigation of climate change effects by expanding the technology portfolio.**	I	+	A	2.2, D	Material	Environment, investors and lenders, clients, academia
		Sustainable investment opportunities: opportunities to engage investors interested in climate change mitigation	O	+		2.2	Material	Investors and lenders
		Energy transition opportunities: implementation of low CO_2 emission projects	O	+		2.2	Material	Investors and lenders, clients
		Risk of delays: weather problems could cause delays and additional costs in logistics services.	R	-		2.2	Material	Clients, investors and lenders
E5 Circular economy	Resource outflows related to products and services	**Promotion of the circular economy: contribution to the circular economy with technologies that promote recycled materials.**	I	+	A	2.2, D	Material	Environment, clients, academia
S1 Own workforce	Equal treatment and opportunities for all (Diversity) (Training and skills development)	**Inclusiveness: potential lack of inclusiveness in a multicultural workforce, which encompasses differing ages, genders, religions and ethnicities.**	I	-	P	2.2, D	Material	Employees
		Support for professional growth: employee career growth through targeted educational initiatives.	I	+	A	2.2, D	Material	Employees
		Opportunities for competitive advantage: internal development of new sustainability skills/know-how	O	+		2.2	Material	Employees
	Working conditions (Collective bargaining)	**Collective bargaining agreements: potential violation of local labor laws for employees.**	I	-	P	2.2, D	Not material	Employees
S3 Affected communities	Communities' economic, social and cultural rights (Land-related impacts)	**Support for local communities: Promoting socioeconomic progress in the communities in which MAIRE operates through social projects and local recruitment.**	I	+	A	2.2, D	Material	Local communities near offices and project sites

Figure 9 Impacts, risks and opportunities of the MyReplast Industries value chain

ESRS	Sub-topic	Name	IRO	+/-	A/P	Phases of the value chain	Materiality level	Stakeholders
E1 Climate change	Climate change adaptation and mitigation	Increased GHG emissions: increased emissions from material procurement and plant operation	I	-	A	3.2, 3.4, 3.5, D, I	Material	Environment
	Energy	Energy consumption: energy depletion due to Maire's direct and indirect operations.	I	-	P	3.2, 3.4, 3.5, D, I	Material	Environment
E2 Pollution	Microplastics	Reduction of microplastic pollution: development of technologies for depolymerization, recycling and production of biodegradable plastics.	I	+	A	3.1, I	Material	Environment, clients
		Business opportunities: licensing of technologies for depolymerization, recycling and production of biodegradable plastics.	O	+		3.1	Material	Clients
E5 Circular economy	Waste	Waste disposal: waste generation in offices and during construction activities.	I	-	A	3.2, 3.4, 3.5, D, I	Material	Environment, local communities near offices and project sites
		Waste reduction: decrease in plastic waste to landfills and the environment.	I	+	A	3.1, I	Material	Environment, local communities near offices and project sites
		Opportunities in the circular economy sector: licensing technologies for upcycling and depolymerizing plastics, improving their recyclability.	O	+		3.1	Material	Clients, investors and lenders
		Opportunities to attract investors: interested in technologies that contribute to the circular economy.	O	+		3.2	Material	Clients, investors and lenders
S1 Own workforce	Equal treatment and opportunities for all (Diversity) (Training and skills development)	Inclusiveness: potential lack of inclusiveness in a multicultural workforce, which encompasses differing ages, genders, religions and ethnicities.	I	-	P	3.2, 3.4, D	Material	Employees
		Support for professional growth: employee career growth through targeted educational initiatives.	I	+	A	3.2, D	Material	Employees
		Opportunities for competitive advantage: internal development of new sustainability skills/know-how	O	+		3.2	Material	Employees
	Working conditions (Health and safety)	Exposure to health and safety incidents: potential work-related injuries and accidents for employees.	I	-	A	3.2, 3.4, D	Material	Employees
		Risk of injury and accidents: possibility of injury and accidents resulting in physical harm.	R	-		3.2, 3.4	Not material	Employees
	Working conditions (Collective bargaining)	Collective bargaining agreements: potential violation of local labor laws for employees.	I	-	P	3.2, 3.4, D	Not material	Employees
S2 Workers in the value chain	Working conditions (Health and safety)	Exposure to health and safety incidents: potential health and safety incidents for workers along the value chain.	I	-	A	3.1, 3.5, I	Material	Subcontractor workers
	Working conditions (Collective bargaining)	Violation of collective bargaining agreements: possible violations concerning employee conditions, including wages and the right to organize into associations.	I	-	P	3.5, I	Not material	Subcontractor workers

Figure 10 Impacts, risks and opportunities of the Fondazione MAIRE value chain

ESRS	Sub-(sub)-topic	Name	IRO	+/-	A/P	Phases of the value chain	Materiality level	Stakeholders
S3 Affected communities	Land-related impacts	Support for local communities: Promoting the socioeconomic progress of the local communities in which the MAIRE Foundation operates through social projects.	I	+	E	Fondazione MAIRE activities on all three value chains at the downstream level.	Material	Local communities near offices and project sites

Key:
I: *impacts,* ***R:*** *risks,* ***O:*** *opportunities,* ***-:*** *negative,* ***+:*** *positive,* ***A:*** *actual,* ***P:*** *potential,* ***D:*** *direct operations,* ***I:*** *indirect operations,* ***1.1,1.2 ecc.:*** *correspond to the different stages of the value chain*

Information on current and expected effects of the impacts, risks and material opportunities on the Group and its responses to them are indicated in the IRO sections corresponding to the relevant ESRS. These sections detail materiality analyses and mitigation actions and adaptation strategies to manage risks and seize material opportunities.

Regarding the current financial effects related to opportunities, a significant portion of the Group's 2024 revenues (approximately Euro 2 billion) is attributable to energy transition projects associated with E1. Of this, the majority is attributable to the Hail & Ghasha project (more information in this regards is provided in the section "Projects in progress"). No significant financial effects related to risks were identified for the reporting period. It is noted that the analysis considered the materiality thresholds used in the ERM (Enterprise Risk Management) system.

Expected financial effects are omitted for the first reporting year.

The resilience of the Group's business to potential negative impacts and risks is shaped by the broader geopolitical framework influencing the development of energy transition technologies and projects, in addition to effective collaboration across the value chain to achieve its business and sustainability goals. As MAIRE continues to monitor developments and adapt as needed, the Company's asset-light strategy and business model have proven to be resilient, capable of addressing challenges and seizing opportunities related to the energy transition.

CHANGES IN MATERIALITY COMPARED TO THE PREVIOUS REPORTING PERIOD

This year, MAIRE identified material impacts related to biodiversity and pollution, which had not been identified as material in 2023. This is attributable to a refinement of the materiality assessment methodology, which had previously had an impact focus, to the increasing attention paid by stakeholders to these topics, and to an in-depth analysis of interconnections between environmental impacts and corporate strategy. Furthermore, an improvement in risk analyses, including those related to climate change within the Task Force on Climate-Related Financial Disclosures (TCFD) analysis framework on climatic risks and opportunities, made it possible to evaluate more precisely the materiality of these impacts along the value chain.

Description of the processes to identify and assess material impacts, risks and opportunities

ESRS 2, IRO-1

As part of the Double Materiality Assessment ("DMA") and in accordance with the Corporate Sustainability Reporting Directive (CSRD) and European Financial Reporting Advisory Group (EFRAG) guidelines, MAIRE has developed an impact, risk and opportunity analysis methodology with different stages and the key features described below.

The impact, risk and opportunity identification and assessment process is an integral part of the company Risk Management System. On the one hand, this process seeks to identify risks that may have a negative impact on strategic and management objectives, assessing them in economic, operational continuity, organizational, human capital and corporate image and reputational terms. Once active risks are identified, MAIRE adopts a control strategy, defining specific mitigation actions to minimize the likelihood of their occurrence and/or related impacts.

On the other hand, the materiality assessment methodology provides for the identification of the most significant impacts on the environment and people, followed by an evaluation based on quantitative materiality thresholds.

DOUBLE MATERIALITY ASSESSMENT PROCESS

The goal of the DMA is to identify, assess and prioritize the most relevant sustainability matters for the organization and its stakeholders, in order to develop a Sustainability Statement that is representative of the main environmental, social and governance impacts, risks and opportunities (IRO) and related issues. The EFRAG IG1 Implementation Guidance was used to set up the methodology behind the DMA.

The analysis was therefore structured to assess and update the company's sustainability strategy, in order to proactively manage the issues of greatest importance for MAIRE Group and its stakeholders. The process qualitatively took into account feedback collected during the Stakeholder Engagement exercise involving representatives of all the main categories of stakeholders, including external stakeholders, employees and company management, the results of which were shared with relevant internal committees and MAIRE's Board of Directors.

The DMA process carried out in 2024 was articulated in several stages, involving all relevant functions transversally identified as relevant to the topics of sustainability under analysis. Each stage of the process was subjected to numerous validation steps, involving the Internal Sustainability Committee (ISC), the Control, Risk and Sustainability Committee (CRSC), and the MAIRE Group Board of Directors. This rigorous approach ensures the transparency and reliability of the Sustainability Statement while guaranteeing a careful evaluation and validation of all information. Additionally, MAIRE engaged a third party to conduct the interviews, which were carried out in the presence of MAIRE's dedicated working group to ensure impartiality.

The DMA was conducted in accordance with the ESRS, considering both impacts on people and the environment (i.e., impact materiality) and sustainability risk and opportunity impacts on economic and financial value (i.e., financial materiality).

In accordance with the ESRS, sustainability issues were identified as material if they were considered as such from an impact, financial or both impact and financial perspective. Impact materiality concerns both positive and negative and current and potential effects on people or the environment, considering the value chain both upstream and downstream. Financial materiality instead refers to risks and opportunities that can influence financial positioning, economic performance, cash flows, or short-, medium- or long-term capital costs, including outside of the consolidation scope.

The IRO identification process is divided into five main stages, as described below:

1. Definition of timings and work flows;
2. Identification and updating of the IROs;
3. Stakeholder engagement (described in the "Interests and views of stakeholders" section);
4. Assessment and prioritization of the IROs;
5. Approval of the DMA.

1) DEFINITION OF TIMINGS AND WORK FLOWS

MAIRE has defined an internal procedure to govern the internal DMA process which sets out the timings and work flows for each sub-stage. The Sustainability Reporting, Performance and Disclosure department is responsible for the analysis methodology, and for planning and coordinating the entire process.

2) IDENTIFICATION AND UPDATING OF THE IMPACTS, RISKS AND OPPORTUNITIES

For the first Sustainability Statement, the Double Materiality Assessment methodology used in the previous reporting periods, mainly oriented to the impact perspective and the involvement of stakeholders, was updated and expanded, in full compliance with the CSRD Directive. This made it possible to guarantee a more in-depth and relevant mapping specific to the business, and a more complete representation of dynamics along the entire value chain.

The value chains reflect the most significant operations and sectors in which MAIRE operates. Specifically, IE&CS is the most relevant division within the Group, contributing to over 90% of the Group's total revenue. Activities related to constructing new production plants and the operational phase of these plants are considered the most relevant from an environmental and social perspective. The IE&CS value chain begins with plant design and ends with the dismantling of structures at the end of their life, including all upstream and downstream construction and plant use activities.

Two further MAIRE value chains were identified and analyzed independently due to their different technical and sustainability specificities: the Sustainable Technology Solutions (STS) BU; and the MyReplast Industries BU, responsible for the upcycling plant located in Bedizzole (Italy). This approach reflects MAIRE's aim to not ignore IROs related to group activities that are less relevant from a purely economic perspective but just as relevant from social and environmental perspectives.

As for MyReplast Industries, the value chain begins with the collection of plastic waste and ends with the use of plastic granules recycled by the MAIRE client, excluding the use phase of the final products manufactured by clients.

For STS, all the IROs identified in the "Innovation & Technology Assessment" stage took into consideration "Engineering and Design Support", since these office activities are similar in terms of environmental and social matters. The decommissioning phase was only considered for IE&CS, as it is not relevant for MyReplast Industries and STS.

As for the MyReplast Industries system, for the purpose of this analysis, the value chain begins with the collection of plastic waste and ends with the use of plastic granules recycled by the MAIRE client. Therefore, the use of the final products manufactured by MAIRE'S clients is excluded from the analysis.

In order to more precisely identify the stages of the value chains, it was decided to focus exclusively on the value chains of the systems, therefore excluding the life cycle of products once they leave the operational plants. The reason for this exclusion is based on the GHG Protocol and the application of methodological guidelines, according to which MAIRE does not include emissions from constructed plants in its reporting metrics. This is because these emissions do not fall under Scope 3.11 Use of sold products, as the Company does not sell the plants but rather provides integrated engineering and construction services for them. For the sole purpose of taking into account the extended value chain, as required by the ESRS and in addition to that required by the GHG Protocol, as part of its DMA, MAIRE has also taken into account the end-of-life of production facilities, which therefore represent the main downstream of the Group's operating activities.

For more information see the section "Accounting Policy - Scope 1, 2 and 3".

In addition, the activities of the Fondazione MAIRE - ETS were also analyzed, to which the Group annually allocates funds to support its charitable initiatives aimed mainly at local communities.

Regarding the positioning of IROs along the value chain, MAIRE developed a dedicated analysis for each of the three identified value chains, due to the specificities of their activities. These analyses were subsequently consolidated in a unified result, in order to report material topics for the entire Group in aggregate form[10].

The Company conducted benchmark and market analysis to define its value chain, considering peers, competitors, market trends and relevant regulations. These analyses led to the drafting of a preliminary list of IROs, which was further refined through an internal document review. This analysis led to the identification of a long-list of positive and negative and actual and potential impacts and of sustainability-related risks and opportunities.

3) RESULTS OF STAKEHOLDER ENGAGEMENT

The Company has adopted various methods to effectively engage its internal and external stakeholders, as described in the "Interests and views of stakeholders" section. Internal stakeholders (employees) received a questionnaire to assess material impacts, allowing them to evaluate the materiality of each impact and submit comments, proposals, ideas or questions. In 2024, 1,605 employees completed the questionnaire.

For external stakeholders (value chain), representative stakeholders were selected for each category, and interviews were conducted with each of them. In 2024, 22 interviews were conducted with external stakeholders.

Among the key areas of interest identified as part of employee engagement, the circular economy emerged as a priority, with a strong focus on the development of plastic recycling technologies, the reduction of industrial waste and the use of recycled materials in production processes. Stakeholders also stressed the importance of collaborating on circular economy projects, with the goal of fostering a transition to a more sustainable production model.

Climate change and decarbonization were also identified as key areas, with stakeholders emphasizing the need to develop innovative technologies to reduce CO_2 emissions. Particular interest was expressed in low-carbon technologies, including green hydrogen, biofuels and low-carbon fertilizers, in addition to the decarbonization plan, which seeks to achieve carbon neutrality.

Sustainable water resource management was identified as a priority, particularly in water-stressed regions. Stakeholders highlighted the importance of solutions to reduce water consumption in corporate operations, and to promote recycling and efficient water resource management.

On a social level, inclusiveness and diversity emerged as themes of growing interest. In particular, the importance of promoting gender equality and the representation of minorities within the organization was underlined, in addition to the development of initiatives to encourage women in the Science, Technology, Engineering and Math (STEM) sector, and to support the professional growth of all employees.

Finally, the importance of the collaboration and involvement of stakeholders as essential elements for the success of sustainability strategies was reiterated. Stakeholders highlighted the need to work with suppliers to improve sustainability through training and awareness programs and the adoption of new technologies and sustainable practices along the entire value chain.

The feedback collected during the Stakeholder Engagement exercise confirmed the strategic materiality of initiatives already launched by MAIRE, and highlighted further areas for development and improvement.

Through stakeholder engagement activities conducted in 2024, MAIRE gathered views and recommendations from **internal stakeholders**, who recognized the Group's commitment to sustainability and highlighted its positive impact. At the same time, a few points of reflection emerged, including the cost of the sustainability journey and challenges encountered in supplier selection processes. Against this backdrop, stakeholders highlighted the need to strengthen awareness-raising and communication strategies to increase employee engagement and understanding of social and environmental initiatives. There was also broad support for innovation, research and cooperation with stakeholders, with the goal of maximizing the effectiveness of sustainability strategies. Stakeholders also stressed the importance of a continuous improvement approach by adopting transparent reporting and monitoring systems to ensure accurate progress analysis and identify potential areas for improvement. The recommendations gathered during the stakeholder engagement process confirmed the strategic significance of MAIRE's initiatives and highlighted further room for development. Specifically, there was strong support for investment in green

10 This approach is in accordance with the requirements of ESRS 1, Paragraph 3.7 "Level of disaggregation", which requires the company disaggregate the reported information "by significant site or by significant asset, when material impacts, risks and opportunities are highly dependent on a specific location or asset.".

technologies and innovation, with a specific focus on the research and development of solutions to overcome current roadblocks and foster better scalability and economic efficiency of energy transition technologies. Further areas for potential action include the strengthening of collaboration with clients, suppliers and local communities, with the goal of promoting the adoption of sustainable practices across the entire value chain. MAIRE confirms its commitment to adopting a structured reporting and monitoring system, accompanied by clear targets and regular updates, ensuring maximum transparency and continuous improvement of sustainability strategies.

4) ASSESSMENT AND PRIORITIZATION OF IMPACTS, RISKS AND OPPORTUNITIES

The assessment of the materiality of impacts, risks and opportunities was conducted using a quantitative, evidence-based and data-driven approach.

The DMA was based on internal documentary evidence, quantifying the materiality of impacts, risks and opportunities on specific numerical scales, and, in the case of risks and opportunities, on the economic quantitative analysis already elaborated internally by the Enterprise Risk Management (ERM) department.

The impact and financial materiality assessment was developed with the integration of all processes already consolidated within the Group: impacts were extrapolated from the ordinary management of the social and environmental aspects of MAIRE projects, and from the various certifications and assessments that, for example, form part of the projects carried out by the IE&CS business unit; risks were identified in Enterprise Resource Management (ERM), Project Risk Management (PRM), specific risk analyses for individual projects, and the results of climatic risk analyses as part of the Task Force on Climate-Related Financial Disclosures (TCFD) project; opportunities were identified in the 10-Year Strategic Plan and assessments carried out by the Group in strategic planning processes.

The materiality of each **impact** was evaluated based on the criteria of **severity** and **likelihood**, as defined by the ESRS. Severity is, in turn, defined by the **scale**, **scope**, and **irremediable character of the impact** (taken into consideration exclusively for negative impacts). The impacts were identified as positive or negative and actual or potential. The same categories were used for positive impacts, excluding irremediable nature, which was only considered for negative impacts.

Both actual and potential impacts were assessed using a gross approach, that is, the materiality of these impacts, based on their scale, scope, likelihood, and irremediable nature, was assessed without considering mitigation actions, in accordance with the response to FAQ23 of Implementation Guidance IG1.

Impacts were deemed as material according to internally established materiality thresholds. The thresholds were defined on the basis of materiality, obtained from the product of severity and likelihood, corresponding to approximately a third of the maximum materiality value.

As for financial materiality, risks were identified in Enterprise Risk Management (ERM), Task Force on Climate-Related Financial Disclosures (TCFD), Project Risk Management (PRM) and Risk Assessments at project level, while opportunities were identified in the MAIRE 10-Year Strategic Plan and TCFD analyses. In order to verify the alignment of these processes to the ESRS, the risks and opportunities were identified on the basis of the drivers indicated by the standards, that is, impacts, dependencies, and sustainability strategies. All the risks and opportunities in question were selected to reflect sustainability matters inevitably integrated within the DMA process. In this way, it was possible to confirm that all the significant risks and opportunities deriving from these drivers were already integrated and consolidated within business processes.

As for the assessment process, the **risks** and **opportunities** were assessed using MAIRE's **ERM** assessment scale, in order to standardize the assessment of all risks and opportunities across the entire corporate panorama. This assessment was carried out using a net approach, in accordance with the ERM assessment methodology. Therefore, the significance, obtained from the product of **financial magnitude** and **likelihood**, was assessed considering mitigation and prevention actions provided for by the ERM department. A likelihood of occurrence was assigned to each risk and opportunity and a financial magnitude assessed based on EBITDA.

The materiality threshold of risks and opportunities was defined internally on the basis of the product of the financial magnitude and likelihood, corresponding to approximately a third of the maximum significance value.

The assessment process was supported by adequate documentation and analysis of specific environmental and social impacts, current and planned financial effects relating to risks and opportunities, benchmark analyses, etc.

In accordance with Legislative Decree No. 125/2024, the company makes sure workers' representatives are well-informed and involved in sustainability activities. As part of the DMA process, workers' representatives at the key Italian and European companies were therefore involved in structured dialogue with a view to sharing relevant information, exploring issues of their interest, and collecting feedback to support the process and to plan sustainability activities. The results of this dialogue with workers' representatives were then presented to the Board of Directors.

5) APPROVAL OF THE DMA

The DMA results, including the list of material sustainability matters and IRO analyses, were presented to the Internal Sustainability Committee, and, for review and evaluation, to the Control, Risk and Sustainability Committee. The DMA results were then presented to the Board of Directors for final review and approval.

A detailed description of the material IROs and related sustainability matters in MAIRE's activities and value chains is provided in the section entitled *Disclosure Requirement related to SMB-3 Material impacts, risks and opportunities and their interaction with strategy and business model*.

The process developed by the Company, structured to guarantee its reliability and consistency, is based on the CSRD guidelines and the ESRS standards. MAIRE has adopted a standardized methodological framework, formalized in internal procedures, ensuring a traceable and verifiable approach, with transparent documentation to support internal audits and periodic reviews. Additionally, it includes the structured engagement of internal and external stakeholders to ensure reliable data and a comprehensive overview of IROs, in addition to integration in business processes, aligning the management of IROs to sustainability strategies and risk management systems.

INTERNAL CONTROLS AND GOVERNANCE OF THE DMA PROCESS

The identification, assessment and updating of the IROs is supervised by the Sustainability Reporting, Performance and Disclosure Group, Sustainability & Corporate Advocacy, Risk and Insurance Management Group and Planning and Control Group functions.

The decision-making process envisages several levels of involvement and control:

1. **Examination and assessment** by the functions responsible for processes relating to the analyzed sustainability topics.
2. **Internal review** by the **Internal Sustainability Committee,** which verifies the consistency of the analysis and methodologies used.
3. **Evaluation by the Control, Risk and Sustainability Committee,** with a focus on impacts for business management, and consistency with corporate strategies.
4. Final Board of Directors approval.

Furthermore, in 2024, MAIRE established an internal control system for sustainability reporting, and integrated it into the financial control system, in order to guarantee greater transparency and the robustness of the process in its entirety.

ENTERPRISE RISK MANAGEMENT AND FINANCIAL MATERIALITY

MAIRE's process to identify, assess, and manage impacts and risks is closely linked with the Group's Enterprise Risk Management (ERM) system: ERM not only contributes to the identification and assessment of risks, but also provides a methodological reference to ensure a consistent and structured approach. The Group ERM system represents a multidisciplinary process covering all types of risk, including dependencies and impacts identified through the principle of double materiality.

The identification and assessment of opportunities were supported by climatic scenario analyses, which made it possible to assess the impacts of different energy transition trajectories on the Group's business. These analyses, carried out in the context of the Task Force on Climate-Related Disclosures (TCFD) analysis, made it possible to identify key opportunities relating to decarbonization, technological innovation, and new sustainable business models.

Although the quantification of opportunities may be complex, the integration of sustainability into MAIRE's business model has made it possible to carry out a structured mapping of opportunities. MAIRE's 10-Year Strategic Plan and the results of the TCFD analysis were used as the main reference tools for identifying and developing ways to leverage these opportunities. All the assessments of risks and opportunities were reconciled with existing Enterprise Risk Management scales, guaranteeing alignment with the ESRS framework for social, environmental and governance aspects.

This approach ensures that the analysis of IROs is fully integrated into the general management of corporate risks, supports the strategic decision-making process, and guarantees transparency and methodological robustness.

Furthermore, the results of the IRO analyses are used for risk assessments in the context of the ERM process, ensuring an integrated approach between the most material sustainability areas and overall corporate risk management.

The results of the DMA are then used to update the sustainability strategy, in line with MAIRE's Strategic Plan.

DMA SOURCES

The assessment of the materiality of impacts, risks and opportunities was carried out on the basis of a collection of documentary evidence, interviews with internal and external stakeholders, and the quantification of the materiality of IROs using specific, internally defined numerical scales.

The main input parameters used by MAIRE to conduct the DMA include the ERM, TCFD analysis, the PRM, MAIRE's 10-Year Strategic Plan, social and environmental impact assessments of MAIRE's key projects, the 2023 non-financial reports of competitors and peers, legislative context analysis and industry reports such as the MSCI materiality map, the CDC, the World Energy Outlook and SASB and the SA8000 Audit Report.

These sources were used to identify and assess the IROs for all three of the value chains considered in the DMA.

Table of contents and ESRS datapoints deriving from other EU regulations

ESRS 2, IRO-2

The Table attached to this Sustainability Statement lists all ESRS disclosure requirements as per ESRS 2 in the nine ESRS topics relevant for the MAIRE Group, which guided the preparation of the Sustainability Statement. The content index identifies the information relating to specific ESRS disclosure requirements, or to entity-specific metrics, and indicates where these are reported. In addition, the Company reports certain entity-specific items, as detailed in the "Disclosures in relation to specific circumstances" section.

In addition, the Table includes datapoints deriving from other EU regulations, as listed in the ESRS 2, Appendix B, and give indications on where these datapoints are included in the Sustainability Statement, and on whether they have been assessed as "material" (M), "not material" (NM), "not reported" (NR), or "not applicable" (NA).

20.2. Environment

E1 - Climate Change

Transition plan for climate change mitigation

ESRS E1, E1-1

In 2022, the MAIRE Group set up the "Met Zero Plan", which includes carbon neutrality targets. The Group aims to achieve carbon neutrality for Scope 1 and 2 emissions by 2029 and for Scope 3 emissions by 2050.

It is noted that the current plan is not yet fully compliant with CSRD provisions on transition plans. In 2025, MAIRE intends to introduce a transition plan to reduce greenhouse gas emissions based on scientific criteria. This will further increase the compatibility of the Met Zero Plan with the goal of limiting global warming to below 2°C, as stipulated in the Paris Agreement.

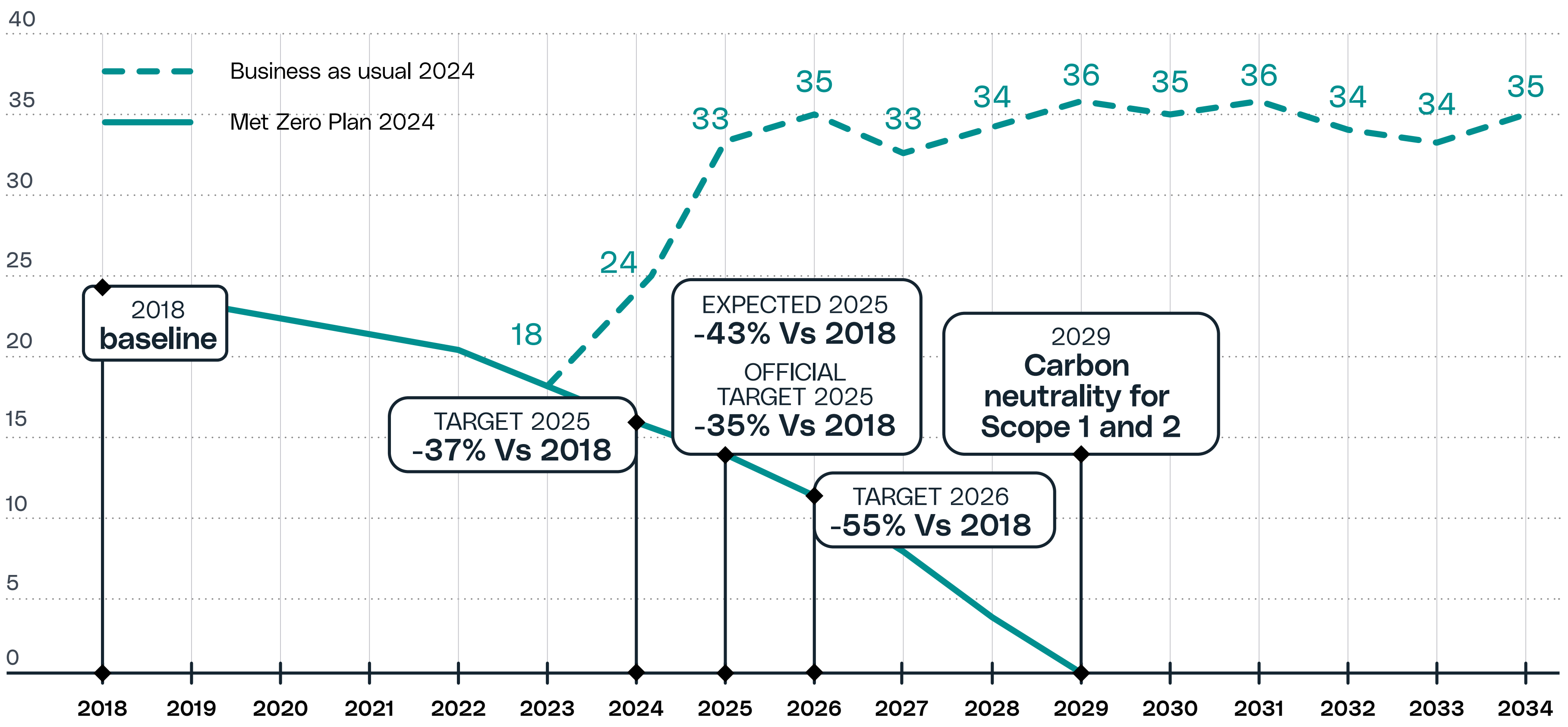
The methodology compares business-as-usual projections with Met Zero projections, ensuring that the company's action allows it to achieve full GHG emission neutrality by 2050, in line with the targets of the Paris Agreement.

To achieve its defined objectives, the Group is committed to reducing emissions from activities at its offices and its project construction sites, and to reducing supply chain emissions.

In addition, the MAIRE Group plays a role as an enabler of decarbonization internationally, with respect to various industrial supply chains, as a developer of energy transition technologies related to the production of alternative, sustainable, low-carbon fuels; low-carbon hydrogen production; low-carbon fertilizer production; and more.

MAIRE GROUP – CO_2 EMISSIONS (2018-2034)

SCOPE 1 AND 2 CO_2 EMISSIONS (Kt CO_2eq)



2025
- 2025 target already achieved in 2024 with a -37% reduction
- Expected reduction of -43% by 2025, 8% higher than initial target

Emission reduction initiatives
- Energy Management System
- Green Energy Procurement
- Energy Efficiency Digital Solutions
- Renewable Energy at construction sites

From a downstream perspective, as an engineering and technology company aspiring to become a global leader in the energy transition, the Group is committed to expanding its portfolio of technologies from non-fossil sources, developing the provision of energy transition technologies, and applying a methodology for calculating emission savings, on the technologies in its portfolio, in order to measure the actual effectiveness of its activities with positive impacts. In addition, numerous initiatives are already underway to increase the energy efficiency of the plants the Company builds for its clients, and reduce the carbon footprint of the traditional technologies that are used. The Group is actively developing technological solutions and forging partnerships to support the circular economy, green chemistry, low-emission hydrogen and decarbonization services, including CO_2 capture to be offered to its clients and partners, such as the development and licensing of low-GHG emissions technologies.

The creation of partnerships in Europe, the Americas, India and the Middle East has led to agreements to build plants that, once operational, will contribute significantly to greenhouse gas reduction efforts. In addition, there is growing interest among clients to take measures to mitigate environmental impacts through process improvement and optimization of individual plant components.

Finally, in 2024 the Group developed a proprietary methodology, to estimate clients' emission savings. This was made possible by the energy efficiency technologies and solutions it offers. In addition, the Group continues to invest in the development and acquisition of proprietary technology solutions for the decarbonization of hard-to-abate emissions.

From an upstream perspective, the Group is setting up a series of collaborative agreements to work on joint workshops with key suppliers in its supply chain to improve the process of measuring Scope 3 emissions at Product level and possibly promote their reduction.

In terms of its own direct perimeter, the MAIRE Group is developing a plan to reduce Scope 1 and 2 emissions from offices and construction sites, which includes initiatives to improve energy efficiency, install photovoltaic systems at construction sites to cover at least 50% of energy needs, connect where possible to the electricity grid, reduce on-site travel and several other specific actions to reduce energy consumption.

Investments to achieve the target include energy efficiency measures at all Group locations, along with switching to renewable energy sources for both headquarters and construction sites, with the aim of reducing Scope 1 and 2 emissions. In addition, investments related to reducing Scope 3 emissions and estimated emissions saved through the MAIRE Group's technology are included in the Capex of the Met Zero Plan. The planned investments under the Met Zero Plan amount to approximately Euro 0.5 million in 2024 for office-related initiatives, around Euro 7 million in 2025, and approximately Euro 6 million per year for the following years, including actions to refine data and define emission reduction models for the upstream value chain. Investments planned for construction sites amount to approximately Euro 10 million for the 2025-2029 period.

The Met Zero Plan aligns with the assumptions of the business plan in identifying decarbonization-enabling technologies, which are considered in the 2024 reporting cycle, the 2025 targets and the 2034 outlook based on their commercial potential. These technologies can be adopted at industrial plants to reduce GHG emissions, decrease pollution and enhance circularity and the responsible use of resources. In addition, it includes a Scope 1 & 2 emission reduction plan, developed based on the estimated hours worked, in line with the business plan. Finally, the plan considers the calculation (estimation) of emissions generated by the supply chain (Scope 3), carried out on the basis of purchased and emission intensity, calculated using a "hybrid" weight-based methodology on which the relevant targets were defined.

The MET Zero Plan highlights the achievement of all defined interim targets: in terms of Scope 1 and Scope 2 emissions, in 2024 the MAIRE Group recorded a 37% reduction on the 2018 baseline, exceeding the target of 35% it set for 2025. As for Scope 3 emissions, the increase in procurement volume relating to the Hail & Ghasha megaproject in the UAE resulted in a doubling of total emissions to 4 million tons.

With reference to supply chain emissions (Purchased Goods and Services), which account for over 99% of total emissions, in 2024, the Group continued its strategic efforts to align suppliers and subcontractors with its 2050 decarbonization targets. In addition, in 2023, MAIRE published a Sustainability Financing Framework that introduced a hybrid calculation methodology to more accurately calculate emissions from specific clusters of purchased goods over which the Group has greater control, using an emission intensity indicator based on value added. For more details, please refer to the Sustainability Financing Framework available on the Company's official website. It is noted that the indicator introduced as part of the framework was based on the assumption that only some of the works related to the Hail & Ghasha megaproject in the UAE, awarded in October 2023, would be acquired. This assumption is reported annually against a target of reducing emission intensity by 9% by 2025 compared to the baseline year (2022). The value-added intensity indicator for 2024 is 0.53 tCO_2/k€, showing a 7% reduction in emission intensity related to purchased technology-based goods and services compared to the baseline year (2022).

For the purpose of reporting the achievement of the decarbonization target under the 2022-2024 LTI plan, the indicator for Scope 3 emissions (Business Travelling and Employee Commuting) and Scope 1 and Scope 2 emissions was 42,193 tCO_2, marking a 39.2% reduction from the 2018 baseline (69,425 tCO_2).

Regarding locked-in emissions, at present the Group's only owned asset is within the MyReplast Industries value chain. This technology focuses on recycling and upcycling plastic waste, ensuring high-quality and certified products. Emissions from the MyReplast recycling plant are factored into the Met Zero Plan and abated through green energy purchases.

Otherwise, the emissions from the plants built by the Group are not included as MAIRE has neither ownership nor control of the plants, and does not provide a "product" but rather a series of integrated services for materials procurement on behalf of the client, design and construction. Therefore, it is considered that there are no Scope 3 emissions arising from the procurement of materials for operating activities, as any purchases are made exclusively on behalf of the client.

It is noted that MAIRE is not excluded from the EU's Paris Aligned Benchmark (PAB), as specified in Article 12(1)(d)-(g) and Article 12(2) of Delegated Regulation (EU) 2020/1818.

EU TAXONOMY: Eligible and aligned activity analysis

MAIRE'S ACTIVITIES IN THE CONTEXT OF THE TAXONOMY

In 2024, MAIRE carried out a series of assessments of the eligibility and alignment of its activities, with a view to fulfilling the disclosure requirements established by the Disclosures Delegated Act and its amendments, included in the Environmental Delegated Act. This activity was carried out through a cross-cutting, synergistic project involving a permanent task force of over 70 members from both corporate departments and the main subsidiaries. The activity included internal training sessions, across all the companies involved, in order to standardize the approach to making the assessments. Meetings were held during the year with the divisions and internal departments of the Group to collect specific information on activities and projects related to the Taxonomy. Simultaneously, a permanent round table was launched with other sector companies in order to share best practices, methodologies and approaches to the Regulation. In addition, the Group Taxonomy Procedure was reviewed and updated to integrate essential regulatory updates for the timely and efficient gathering of data and documentation.

It is opportune to first add a comment on the results of the analyses carried out by the Group to identify which of its economic activities are environmentally sustainable as per the Taxonomy. The current regulatory framework mainly focuses on high CO_2 emissions sectors and other economic activities with the potential to allow the mitigation and adaptation of other sectors. However, this only marginally includes the activities of an Engineering, Procurement and Construction (EPC) general contractor in its traditional sector.

It follows that, at present, only a fraction of the plant design and construction activities carried out by the Group is recognized by the Taxonomy as making a substantial contribution to the six objectives. Conversely, the current Taxonomy regulatory framework includes, in its perimeter, production activities with high energy efficiency processes or limited or null environmental impacts carried out by clients for which the Group has designed plants.

Furthermore, MAIRE, as a general contractor, can reduce the environmental impacts of plants as a whole, or of some of their components, as shared interventions negotiated with its clients. This conditions the assessment of eligibility and alignment. Since the current Taxonomy framework only partially includes consultancy and engineering services in relation to the Climate Delegated Act, only some of the Group's economic activities are eligible.

Currently, only part of the economic activities related to natural gas fall within the category of eligible activities. Consequently, the gas treatment related activities carried out by the Integrated Engineering and Construction business unit, that is, the design and construction of natural gas treatment and transformation plants, also with carbon capture and storage systems, which represent an important component of group revenues, will be eligible only when the legislation extends the scope of application of the Taxonomy to these activities. However, in the context of own hydrogen production related economic activities, there is currently a growth trend in the Taxonomy eligibility of design, development and construction activities.

In continuity with the previous reporting period, the Group has achieved particularly significant results for activities related to the Sustainable Technology Solutions business unit, as it belongs to a sector specifically aimed at developing solutions for climate mitigation and adaptation. These results come from activities such as urea plant Ultra Low Energy (ULE) technology, mechanical recycling activities, and plastic upcycling. Finally, in the green chemistry sector, the MAIRE Group plays a leading role in orienting technological choices and basic plant configurations in line with the objectives of the EU Taxonomy.

Despite the results described above, the revenues of the Sustainable Technology Solutions business unit in 2024 are still lower than those of the Integrated Engineering and Construction business unit, which saw continued growth from the previous reporting periods, in line with the 2025-2034 Business Plan.

In terms of consolidated data, the group eligibility and alignment is respectively 6.90% and 4.90%, that is, slightly down on last year, due to the less significant weight of design work in the Integrated Engineering and Construction business unit compared to the growing consolidated turnover.

For a better understanding of group activities, MAIRE believes it opportune to consider both of the two business units. Since they are very different business units, in terms of activities, with the majority of revenues for Integrated Engineering and Construction coming from the monetization of gas and petrochemical products, while the majority of revenues for the Sustainable Technology Solutions business unit relates to the sale of technologies, licenses and services in the energy transition sector, the consolidated data analysis may suggest an imprecise interpretation of the degree of eligibility and alignment of group revenues.

The following table therefore shows the turnover KPI, in reference to the identified activities and technical screening criteria, divided between the two business units.

Table 1: Turnover KPI by Business Unit.

Business Unit	2024 Eligible proportion	2024 Non-eligible proportion	2024 Aligned proportion	2024 Not aligned proportion
IE&C Solutions BU	4.35%	95.65%	2.56%	97.44%
Sustainable Technologies Solutions BU	45.15%	54.85%	39.85%	60.15%

The data reported in Table 1 mainly refer to the following eligible economic activities carried out during the year by the two business units:

- IE&C Business Unit:
  - Transition fuel and process projects;
  - Renewable energy technology EPC projects.
  - Railway engineering projects for the construction of underground and surface transport lines;
- "Sustainable Technology Solutions" Business Unit:
  - Urea plant Ultra Low Energy (ULE) projects related to the supply of tools and licenses;
  - Plastic recycling activities and mechanical plastic upcycling;
  - Efficiency improvement services for plants.

Note that, in line with the FAQ published by the European Commission in October 2023, and best practices for the EPC sector, the Group did not consider the turnover generated by engineering and design services, except for the cases expressly provided for by legislation.

ELIGIBILITY ANALYSIS

For the 2024 financial year, in line with the previous year, eligible activities were identified by examining the economic activities listed in the Climate Delegated Act (Commission Delegated Regulation (EU) 2021/2139), the Complementary Climate Delegated Act (Commission Delegated Regulation (EU) 2022/1214), the Environmental Delegated Act (Commission Delegated Regulation (EU) 2023/2486) and the amendments to the Climate Delegated Act (Commission Delegated Regulation (EU) 2023/2485).

These analyses led the Group to identify the following activities as eligible in relation to the six environmental objectives:

Section	Assets	Environmental objective
3.2	Manufacture of equipment for the production and use of hydrogen	CCM; CCA
3.6	Manufacture of other low carbon technologies	CCM; CCA
4.1	Electricity generation using solar photovoltaic technology	CCM
4.1	Provision of IT/OT data-driven solutions	CE
4.25	Production of heat/cool using waste heat	CCM; CCA
5.5	Product-as-a-service and other circular use- and result-oriented service models	CE
5.9	Material recovery from non-hazardous waste	CCM
6.14	Infrastructure for rail transport	CCM; CCA
6.5	Transport by motorbikes, passenger cars and light commercial vehicles	CCM; CCA
7.5	Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings	CCM; CCA
8.2	Data-driven solutions for GHG emissions reductions	CCM
9.1	Close to market research, development and innovation	CCM
9.3	Professional services related to energy performance of buildings	CCM

ALIGNMENT ANALYSIS

Regulation (EU) 2020/852, Article 3, defines the criteria that an economic activity must meet to be considered environmentally sustainable (Taxonomy-aligned):

- It must significantly contribute to one or more of the six environmental objectives.
- It must not cause significant harm (DNSH) to the other five objectives.
- It must comply with minimum safeguards related to social and governance standards.
- It must meet the technical screening criteria for the environmental objectives. The alignment was then assessed based on Annex I of the Climate Delegated Act. The technical screening criteria for the environmental objectives were examined for each activity, while the minimum safeguards were evaluated at the Group level.

1. SUBSTANTIAL CONTRIBUTION CRITERIA

The results of the substantial contribution criteria analysis confirmed that activities **3.2, 3.6, 4.1, 4.25, 5.9, 6.14, 7.5, 8.2** and **9.3** contribute to the climate change mitigation objective, while activities 4.1 and 5.5 contribute to the circular economy objective.

Regarding activities 9.1 "Close to market research, development and innovation", the economic activities carried out by the Group consist of technological research and development dedicated to a significant reduction of greenhouse gas emissions in target activities. In order to respect the criteria of substantial contribution to the climate change mitigation objective, the legislation requires a third-party life cycle assessment (LCA) for such activities for the potential greenhouse gas emissions relating to new technological solutions. This LCA is currently being validated by third parties.

Taxonomy-eligible activities were not assessed against the substantial contribution criteria for climate change adaptation, as their primary objective is climate change mitigation.

2. DO NO SIGNIFICANT HARM (DNSH)

Regarding the economic activities that have been assessed as respecting the criteria of substantial contribution, a further analysis was carried out to verify compliance with the Do No Significant Harm (DNSH) alignment criteria.

For economic activities relating to points **3.2, 3.6, 4.25, 5.9, 6.14, 7.4, 7.5, 9.1, 9.3 (CCM) and 4.1, 5.5 (CE)**, the DNSH criteria were found to be satisfied.

The Group conducted its analysis of the DNSH criteria following two approaches:

- For specific requirements, it examined the compliance of each activity with the requirements;
- for the criteria that refer to the six appendices, controls were developed based on business practices and checked for compliance with Group-wide policies to ensure adherence to the necessary requirements for eligible activities.

For activities conducted outside the European Union, MAIRE verified compliance through the relevant international standards or equivalent national law applicable in the third country. Furthermore, in 2023, the Group began to implement a climate strategy in line with the recommendations of the Task Force on Climate-Related Disclosures (TCFD), in order to communicate to investors, and stakeholders more generally, climate change risks and corporate mitigation strategies.

As for the objective of "sustainable use and protection of water and marine resources", no risk of direct contamination of groundwater was found. In addition, the Water Management Plans implemented during the plant construction phases specify national requirements and international standards to be fulfilled during both the construction and operation of the plant in order to ensure and preserve water quality.

Regarding the "Transition to a circular economy" objective, specific waste management plans are adopted based on waste assessments, seeking to maximize the value of waste generated during plant construction, in accordance with environmental impact assessments.

Regarding the objective of "pollution prevention and control", in carrying out the economic activities analyzed, as highlighted in the Hazards and Operations Study, none of the substances listed in Appendix C of Annex I of Delegated Regulation (EU) 2021/2139 were found to be produced or used. The environmental impact assessment report also includes an evaluation of Best Available Techniques (BAT) aimed at minimizing energy consumption and emissions. The adoption of a Pollution Prevention and Control Plan is also required, to be applied to construction and operational activities, in addition to risks and the potential associated impacts that these activities may have on the environment.

Regarding the "protection and restoration of biodiversity and ecosystems" objective, during plant construction and operation, necessary measures are adopted for the protection of biodiversity sensitive surrounding areas, as provided for in environmental impact studies, where these are classified as protected areas.

For economic activities relating to **9.1 "Close to market research, development and innovation"**, each activity must meet the DNSH criteria of the Climate Delegated Act, which require that the organization carry out analyses of: vulnerability to chronic and acute physical climate risks, as listed in Section II of the Appendix to the act; water quality risks and ecological potential; waste management risks; pollutant risks; and ecosystem condition and resilience risks.

For economic activities related to point **5.9 "Material recovery from non-hazardous waste"**, the DNSH criteria were found to be fulfilled, and no relevant physical climate risks were identified over the project life cycle. An Environmental Screening Study was conducted, excluding the obligation to subject the plant to an Environmental Impact Assessment (EIA), since no elements were identified that could cause negative or significant impacts on the environment. In addition, the activity complies with the criteria set out in Appendix C of the Annex, and emissions were found to be below the emission levels associated with the best available methods (BAT-AELs) set out in the relevant best available techniques (BAT) documents.

The study highlighted that there are no protected zones on the project site or in the immediate vicinity, and therefore the DNSH criteria for the "protection and restoration of biodiversity and ecosystems", which would require mitigation and compensation measures, were satisfied.

For economic activities relating to **9.3 "Professional services related to energy performance of buildings"**, the legislation indicates DNSH criteria exclusively for the climate change adaptation objective, requiring that the organization carry out analyses of vulnerability to chronic and acute physical climate risks (as listed in Section II of the Appendix to the Climate Delegated Act) that have an impact on the activities themselves. The Group meets the DNSH criteria using an expert-driven approach, covering climate change related aspects and guaranteeing that the plants are durable over time.

For economic activities related to point **5.5 "Product-as-a-service and other circular use- and result-oriented service models"**, the regulation establishes DNSH criteria concerning the objectives of climate change adaptation, climate change mitigation, sustainable use and protection of water and marine resources, and pollution prevention and control. Climate change adaptation requires the organization carrying out the activity to conduct analysis to identify and assess vulnerability to chronic and acute physical climate risks (as listed in Section II of the appendix) affecting the activity itself. The Group meets the DNSH criteria by adopting various adaptation solutions for the identified risks, taking into account local and national climate adaptation guidelines, which can significantly reduce these risks. Climate change mitigation requires the organization to put in place a greenhouse gas (GHG) management plan. In this regard, the purpose of the plant – an upcycling process to produce high-purity recycled polymers and compounds – is aligned, leading to significant savings in fossil-based virgin materials and a substantial reduction in CO_2 emissions. The Group meets the DNSH criteria for sustainable use and protection of water and marine resources by preventing discharges into soil and water bodies, avoiding groundwater extraction during construction and implementing wastewater treatment during operations. By implementing pollution control and prevention plans, these activities will maintain compliance with environmental quality standards and remain within regulatory limits. Therefore, the Group considers the DNSH criteria to be met.

For economic activities relating to point **4.1 "Provision of IT/OT (information technology/operational technology) data-driven solutions"**, the regulation establishes DNSH criteria concerning the objectives of climate change adaptation, sustainable use and protection of water and marine resources, and pollution prevention and control. Climate risk analyses, generally conducted as part of environmental impact assessments, either indicate that these activities are not affected by climate risks or that adaptation solutions have been implemented where necessary. Regarding water resources, the Group meets DNSH criteria through specific water assessment and management plans. In most cases, these evaluation and mitigation measures are defined as part of project environmental impact assessments. The consistent application of environmental prevention plans will ensure control over the potential risks and impacts associated with these activities. Therefore, the Group considers this activity to be aligned.

3. COMPLIANCE WITH MINIMUM SAFEGUARDS

MAIRE has conducted an in-depth analysis of the compliance of its economic activities with the minimum safeguards of the EU Taxonomy, based on the criteria of Article 18 of the Taxonomy Regulation and the recommendations of the Platform on Sustainable Finance (PSF).

Compliance was assessed in relation to four key topics:

1. **Human rights and workers' rights:** The Group has adopted policies such as the HR Policy and Human Rights Policy to ensure respect for human rights. It has obtained SA8000:2014 certification and is committed to preventing violations through its Group Sustainability Policy and Diversity, Equality and Inclusion Policy.
2. **Anti-corruption:** The Group's Business Integrity Policy aligns with the Global Compact and includes an internal control system to prevent corruption. The Code of Ethics reinforces the Company's commitment to combating corruption in all its forms.
3. **Taxation:** The Group complies with tax regulations in the countries where it operates and has adopted a Tax Control Framework to manage tax risks. The Group's Tax Strategy is aligned with ethical principles, promoting transparency and legality.
4. **Unfair competition:** MAIRE is committed to operating in compliance with laws and ethical principles, prohibiting practices that could damage the market. Specific procedures have been implemented to ensure fair competition, and annual reviews are conducted to assess compliance with these principles.

In summary, MAIRE has demonstrated a strong commitment to meeting the EU Taxonomy Minimum Safeguards, adopting policies and procedures that promote sustainability and integrity in its operations.

ACCOUNTING POLICY AND CONTEXTUAL INFORMATION FOR THE EU TAXONOMY

The Annexes to the Delegated Act require the calculation of the percentage of Turnover, CapEx, and OpEx associated with eligible and aligned activities. To fulfill this requirement, as indicated in the paragraphs above, the Group identified its eligible activities and, after assessing which of them met the alignment criteria, calculated the three KPIs.

The following sections detail the requirements set out in the Annexes to Commission Delegated Act (EU) 2021/4987 – specifically regarding accounting items related to KPIs that non-financial companies must report in their sustainability statements – in addition to the approach adopted by the MAIRE Group.

1. Turnover KPI

The denominator (Euro 5,900.03 million) was derived from the accounting data of the MAIRE Group's consolidated financial statements for 2024, as the turnover items included in the KPI calculation are represented by the individual revenue lines in the consolidated financial statements or their subcomponents. The items from the Group's consolidated financial statements included in the denominator calculation are the revenues from the Group's core operating activities, specifically related to the sale of products and the provision of services, net of sales refunds, value-added tax and other taxes directly linked to turnover. The specific items included in the denominator calculation are.

"Revenue for sales and services" and "Changes in contract work-in-progress", both sub-items of "Revenues." These figures reflect the evolution of orders held in portfolio and the non-linear progression of projects over time, depending on the scheduling of individual works across different activities. The "IE&CS" business unit accounted for the largest share, approximately 93.74% of the Group's revenues. The "Sustainable Technology Solutions" BU accounted for approximately 6.26% of revenues.

In compliance with Annex I to Delegated Act 2021/4987, for the numerator, the Group considered only revenues related to eligible and aligned economic activities. To collect these data, the accounting and administrative departments of each Group Company within the EU Taxonomy scope extracted them directly from the management IT system. Following a project-based approach, the accounting item guiding the data collection process for the Turnover KPI numerator was the technical contracts of MAIRE Group subsidiaries recognized for 2024. Turnover was identified – in line with Taxonomy definitions – specifically by associating it with contracts linked to eligible and aligned activities.

A more detailed analysis was conducted to enable identify individual project units to be associated with taxonomic activities, for projects that could not be identified as eligible in their entirety.

Intercompany transactions were excluded to avoid double counting and inconsistencies between the numerator – represented by the sum of turnover from individual contracts associated with eligible and aligned activities – and the denominator – represented by the sum of revenue items from MAIRE's consolidated financial statements. Specifically, the Turnover KPI numerator primarily consists of revenues generated by the Group's individual business units: IE&CS and Sustainable Technology Solutions. The Turnover KPIs will be analyzed based on these units, following the same approach used to comment on the consolidated financial results.

2. CapEx KPI

The MAIRE Group operates with an asset-light model, which implies a limited presence of owned or leased tangible and intangible assets (in accordance with IFRS 16). This is particularly evident in the key use of personnel in the engineering of new plants for clients or the revamping of existing plants. As a result, from an accounting perspective, each asset involved in the Group's activities has a limited presence of tangible or intangible fixed assets on the balance sheet, since these assets generate revenue for the Group at the time of sale to the client. The Group's total investments included in the denominator amount to Euro 88,356 thousand, as presented in the consolidated financial statements (refer to the Consolidated Annual Financial Report, Notes 28.1, 28.3, and 28.4).

As a further breakdown, the following section presents the distribution of the MAIRE Group's eligible and aligned CapEx based on two dimensions of analysis: Taxonomy Category and CapEx Type:

Table 2: CapEx KPI by Taxonomy Category (Euro thousands).

Taxonomy Category	Eligible CapEx (Absolute Values)	Aligned CapEx (Absolute Values)	Eligible CapEx (%)	Aligned CapEx (%)
Point A[11]	2,992.18	2,531.24	18.36%	96.32%
Point C[12]	13,308.46	96.67	81.64%	3.68%

Table 3: CapEx KPI by Taxonomy Category (Euro thousands).

CapEx Type	Eligible CapEx (Absolute Values)	Aligned CapEx (Absolute Values)	Eligible CapEx (%)	Aligned CapEx (%)
IFRS 16 (leasing)	7,766.75	-	47.65%	-
Intangible Assets	7,490.23	1,584.24	45.95%	60.29%
Tangible Assets	1,043.66	1,043.66	6.40%	39.71%

While deriving the numerator components required a more granular analysis to identify the value increases in tangible and intangible assets related to eligible and aligned activities, the denominator was calculated at a higher level, as it represents the sum of both eligible/non-eligible and aligned/non-aligned components. The analysis resulted in a breakdown of the value increases in 2024 into tangible assets, intangible assets and right-of-use assets (according to IFRS 16), including components specifically related to business combinations occurring during the year (refer to the Consolidated Annual Financial Report, Notes 28.1, 28.3 and 28.4). The values were selected excluding the effects of depreciation, amortization, and fair value changes, as required by the Regulation.

11 Related to assets or processes associated with Taxonomy-aligned economic activities.
12 Related to the purchase of products from economic activities aligned with the Taxonomy and individual measures that enable target activities to achieve low carbon emissions or greenhouse gas reductions (Net-Zero Plan).

Specifically, the calculation includes:

Tangible

- Increases related to buildings, including improvements for the Indian subsidiary Tecnimont Private Limited, expansion work on a warehouse at MyReplast Industries S.r.l. and the acquisition of a property in Rome near MEXTCHEM Tech's head office, which is to be redeveloped to house labs, equipment, prototypes, and minor pilot systems for the Group's research and development efforts.
- Incremental costs for plant, machinery and equipment, referring to investments in the purchase of small construction site machines.

Intangible

- Patent rights, with reference to new technologies and intellectual property rights (patents and licenses) developed by the Group;
- Other intangible assets reclassified from work-in-progress assets of completed projects. The increase mainly relates to the capitalization of ready-to-sell technologies, including HVO/SAF, upcycling and compounding, gasification, methanisation, PTU and CPO, in addition to the adoption of business-related software;
- Assets in progress and advances, related to the development of new technologies, as part of the Group's Green Acceleration process.
- Costs for obtaining and fulfilling contracts.
- Development costs, primarily arising from Stamicarbon's acquisition of Protomation;

Right-of-use (IFRS 16)

- Increases related to new contracts for Group office buildings, construction sites, certain capital goods for Group operations, and vehicles.

3. OPEX KPI

The Group's OpEx KPI denominator, in accordance with the guidelines provided by the Regulation, amounts to a total of Euro 115,437.49 thousand. For the numerator, the approach used to identify operational cost components associated with eligible and aligned activities was based on a detailed analysis of the management income statement of each company, in order to select only accounting items specifically related to the categories identified by the Regulation.

Specifically, for each cost element identified in paragraph 1.1.3.2 of the Annexes to Commission Delegated Act (EU) 2021/4987 of July 6, 2021, supplementing Regulation (EU) 2020/852, a study was conducted on the lines of the management income statement, leading to the inclusion of the following in Point A of the OpEx KPI - "Costs related to goods or processes associated with Taxonomy-aligned economic activities" (see Taxonomy activities generating turnover):

- Maintenance and repair costs," mainly related to interventions on plants and application packages;
- "Research and development costs," primarily the personnel hours dedicated to research activities linked to eligible activities; the remaining portion refers to consulting services, the relevant share of leased equipment and applicable plant costs;
- "Short-term leases," which include short-term rentals, leases and rented tools used by employees in carrying out eligible and aligned activities;
- "Day-to-day servicing of assets," referring to plant cleaning costs, identified as the only tangible activities for a Group whose core business is engineering services.

As a further breakdown, the following section presents the distribution of the MAIRE Group's eligible and aligned OpEx, based on two dimensions of analysis: Taxonomy Category and OpEx Type;

Table 4: OpEx KPI by Taxonomy Category (Euro thousands).

Taxonomy Category	Eligible OpEx (Absolute Values)	Aligned OpEx (Absolute Values)	Eligible OpEx (%)	Aligned OpEx (%)
Point A[13]	-	-	-	-
Point C[14]	7.475,32	-	100%	-

Table 5: OpEx KPI by OpEx Type (Euro thousands).

OpEX type	Eligible OpEx (Absolute Values)	Aligned OpEx (Absolute Values)	Eligible OpEx (%)	Aligned OpEx (%)
Maintenance	-	-	-	-
Non-capitalized Research and Development	6,392.95	-	85.52%	-
Day-to-day servicing of assets	-	-	-	-
Short-term leases	1,082.37	-	14.48%	-

To calculate the OpEx denominator, different approaches were applied since the categories specified by the Regulation involve both costs by nature and costs by destination.

For Research and Development costs, an analysis was conducted on specific research projects within each sister company, including both internal costs (e.g., personnel) and external costs (e.g., materials).

For other categories, an analysis of the chart of accounts was carried out to identify specific accounts, which were then grouped within certain income statement line items:

- Maintenance costs were calculated by identifying the i) "maintenance" and ii) "maintenance of application packages" accounts as subcategories of "service costs" in the income statement;
- The concept of "routine maintenance of assets," defined by the Taxonomy as an eligible component of KPI calculation, was associated with "cleaning/ disinfestation services," as a subcategory of "service costs" in the income statement;
- Short-term leases were identified under "Rental, hire and leasing," as a subcategory of "service costs."

DIFFERENCES FROM PREVIOUS YEAR

Please refer to the tables above for details on the numerical and percentage changes in the KPIs required by the regulations. It is specified that the change in KPIs on the previous year is not related to any change in the accounting approach used to calculate figures and report KPIs, but rather to the normal course of business.

13 Related to assets or processes associated with Taxonomy-aligned economic activities.
14 Related to the purchase of products from economic activities aligned with the Taxonomy and individual measures that enable target activities to achieve low carbon emissions or greenhouse gas reductions (Net-Zero Plan).

Financial Year 2024	Year			Substantial contribution criteria						DNSH criteria ('Does Not Significantly Harm')									
Economic Activities (1)	Code (2)	Turnover (3)	Proportion of Turnover (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water (7)	Pollution (8)	Circular Economy (9)	Biodiversity (10)	Climate Change Mitigation (11)	Climate Change Adaptation (12)	Water (13)	Pollution (14)	Circular Economy (15)	Biodiversity (16)	Minimum Safeguards (17)	Proportion of Turnover aligned (A.1.) or eligible (A.2.), year 2023 (18)	Category Enabling activity (19)	Category Transitional activity (20)
		k €	%	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY - ELIGIBLE ACTIVITIES																			
A.1 Enviromentally sustainable activities (Taxonomy-aligned)																			
Manufacture of equipment for the production and use of hydrogen	3.2 CCM/ 3.2 CCA	29,109.99 €	0.49%	Y	N					Y	Y	Y	Y	Y	Y	Y	1.59%	E	
Manufacture of other low carbon technologies	3.6 CCM/ 3.6 CCA	75,158.47 €	1.27%	Y	N					Y	Y	Y	Y	Y	Y	Y	1.81%	E	
Manufacture of plastics in primary form	3.17 CCM / 3.17 CCA	- €	0.00%							N	N	N	N	N	N	N	0.29%	E	
Electricity generation using solar photovoltaic technology	4.1 CCM	44,608.19 €	0.76%	Y						Y	Y	Y	Y	Y	Y	Y	0.00%		
Provision of IT/OT data-driven solutions	4.1 CE	7,179.77 €	0.12%					Y		Y	Y	Y	Y	Y	Y	Y	0.00%	E	
Production of heat/cool using waste heat	4.25 CCM / 4.25 CCA	9,958.37 €	0.17%	Y						Y	Y	Y	Y	Y	Y	Y	0.33%		
Product-as-a-service and other circular use- and result-oriented service models	5.5 CE	2,671.32 €	0.05%					Y		Y	Y	Y	Y	Y	Y	Y	0.02%		
Material recovery from non-hazardous waste	5.9 CCM	16,276.72 €	0.28%	Y						Y	Y	Y	Y	Y	Y	Y	0.00%		

Continued

Financial Year 2024	Year			Substantial contribution criteria						DNSH criteria ('Does Not Significantly Harm')										
Economic Activities (1)	Code (2)	Turnover (3)	Proportion of Turnover (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water (7)	Pollution (8)	Circular Economy (9)	Biodiversity (10)	Climate Change Mitigation (11)	Climate Change Adaptation (12)	Water (13)	Pollution (14)	Circular Economy (15)	Biodiversity (16)	Minimum Safeguards (17)	Proportion of Turnover aligned (A.1.) or eligible (A.2.), year 2023 (18)	Category Enabling activity (19)	Category Transitional activity (20)	
		k €	%	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T	
Infrastructure for rail transport	6.14 CCM/ 6.14 CCA	15,879.00 €	0.27%	Y	N					Y	Y	Y	Y	Y	Y	Y	0.42%	E		
Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings	7.5 CCM / 7.5 CCA	- €	0.00%	Y	N					Y	Y	Y	Y	Y	Y	Y	0.00%	E		
Installation, maintenance and repair of renewable energy technologies	7.6 CCM/ 7.6 CCA	- €	0.00%	N/EL						N	N	N	N	N	N	N	1.16%	E		
Close to market research, development and innovation	9.1 CCM	- €	0.00%	N						N	N	N	N	N	N	N	0.00%	E		
Professional services related to energy performance of buildings	9.3 CCM	88,179.82 €	1.49%	Y						Y	Y	Y	Y	Y	Y	Y	1.22%	E		
Turnover of environmentally sustainable activities (Taxonomy-aligned) (A.1)		289,021.64 €	4.90%	4.73%	0.00%	0.00%	0.00%	0.17%	0.00%								6.83%			
of which enabling			3.65%	3.53%	0.00%	0.00%	0.00%	0.12%	0.00%								6.49%	E		
of which transitional			0.00%	0.00%													0.00%		T	

Continued

Financial Year 2024	Year			Substantial contribution criteria						DNSH criteria ('Does Not Significantly Harm')										
Economic Activities (1)	Code (2)	Turnover (3)	Proportion of Turnover (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water (7)	Pollution (8)	Circular Economy (9)	Biodiversity (10)	Climate Change Mitigation (11)	Climate Change Adaptation (12)	Water (13)	Pollution (14)	Circular Economy (15)	Biodiversity (16)	Minimum Safeguards (17)	Proportion of Turnover aligned (A.1.) or eligible (A.2.), year 2023 (18)	Category Enabling activity (19)	Category Transitional activity (20)	
		k €	%	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T	
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																				
Manufacture of equipment for the production and use of hydrogen	3.2 CCM/ 3.2 CCA	111,294.75 €	1.89%	EL	N/EL												0.07%			
Manufacture of other low carbon technologies	3.6 CCM/ 3.6 CCA	- €	0.00%	EL	N/EL												0.00%			
Manufacture of plastics in primary form	3.17 CCM / 3.17 CCA	- €	0.00%														0.00%			
Electricity generation using solar photovoltaic technology	4.1 CCM	- €	0.00%	EL													0.00%			
Provision of IT/OT data-driven solutions	4.1 CE	- €	0.00%	EL													0.00%			
Production of heat/cool using waste heat	4.25 CCM / 4.25 CCA	- €	0.00%	EL													0.00%			
Product-as-a-service and other circular use- and result-oriented service models	5.5 CE	- €	0.00%					EL									0.00%			
Material recovery from non-hazardous waste	5.9 CCM	- €	0.00%	EL													0.00%			
Infrastructure for rail transport	6.14 CCM / 6.5 CCA	- €	0.00%	EL	N/EL												0.00%			

Continued

Financial Year 2024	Year			Substantial contribution criteria						DNSH criteria ('Does Not Significantly Harm')										
Economic Activities (1)	Code (2)	Turnover (3)	Proportion of Turnover (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water (7)	Pollution (8)	Circular Economy (9)	Biodiversity (10)	Climate Change Mitigation (11)	Climate Change Adaptation (12)	Water (13)	Pollution (14)	Circular Economy (15)	Biodiversity (16)	Minimum Safeguards (17)	Proportion of Turnover aligned (A.1.) or eligible (A.2.), year 2023 (18)	Category Enabling activity (19)	Category Transitional activity (20)
		k €	%	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
Installation, maintenance and repair of instruments and devices for measuring, regulation and controlling energy performance of buildings	7.5 CCM / 7.5 CCA	- €	0.00%	EL	N/EL												0.00%		
Installation, maintenance and repair of renewable energy technologies	7.6 CCM/ 7.6 CCA	- €	0.00%	EL	N/EL												0.00%		
Close to market research, development and innovation	9.1 CCM	110.00 €	0.00%	EL													0.01%		
Professional services related to energy performance of buildings	9.3 CCM	6,826.53 €	0.12%	EL													0.00%		
Turnover of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned) (A.2)		118,231.27 €	2.00%	2.00%	0.00%	0.00%	0.00%	0.00%	0.00%								0.08%		
Turnover of Taxonomy eligible activities Totale (A.1 + A.2)		407,252.92 €	6.90%	6.74%	0.00%	0.00%	0.00%	0.17%	0.00%								6.91%		

Continued

Financial Year 2024	Year			Substantial contribution criteria						DNSH criteria ('Does Not Significantly Harm')										
Economic Activities (1)	Code (2)	Turnover (3)	Proportion of Turnover (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water (7)	Pollution (8)	Circular Economy (9)	Biodiversity (10)	Climate Change Mitigation (11)	Climate Change Adaptation (12)	Water (13)	Pollution (14)	Circular Economy (15)	Biodiversity (16)	Minimum Safeguards (17)	Proportion of Turnover aligned (A.1.) or eligible (A.2.), year 2023 (18)	Category Enabling activity (19)	Category Transitional activity (20)	
		k €	%	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T	
B. TAXONOMY NON-ELIGIBLE ACTIVITIES																				
Turnover of Taxonomy non-eligible activities		5,492,785.47 €	93.10%																	
TOTAL		**5,900,038.39 €**	**100.00%**																	

	Proportion of turnover/Total turnover	
	Taxonomy-aligned per objective	Taxonomy-eligible per objective
CCM	4.73%	6.73%
CCA	-	4.09%
WTR	-	-
CE	0.17%	0.17%
PPC	-	-
BIO	-	-

Financial Year 2024	Year			Substantial contribution criteria						DNSH criteria ('Does Not Significantly Harm')									
Economic Activities (1)	Code (2)	OpEx (3)	Proportion of OpEx (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water (7)	Pollution (8)	Circular Economy (9)	Biodiversity (10)	Climate Change Mitigation (11)	Climate Change Adaptation (12)	Water (13)	Pollution (14)	Circular Economy (15)	Biodiversity (16)	Minimum Safeguards (17)	Proportion of OpEx aligned (A.1.) or eligible (A.2.), year 2023 (18)	Category Enabling activity (19)	Category Transitional activity (20)
		k €	%	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY - ELIGIBLE ACTIVITIES																			
A.1 Enviromentally sustainable activities (Taxonomy-aligned)																			
Manufacture of plastics in primary form	3.17 CCM / 3.17 CCA	- €	0.00%	N/EL	N/EL					N	N	N	N	N	N		1.82%	E	
Transport by motorbikes, passenger cars and light commercial vehicles	6.5 CCM / 6.5 CCA	- €	0.00%	N	N					N	N	N	N	N	N		0.12%		T

Continued

Financial Year 2024	Year			Substantial contribution criteria						DNSH criteria ('Does Not Significantly Harm')									
Economic Activities (1)	Code (2)	OpEx (3)	Proportion of OpEx (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water (7)	Pollution (8)	Circular Economy (9)	Biodiversity (10)	Climate Change Mitigation (11)	Climate Change Adaptation (12)	Water (13)	Pollution (14)	Circular Economy (15)	Biodiversity (16)	Minimum Safeguards (17)	Proportion of OpEx aligned (A.1.) or eligible (A.2.), year 2023 (18)	Category Enabling activity (19)	Category Transitional activity (20)
		k €	%	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
Infrastructure for rail transport	6.14 CCM / CCA	- €	0.00%	N/EL	N/EL					N	N	N	N	N	N		10.32%	E	
OpEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		- €	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%								12.26%		
of which enabling			0.00%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%								12.14%	E	
of which transitional			0.00%	0.00%													0.12%		T
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
Transport by motorbikes, passenger cars and light commercial vehicles	6.5 CCM / 6.5 CCA	1,082.37 €	0.94%	EL	EL												0.21%		
Data-driven solutions for GHG emissions reductions	8.2 CCM	1,316.01 €	1.14%	EL													0.93%		
Close to market research, development and innovation	9.1 CCM	5,076.95 €	4.40%	EL													6.63%		
OpEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned) (A.2)		7,475.32 €	6.48%	6.48%	0.94%	0.00%	0.00%	0.00%	0.00%								7.77%		

Continued

Financial Year 2024	Year			Substantial contribution criteria						DNSH criteria ('Does Not Significantly Harm')									
Economic Activities (1)	Code (2)	OpEx (3)	Proportion of OpEx (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water (7)	Pollution (8)	Circular Economy (9)	Biodiversity (10)	Climate Change Mitigation (11)	Climate Change Adaptation (12)	Water (13)	Pollution (14)	Circular Economy (15)	Biodiversity (16)	Minimum Safeguards (17)	Proportion of OpEx aligned (A.1.) or eligible (A.2.), year 2023 (18)	Category Enabling activity (19)	Category Transitional activity (20)
		k €	%	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
OpEx of Taxonomy eligible activities Totale (A.1 + A.2)		**7,475.32 €**	**6.48%**	**6.48%**	**0.94%**	**0.00%**	**0.00%**	**0.00%**	**0.00%**								**20.03%**		
B. TAXONOMY NON-ELIGIBLE ACTIVITIES																			
OpEx of Taxonomy non-eligible activities		107,962.17 €	93.52%																
TOTAL		**115,437.49 €**	**100.00%**																

	Proportion of OpEx/Total OpEx	
	Taxonomy-aligned per objective	Taxonomy-eligible per objective
CCM	-	6.48%
CCA	-	0.94%
WTR	-	-
CE	-	-
PPC	-	-
BIO	-	-

Financial Year 2024	Year			Substantial contribution criteria						DNSH criteria ('Does Not Significantly Harm')									
Economic Activities (1)	Code (2)	CapEx (3)	Proportion of CapEx (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water (7)	Pollution (8)	Circular Economy (9)	Biodiversity (10)	Climate Change Mitigation (11)	Climate Change Adaptation (12)	Water (13)	Pollution (14)	Circular Economy (15)	Biodiversity (16)	Minimum Safeguards (17)	Proportion of CapEx aligned (A.1.) or eligible (A.2.), year 2023 (18)	Category Enabling activity (19)	Category Transitional activity (20)
		k €	%	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
A. TAXONOMY - ELIGIBLE ACTIVITIES																			
A.1 Enviromentally sustainable activities (Taxonomy-aligned)																			
Manufacture of plastics in primary form	3.17 CCM	- €	0.00%	N						N	N	N	N	N	N		1.32%	E	
Product-as-a-service and other circular use- and result-oriented service models	5.5 CE	20.57 €	0.02%					Y		Y	Y	Y	Y	Y	Y	Y	0.38%		
Material recovery from non-hazardous waste	5.9 CCM	2,427.01 €	2.75%	Y						Y	Y	Y	Y	Y	Y	Y	0.00%		

Continued

Financial Year 2024	Year			Substantial contribution criteria						DNSH criteria ('Does Not Significantly Harm')									
Economic Activities (1)	Code (2)	CapEx (3)	Proportion of CapEx (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water (7)	Pollution (8)	Circular Economy (9)	Biodiversity (10)	Climate Change Mitigation (11)	Climate Change Adaptation (12)	Water (13)	Pollution (14)	Circular Economy (15)	Biodiversity (16)	Minimum Safeguards (17)	Proportion of CapEx aligned (A.1.) or eligible (A.2.), year 2023 (18)	Category Enabling activity (19)	Category Transitional activity (20)
		k €	%	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
Transport by motorbikes, passenger cars and light commercial vehicles	6.5 CCM/ 6.5 CCA	- €	0.00%	N	N					N	N	N	N	N	N		1.14%		T
Data processing, hosting and related activities	8.1 CCM	96.67 €	0.11%	Y	N					Y	Y	Y	Y	Y	Y		0.00%		T
Professional services related to energy performance of buildings	9.3 CCM	83.66 €	0.09%	Y						Y	Y	Y	Y	Y	Y	Y	0.57%	E	
CapEx of environmentally sustainable activities (Taxonomy-aligned) (A.1)		2,627.90 €	2.97%	2.84%	0.00%	0.00%	0.00%	0.02%	0.00%								3.41%		
of which enabling			0.09%	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%								1.89%	E	
of which transitional			0.11%	0.00%													1.14%		T
A.2 Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned activities)																			
Manufacture of equipment for the production and use of hydrogen	3.2 CCM/ 3.2 CCA	460.94 €	0.52%	EL	EL												0.00%		
Manufacture of other low carbon technologies	3.6 CCM / 3.6 CCA	134.72 €	0.15%	EL	EL												0.00%		

Continued

Financial Year 2024	Year			Substantial contribution criteria						DNSH criteria ('Does Not Significantly Harm')									
Economic Activities (1)	Code (2)	CapEx (3)	Proportion of CapEx (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water (7)	Pollution (8)	Circular Economy (9)	Biodiversity (10)	Climate Change Mitigation (11)	Climate Change Adaptation (12)	Water (13)	Pollution (14)	Circular Economy (15)	Biodiversity (16)	Minimum Safeguards (17)	Proportion of CapEx aligned (A.1.) or eligible (A.2.), year 2023 (18)	Category Enabling activity (19)	Category Transitional activity (20)
		k €	%	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
Product-as-a-service and other circular use- and result-oriented service models	5.5 CE	- €	0.00%					EL									0.00%		
Material recovery from non-hazardous waste	5.9 CCM	- €	0.00%	EL													0.00%		
Transport by motorbikes, passenger cars and light commercial vehicles	6.5 CCM/ 6.5 CCA	7,766.75 €	8.79%	EL	EL												0.94%		
Data processing, hosting and related activities	8.1 CCM	- €	0.00%	EL													0.00%		
Data-driven solutions for GHG emissions reductions	8.2 CCM	1,781.67 €	2.02%	EL													0.41%		
Close to market research, development and innovation	9.1 CCM	3,528.66 €	3.99%	EL													4.31%		
Professional services related to energy performance of buildings	9.3 CCM	- €	0.00%	EL													0.00%		

Continued

Financial Year 2024	Year			Substantial contribution criteria						DNSH criteria ('Does Not Significantly Harm')									
Economic Activities (1)	Code (2)	CapEx (3)	Proportion of CapEx (4)	Climate Change Mitigation (5)	Climate Change Adaptation (6)	Water (7)	Pollution (8)	Circular Economy (9)	Biodiversity (10)	Climate Change Mitigation (11)	Climate Change Adaptation (12)	Water (13)	Pollution (14)	Circular Economy (15)	Biodiversity (16)	Minimum Safeguards (17)	Proportion of CapEx aligned (A.1.) or eligible (A.2.), year 2023 (18)	Category Enabling activity (19)	Category Transitional activity (20)
		k €	%	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y;N;N/EL	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	Y/N	%	E	T
CapEx of Taxonomy-eligible but not environmentally sustainable activities (not Taxonomy-aligned) (A.2)		13,672.73 €	15.47%	15.32%	0.00%	0.00%	0.00%	0.00%	0.00%								5.66%		
CapEx of Taxonomy eligible activities Totale (A.1 + A.2)		**16,300.64 €**	**18.45%**	**18.16%**	**0.00%**	**0.00%**	**0.00%**	**0.02%**	**0.00%**								**9.07%**		
B. TAXONOMY NON-ELIGIBLE ACTIVITIES																			
CapEx of Taxonomy non-eligible activities		72,055.04 €	81.55%																
TOTAL		**88,355.67 €**	**100.00%**																

	Proportion of CapEx/Total CapEx	
	Taxonomy-aligned per objective	Taxonomy-eligible per objective
CCM	2.95%	18.43%
CCA	-	9.46%
WTR	-	-
CE	0.02%	0.02%
PPC	-	-
BIO	-	-

Nuclear energy related activities	Yes/No
The undertaking carries out, funds or has exposures to research, development, demonstration and deployment of innovative electricity generation facilities that produce energy from nuclear processes with minimal waste from the fuel cycle.	No
The undertaking carries out, funds or has exposures to construction and safe operation of new nuclear installations to produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production, as well as their safety upgrades, using best available technologies.	No
The undertaking carries out, funds or has exposures to safe operation of existing nuclear installations that produce electricity or process heat, including for the purposes of district heating or industrial processes such as hydrogen production from nuclear energy, as well as their safety upgrades.	No

Fossil gas related activities	Yes/No
The undertaking carries out, funds or has exposures to construction or operation of electricity generation facilities that produce electricity using fossil gaseous fuels.	No
The undertaking carries out, funds or has exposures to construction, refurbishment, and operation of combined heat/cool and power generation facilities using fossil gaseous fuels.	No
The undertaking carries out, funds or has exposures to construction, refurbishment and operation of heat generation facilities that produce heat/cool using fossil gaseous fuels.	No

Climate-related impacts, risks and opportunities

ESRS 2 IRO-1

ESRS	Sub-(sub)topic	Name	Management of IROs
E1 Climate change	Mitigation and climate change adaptation	**GHG emission reduction:** significant contribution to the mitigation of climate change effects by expanding the technology portfolio.	MAIRE contributes to climate change mitigation by expanding its technology portfolio with solutions such as green ammonia, green hydrogen, biofuels and the decarbonization of hard-to-abate sectors. These innovative technologies not only reduce greenhouse gas emissions, but also promote the long-term sustainability and resilience of energy infrastructure.
		Increased GHG emissions: increased emissions from material procurement and plant operation	The Group is committed to managing rising emissions through workshops with key suppliers to improve Scope 3 primary data reporting and implement upstream and downstream value chain decarbonization initiatives and projects.
		Sustainable investment opportunities: opportunities to engage investors interested in climate change mitigation	MAIRE contributes to reducing the effects of climate change by expanding its portfolio of technologies such as green ammonia, green hydrogen, biofuels, and decarbonization of hard-to-abate sectors.
		Energy transition opportunities: implementation of low CO_2 emission projects	MAIRE is developing renewable energy projects and energy efficiency solutions. The implementation of projects aligned with MAIRE's energy transition strategy is an opportunity to attract investors interested in climate change mitigation.
		Risk of delays: weather problems could cause delays and additional costs in logistics services.	Low-emission solutions often require advanced and innovative technologies, the development of which can be complex and take longer than expected. The Group therefore devotes significant resources to innovation and research and development to develop advanced technologies and sustainable solutions, and uses monitoring and reporting systems to keep track of project progress and identify problems early.
	Energy	**Energy consumption:** energy depletion due to MAIRE's direct and indirect operations.	MAIRE has implemented several energy efficiency initiatives to promote decarbonization and better energy use in both offices and construction sites.

For information on the methodologies, assumptions and tools used to identify and assess material impacts, risks and opportunities along the value chain, reference should be made to the ESRS 2 IRO-1 section of this document.

Material impacts, risks and opportunities and their interaction with strategy and business model

ESRS 2 SBM-3

CLIMATE CHANGE RESILIENCE ANALYSIS

The resilience analysis carried out by the MAIRE Group assessed the company's resilience to adverse climate scenarios and events related to the transition to a low-carbon economy, taking into account the interconnections between physical and transition risks and the impact on the Group's operations, supply chain, and financial strategy.

The MAIRE Group's resilience analysis was carried out in 2024 by applying an integrated climate risk management approach, combining quantitative and qualitative assessments. Climate scenario models, sensitivity analysis, and stress testing tools were used to assess exposure to material climate risks and their financial, operational, and strategic impacts.

The time horizons considered are:

- Short term: budget year
- Medium term: 2025-2030
- Long term: 2030-2050

Physical risks analysis

The analysis assessed exposure to extreme weather events with potential economic impacts on Group assets, selected through materiality criteria. The methodology applied consists of three stages:

1. **Climate risk exposure:** theoretical vulnerability analysis for each site based on high-quality historical and forecast data obtained from open sources selected for reliability and geographic coverage.
2. **Economic impact estimation:** for each site, the extent of material damage (Property Damage) and possible operational disruption (Business Interruption) was estimated, refined through the direct involvement of Project and Site Managers, considering the structural mitigation measures present.
3. **Residual economic impact:** evaluating the effectiveness of intangible mitigators, such as insurance coverage and contractual clauses, to reduce direct costs from climate events.

Short-term analysis

The analysis involved all owned assets and almost all active projects, selecting those in the EPC (Engineering. Procurement, Construction) and EPCM (Engineering. Procurement, Construction, Maintenance) fields, given their direct exposure to severe weather. Satellite sites and subcontractor activities near the main sites were included when possible. The geographical scope covers all the Group's major operating areas globally.

Events analyzed include all relevant extreme weather phenomena according to the EU Taxonomy, including river and coastal flooding, hurricanes, cyclones, tornadoes, hailstorms, landslides, fires, windstorms, water stress, and heat/cold waves. The impact of each event was evaluated for each asset considered.

Medium and long-term - scenario analysis

The scenario analysis applied IPCC's Representative Concentration Pathways (RCP) over two time horizons (2030 and 2050), considering three climate scenarios:

- **RCP 1.9:** Very low emissions scenario, aligned with the Paris Agreement (2015).
- **RCP 4.5:** Intermediate scenario, based on moderate emissions growth and partially effective climate policies.
- **RCP 8.5:** High-emission scenario, characterized by a significant increase in temperature and climate variability.

The RCP 8.5 scenario was specifically investigated, as it represents the maximum exposure to climate risks, with the most significant effects on frequency and severity of extreme events. The analysis enabled the setting of priorities for risk response planning and business strategies.

Transition risk analysis

The analysis considered the risks and opportunities arising from the energy transition on the Group's different business units and classified them into four categories in line with the Task Force on Climate-related Financial Disclosures (TCFD):

1. **Regulatory:** introduction of policies to support low-impact technologies, with a focus on the EU.
2. **Technological:** development and deployment of low-carbon technologies and advanced environmental monitoring tools.
3. **Market:** growth in demand for sustainable products and services, affecting the insurance industry and operational safety.
4. **Reputational:** increased stakeholder awareness of climate change issues.

Short-/Medium-Term Analysis (2024-2030)

Key factors affecting the industry in the short and medium term were considered, including:

- The introduction of more stringent regulations to reduce GHG emissions.
- The gradual spread of environmentally friendly technologies.
- The shift in market demand toward more sustainable solutions.
- The evolution of stakeholder expectations and reputational dynamics.

The analysis revealed moderate risks, such as possible delays in developing energy transition solutions or difficulties in finding skilled labor. However, these risks are offset by significant opportunities, including better positioning of MAIRE in the sustainable technology sector and increased attractiveness to investors and stakeholders.

Long-Term Analysis – Scenario Analysis

For the long term, the IPCC's **Shared Socioeconomic Pathways** (**SSP**) and **International Energy Agency** (**IEA**) energy models were used to define three climate transition scenarios:

- **SSP1-1.9 (Accelerated scenario)**: strong transition to a low-emission economy, with significant regulatory and reputational impacts, but high growth opportunities in sustainable technologies.
- **SSP2-4.5 (Intermediate scenario)**: gradual transition, with manageable impacts for the Group through strategic alignment with climate and market policies.
- **SSP5-8.5 (Slowed scenario):** very slow transition, with fewer opportunities in the sustainable sector, but greater stability in traditional IE&CS activities.

The approach taken ensures that the Group can proactively monitor and respond to climate risks and integrate them into decision-making and financial processes. This ensures sustainable access to capital, effective asset management, and strengthening MAIRE's resilience and competitiveness in the global ecological transition.

Results of the resilience analysis

The resilience analysis carried out by MAIRE confirmed the Group's ability to adapt its strategy and business model to climate change in the short, medium, and long term. The results of the physical risk analyses were represented through the ERM probability and economic impact scale, consistent with the risk management model adopted by the Group.

Physical risks

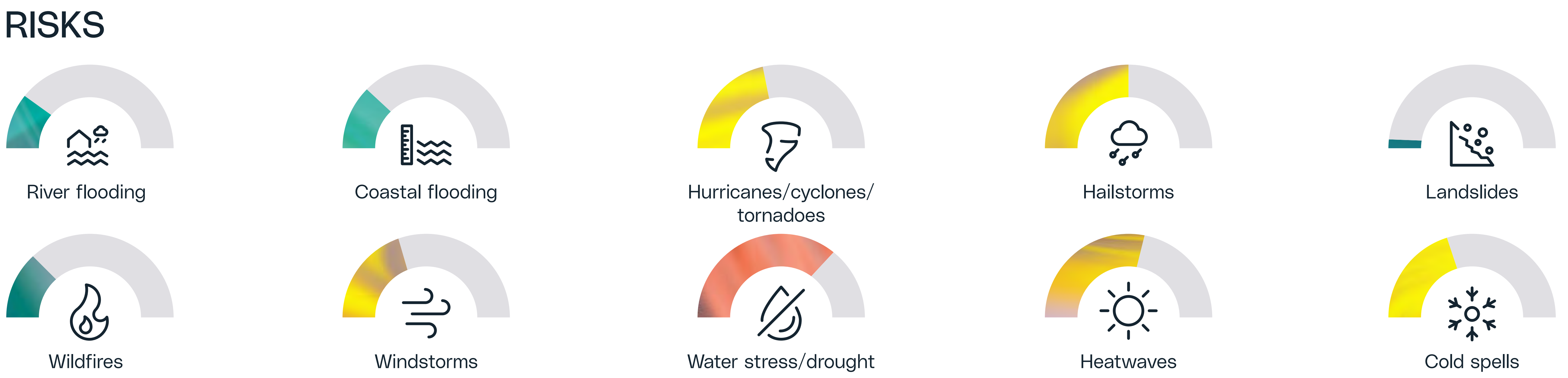
In the **short term**, the Group's activities have proven resilient to extreme weather events. The analysis showed very low or negligible residual economic impacts due to the effectiveness of the mitigation measures implemented, compliance with occupational safety regulations, contract clauses and insurance coverage. The risk management strategies adopted ensure business continuity and worker safety.

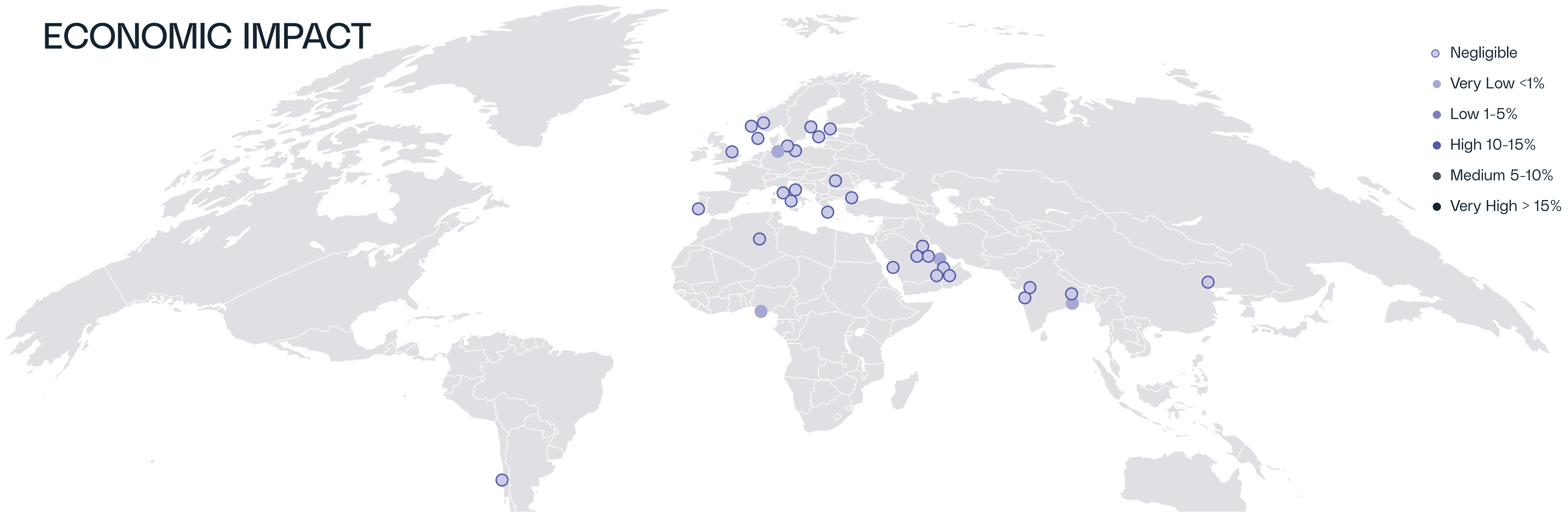
In the **long term**, the analysis based on the RCP 8.5 scenario shows an increase in climate exposure, with increased frequency and severity of extreme events, in particular:

- Europe: increase in tornadoes and hailstorms.
- Middle East: increase in extreme rainfall and hailstorms, historically rare phenomena in the region.

To address these challenges, MAIRE is implementing security measures and mitigation strategies to strengthen business resilience and contain the operational impact of such events. It is noted that the Group's exposure is further limited to the duration of Engineering, Procurement & Construction (EPC) activities, which rarely exceeds five years.

Figure 12: Risks



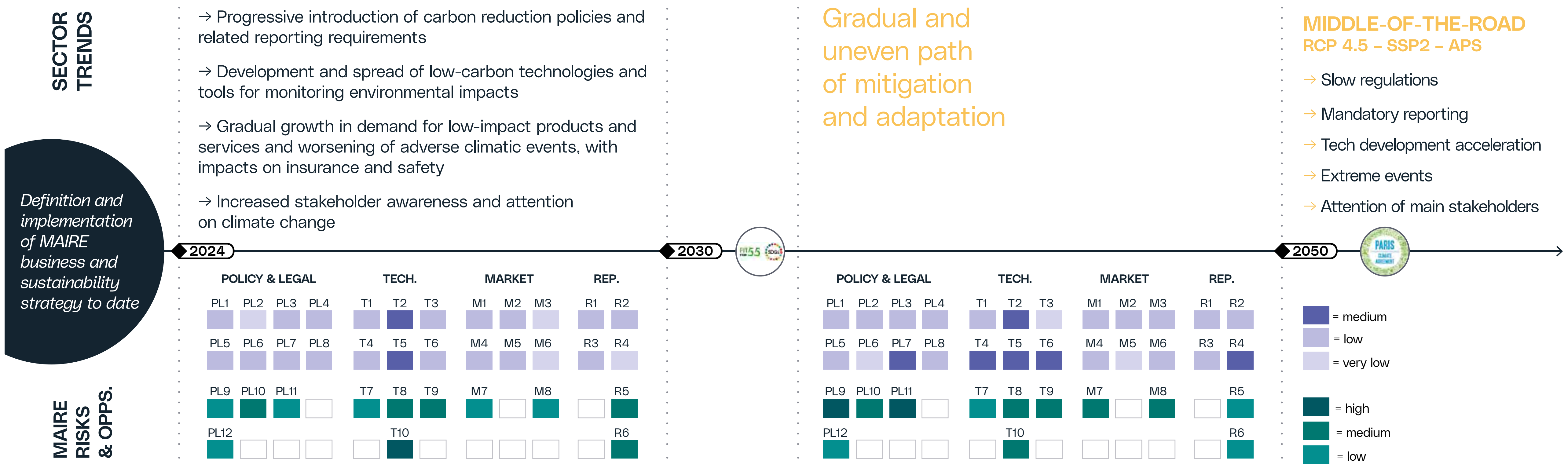


Transition risk

Exposure to transition risks in the short and medium term is low. The Group has demonstrated a strong ability to adapt to regulatory and market changes by diversifying its technology and service portfolio. However, two main risks have been identified:

1. Potential delays in the development of energy transition technological solutions.
2. Difficulties in recruiting skilled labor with specific skills required for the transition, which could slow the Group's growth.

TCFD RESULTS



RISKS

PL1 - New / Tightening environmental regulations on energy efficiency and climate change and/or carbon taxes
PL2 - Climate change regulations on existing products and services
PL3 - Potential changes/delays in regulations for lower emission alternative sources of energy
PL4 - Higher costs to import into EU due to CBAM extension
PL5 - Suppliers / Contractors / Transportations' misalignment on environmental and climate risk topics
PL6 - Reductions in GHG allowances and growing prices of Guarantees of Origin
PL7 - Legal disputes and reputational damage caused by non-compliance with climate-related regulations
PL8 - Contractual clauses with clients related to sanctions on clients' projects not aligned with decarbonization targets
T1 - Lack of internal procedures / systems to retrieve and elaborate reliable data for tracking performance
T2 - Unavailability of professionals with specific expertise / technical skills for green transition
T3 - Criticalities in reskilling internal workforce towards new business opportunities
T4 - Difficulties in implementing an efficient organizational plan to develop innovative sustainable technologies
T5 - Delays or higher-than-expected costs in developing technological solutions with low emission impacts
T6 - Increased costs and longer construction times due to heightened Health & Safety risk
M1 - Greater demand for sustainable solutions leading to higher capital expenditures and investments
M2 - Low market interest in energy transition and decarbonization products
M3 - Inability to offer low-carbon products/services
M4 - Increasing market volatility and cost of raw materials and commodities / utilities / logistics
M5 - Limited availability and/or scalability of suppliers offering advanced "green" services/products
M6 - Increased insurance costs due to higher exposure to physical risks
R1 - Delays or failures to meet the Group's stated sustainability targets on climate change
R2 - Climate strategy and communication do not keep up with stakeholders' expectations
R3 - Third parties' difficulty in keeping up with the Group's sustainability requirements and values
R4 - Misinterpretation of acquired projects as misaligned with the company's transition strategy

OPPORTUNITIES

PL9 - Introduction of regulations on low carbon products and services, accelerating the deployment of green solutions
PL10 - Climate change regulations on existing products and service pushing market demand
PL11 - Regulatory push on low-emission energy sources and increased demand for revamping and low-carbon emission
PL12 - Strategic partnerships with suppliers / contractors / transport providers fully aligned on environmental topics
T7 - Selling tools developed in-house to third parties
T8 - Acquisition/development of new specific sustainability competences
T9 - Internal development of new sustainability skills/competences
T10 - Early development of technological solutions to reduce emission impacts
M7 - Greater demand for low carbon and circular products/services
M8 – Offering of low-carbon products/services anticipating / outperforming peers' alternatives
R5 - Adequate communication of sustainability targets to stakeholders
R6 - Implementation of virtuous low-carbon projects aligned with Maire's transition strategy

Policies related to climate change mitigation and adaptation

ESRS- E1, MDR-P, E1-2

The MAIRE Group's Sustainability Policy is structured to effectively address climate change mitigation and adaptation. The Group is committed to reducing its environmental footprint and developing technologies that support the energy transition. In addition, MAIRE is constantly working to reduce greenhouse gas emissions through energy efficiency solutions and technological innovations, actively participating in global decarbonization initiatives. The Sustainability Policy is applied to all Group companies and extends along the entire value chain, involving suppliers and stakeholders operating in different geographical settings. Implementation may vary according to operational needs and local regulations, but there remains a commitment to ensuring a uniform and consistent approach to managing climate risks and opportunities related to the Group and the stakeholders with whom it works. Sustainability governance is implemented through varying levels of responsibility. The Board of Directors has a pivotal role in defining Sustainability strategies, while the Control, Risk and Sustainability Committee has a more specific role in overseeing Sustainability risks and opportunities, also with regard to climate and energy. In addition, the Internal Sustainability Committee contributes to the drafting and monitoring of policies for sustainable business development. Finally, the Group Sustainability and Corporate Advocacy function ensures the development and implementation of the sustainability strategy, in line with the Group's business plan, ensuring that initiatives align with international standards. The continuous development and improvement of Work Processes, Technological Platforms, and the MAIRE Group's distinctive Expertise support the integrated management system, which ensures that all activities are carried out in line with the defined strategies.

The Group adheres to the United Nations Global Compact and has obtained ISO 14001 certification for environmental management. In addition, Sustainability policies are aligned with the Sustainable Development Goals (SDGs), strengthening the link between the Group's activities and global environmental and climate change-related needs. In developing its strategies, the Group considers the interests of its stakeholders, including employees, shareholders, clients, business partners and local communities. The Group also encourages its value chain to adopt sustainable practices. The Sustainability Policy is published and accessible to stakeholders through the Parent Company's website, and is the subject of training for all Group employees.

In developing its strategies, the Group considers the interests of its stakeholders, including employees, shareholders, clients, business partners and local communities. The Group also encourages its value chain to adopt sustainable practices.

a. **Climate Change Mitigation:** The Group is committed to minimizing its environmental footprint and developing new forms of energy, chemistry and materials according to a circular and low-carbon paradigm. Energy transition is at the heart of the Group's strategy, with initiatives focused on reducing greenhouse gas emissions through the use of renewable and bio-based feedstock. In addition, the Group works to reduce the environmental impact of its plants by optimizing production processes and adopting innovative technological solutions for decarbonization.
b. **Climate Change Adaptation:** The Group incorporates Sustainability into its governance model and risk and opportunity analysis, ensuring effective integration of climate issues into Group strategies. In addition, the Group actively collaborates with institutions and strategic partners to identify the best climate change adaptation solutions.
c. **Energy Efficiency:** The Group is committed to continuously improving its energy efficiency by taking measures to optimize resource use and reduce energy consumption. The Group operates in compliance with national and international regulations, implementing technologies and management systems that maximize energy efficiency and reduce waste.
d. **Renewable Energy Deployment:** The Group actively promotes the adoption of renewable energy sources in its production processes, focusing on the use of alternative and sustainable feedstock. Through its commitment to the circular economy and green chemistry, the Group invests in new technologies for generating energy from renewable sources, contributing to a more sustainable industrial system that is less dependent on fossil fuels.

Actions and resources related to climate change

ESRS E1, MDR-A, E1-3

In the context of the Met Zero Plan, concrete actions are outlined to reduce emissions and promote sustainability. These actions were developed in line with the company's sustainability targets and seek to reduce the environmental impact and achieve carbon neutrality in the Group's offices, construction sites and for its clients. Listed below are the main actions taken to achieve emission reduction and improvement targets along the value chain.

Met Zero Plan Scope 1 - 2 - Offices	
Description	The main actions by which the Company will implement this plan will focus on offices with the introduction of energy consumption monitoring systems to maximize efficiency, the acquisition of renewable energy, the connection to the grid of temporary facilities where possible and the gradual transition to an electric fleet for employees travel. In the 2025-2034 business plan, office efficiency measures amount to Euro 7 million for 2025 and approximately Euro 6 million for the following years until 2030.
Scope	Activities cover all Group locations in Italy and abroad.
Time horizon	Carbon neutrality for Scope 1 and Scope 2 emissions by 2029.
Monitoring	In 2021, the Group's Met Zero Task Force was established to address the issue of reducing CO_2 emissions from various emission sources (offices and mobility), with the goal of introducing actions to combat climate change. During 2022, the Task Force developed a decarbonization plan ("Met Zero Plan").
Financial resources allocated	Specifically, the investment in energy efficiency, digital solutions and consulting services for Scope 1 and 2 offices amounts to approximately Euro 7 million in 2024 and 2025 (MET Zero project).

Met Zero Plan Scope 1 - 2 - Construction Sites	
Description	The main actions the Company takes to implement this plan at its construction sites will focus on installing photovoltaic panels at construction sites up to 50% of requirements, grid connection where possible, gradual transition to an electric fleet for employees travel and replacement of fossil fuels where possible with biofuels.
Scope	All sites of all Group companies.
Time horizon	Carbon neutrality for Scope 1 and Scope 2 emissions by 2029.
Monitoring	The Group's Met Zero Task Force was established in 2021. It is divided into three multidisciplinary working groups that address the issue of reducing CO_2 emissions from different emission sources (construction sites, procurement of goods and services, and logistics), with the aim of introducing actions to combat climate change.
Financial resources allocated	The investment for energy efficiency measures in the construction sites for Scope 1 and 2 in 2024 and 2025 is normally absorbed by individual projects and no corporate level investment is expected. In the 2025-2034 Business Plan, approximately Euro 10 million by 2029 is projected to be invested by MAIRE for site operations, excluding costs that will be absorbed by project clients.

Met Zero Plan - Upstream – Scope 3	
Description	The plan's main measures relate to Scope 3, upstream of the supply chain, and consist of working with suppliers to achieve measurements based increasingly on primary data and joint planning to reduce emissions. In 2024, activities commenced with five suppliers, while in 2025, the target is to work with 10 main suppliers for the Group, which will further expanded in the following years. In addition, digital models will be used to increasingly optimize estimates of Scope 3 emissions by tracing them back to primary data.
Scope	The scope of this action covers major suppliers by revenues and by ESG criteria compliance.
Time horizon	Carbon neutrality for Scope 3 emissions by 2050.
Monitoring	In 2024, the Group initiated dialogue with five major suppliers to define possible collaborations and joint working groups for reducing suppliers' Scope 1 emissions which are linked to the Group's Scope 3.
Financial resources allocated	Specifically, the investment in digital solutions and consulting services for Scope 3 amounts to approximately Euro 1 million in 2024 and 2025 (MET Zero project).

Met Zero Plan - Downstream - Avoided Emissions	
Description	"Avoided Emissions" are reductions in greenhouse gas emissions that occur as a result of the use of a product or service. This concept is part of a proprietary methodology for measuring and representing the avoided emissions that a company can offer its clients through the use of energy efficiency technologies and solutions. The objective is to quantify these avoided emissions by calculating the Global Warming Potential using a Life Cycle Assessment. This enables the Group's clients to achieve their GHG emission reduction targets. The measures are related to sustainability policy targets and to promoting sustainability for MAIRE's clients.
Scope	The scope of this action covers the Group's technologies with the ability to reduce greenhouse gas emissions and energy efficiency measures for operating facilities designed and built by the Group.
Time horizon	Time horizon aligned with the 2025-2034 Business Plan.
Monitoring	In 2024, the Group developed a methodology to quantify avoided emissions for clients through the use of technologies developed for the Group.

Key planned actions include a mix of energy efficiency measures, digital solutions and other decarbonization strategies such as the use of renewable energy sources. MAIRE does not currently incorporate nature-based solutions into its decarbonization initiatives, although the plan does include tree planting to help mitigate emissions. Since these initiatives are not part of the reduction criteria set by SBTi, they are not included in the company's decarbonization targets. It is noted that the company collaborates with Treedom and has supported the planting of more than 3,700 trees in 10 countries, with an estimated absorption capacity of more than 500 tCO_2 over the next 10 years.

Reduction of GHG emissions:

- 15.6 $KtCO_2$ Scope 1-2 emissions (-37% vs 2018)
- 4 $MtCO_2$ Scope 3 emissions.

Scope 3 intensity on value added by cluster of specific goods and services (-7% Vs 2022)

16 technologies available in the portfolio for decarbonization

GHG emission reduction targets

ESRS E1, MDR-T, E1-4

TARGETS RELATED TO CLIMATE CHANGE

The Met Zero Plan to achieve carbon neutrality is based on the implementation of initiatives related to material IROs. For example, energy efficiency and the expansion of renewable energy are both essential to achieving this target, and also represent an opportunity related to climate change.

Reduction of Scope 1 emissions	2018	2022	2025	2026	2029	2050
Absolute emissions value (tCO_2)	11,827	-	11,470	8,665	0	-
Percentage reduction of emissions (%)	-	-	3%	27%	100%	-
Reduction of Scope 2 emissions (market-based)	**2018**	**2022**	**2025**	**2026**	**2029**	
Absolute emissions value (tCO_2)	12,832	-	2,553	2,446	0	-
Percentage reduction of emissions (%)	-	-	80%	81%	100%	-
Reduction of Scope 3 emissions		**2022**	**2025**	**2026**	**2029**	**Target**
Scope 3 intensity as value added by cluster of specific goods and services (tCO_2/k€)	-	0.571	-	-	-	0
Percentage reduction of emissions (%)	-	-	9%	-	-	100%
Reduction of GHG emissions	**2018**	**2022**	**2025**	**2026**	**2029**	
Scope 1 + Scope 2 - Market-based (tCO_2)	24,659	-	14,023	11,111	0	-
Percentage reduction of emissions (%)	-	-	43%	55%	100%	-

The MAIRE Group's greenhouse gas emission reduction targets take into account the model presented by the Science Based Targets (SBTi) initiative but are not officially classified as evidence-based targets. The targets are designed to be compatible with limiting global warming to 2°C, aligning with the principles and methodologies recommended internationally. The Group's medium-term goal is to align its goals with scientific criteria.

For Scope 1 and Scope 2, emissions are calculated using emission factors specific to each emission source, with primary data collected through a dedicated reporting system. The emission factors used derive from recognized international sources such as the World Resource Institute GHG Protocol, AIB and TERNA tools. For Scope 3, emissions are calculated based on activity data (e.g., quantities transported, waste generated) and converted using appropriate emission factors from sources such as DEFRA and ECOINVENT. The methodology focuses on significant categories such as purchasing of goods and services, upstream transportation, waste, business travel, and employee commuting.

The underlying climate and policy scenarios used to determine targets include international frameworks and guidelines, such as those provided by the GHG Protocol and ISO standards.

The methodology was developed with an external consultant and independently verified by the appointed auditor. These scenarios provide a comprehensive framework for achieving net zero emissions by 2050, as set out in the Paris Agreement, emphasizing the need for rapid and deep cuts in emissions across all sectors.

The baseline for Scope 1 and 2 is 2018, chosen as representative of business-as-usual emissions. Recent years, such as 2020 and 2021, were affected by COVID-19. The baseline for Scope 3 is 2022, as this year represents business as usual, when operations were not affected by external events such as COVID-19 and due to the fact the calculation of these emissions requires information that was not available in previous years.

The decarbonization levers provided at the achievement of the reduction targets are divided between Scope 1 and Scope 2 and Scope 3.

The reduction of Scope 1 and Scope 2 emissions is based on several main levers:

- Energy efficiency and consumption reduction: implementation of energy management systems and smart lighting, maintenance of air treatment units, use of IoT technologies to customize consumption, upgrade of BMS (Building Management System), use of solutions such as window film, power control system, and smart cooling systems, all contribute to improving the energy efficiency of corporate offices, thus reducing emissions. These measures seek to optimize energy use and reduce consumption.
- Fuel switching: transition to the use of hybrid and electric vehicles and the adoption of alternative fuels such as biodiesel and LPG.
- Green energy supply: Energy portfolio management, green power acquisition through white certificates and power purchase agreements. This strategy ensures that a greater portion of the energy used comes from certified renewable sources.
- Use of renewable energy at construction sites: installation of photovoltaic panels to cover part of the energy needs and maximizing the use of renewable energy for the grid. In addition, provision for a site energy manager and compensation through Guarantees of Origin (GO) and certificates. This approach reduces dependence on fossil fuels and promotes the adoption of sustainable energy sources.

In relation to Scope 3, MAIRE focuses on:

- Collaboration with strategic suppliers: collaborative agreements to reduce the carbon footprint of products and assessment of emissions through life cycle analysis (LCA) for increasingly primary data-driven Product Carbon Footprint measurement.
- Advanced methodologies: use of digital models to estimate and assess emissions along the supply chain, selecting suppliers based on their environmental performance.

Scope 1 and 2 emissions	
Reference policy	The targets set are in line with the sustainability policy and were developed based on the IRO analysis.
Description	The targets are: -35% by 2025, -55% by 2026, and carbon neutrality by 2029 compared to the 2018 baseline. (The unit of measurement is tCO_2eq). The Group reported the following result in 2024: 15,667 tCO_2 2024
Scope	Scope 1 consists of greenhouse gas emissions from MAIRE Group activities at project sites and Group offices, while Scope 2 - Market Based consists of indirect greenhouse gas emissions from the consumption of electricity and heat acquired and used in MAIRE Group activities. Scope 1 includes the main direct emissions from stationary combustion (e.g., natural gas, diesel) for power generation, from mobile combustion of the corporate fleet (e.g., LPG, gasoline, diesel). Scope 2 includes indirect GHG emissions from the consumption of electricity purchased at construction sites, production sites, and offices.
Baseline	Baseline: 2018, total emissions Scope 1-2 in 2018: 24,659 tCO_2eq
Time horizon	2019-2029.
Interim targets	2025-2026.
Methodology	Per the Accounting Policy
Scientific evidence	In the reporting year, the targets set for E1 are not linked to specific scientific criteria. The Group's medium-term goal is to introduce a transition plan to reduce greenhouse gas emissions based on scientific criteria.
Stakeholder engagement	Target-setting was supported by stakeholder engagement activities carried out as part of the materiality assessment, during which material topics, including targets and action plans, were analyzed and validated with internal and external stakeholders.
Links	Target defined in the Sustainability Linked Framework

Scope 3 emissions	
Reference policy	The targets set are in line with the sustainability policy and were developed based on the IRO analysis.
Description	For Scope 3 intensity on value added for clusters of highly technological goods and services described in the Accounting Policy: -9% by 2025 Vs 2022 (Unit of measurement is CO_2/k€). Carbon neutrality (absolute value) by 2050 (Unit of measurement is tCO_2eq). For 2025, the intensity target specifies emission reductions relative to value added per cluster. The Group reported the following result in 2024: 0.528 tCO_2/k€
Scope	MAIRE's Scope 3 reporting focuses on the categories deemed most relevant to the Group in terms of both total volume of emissions and ability to influence their reduction, as they represent the key areas through which the company can exert the most control and impact on reducing indirect emissions along its value chain.
Baseline	Baseline: 2022, Scope 3 intensity %: 0.571 (tCO_2/k€)
Time horizon	Scope 3 intensity application period: 2023-2025 Period of application of Scope 3 emission target: 2021-2050
Interim targets	2025.
Methodology	Per the Accounting Policy
Scientific evidence	In the reporting year, the targets set for E1 are not linked to specific scientific criteria. The Group's medium-term goal is to introduce a transition plan to reduce greenhouse gas emissions based on scientific criteria.
Stakeholder engagement	Target-setting has been revised over the years based on the stakeholder engagement activity carried out as part of the materiality assessment, during which material topics, including targets and action plans, were analyzed and validated with internal and external stakeholders.
Links	Target defined in the Sustainability Linked Framework

Avoided Emissions	
Reference policy	The targets set are in line with the sustainability policy and were developed based on the IRO analysis.
Description	Certified validation of the methodology and its deployment across 10 technologies and one IE&CS project by 2025.
Scope	"Avoided Emissions" are reductions in greenhouse gas emissions that occur as a result of the use of a product or service. This concept is part of a proprietary methodology for measuring and representing the avoided emissions that a company can offer its clients through the use of energy efficiency technologies and solutions. The aim is to quantify these avoided emissions by calculating Global Warming Potential with a Life Cycle Assessment.
Baseline	For 2024, the Group has deployed the methodology for 3 technologies.
Time horizon	2025-2034.
Interim targets	The medium-term target will be linked to the absolute value of emissions avoided by clients.
Methodology	The proprietary methodology for measuring and representing the avoided emissions that the company can offer its clients through the use of energy efficiency technologies and solutions. The aim is to quantify these avoided emissions by calculating Global Warming Potential with a Life Cycle Assessment. The methodology is in the process of certification.
Scientific evidence	The methodology is based on the calculation of global warming potential with a life cycle assessment that is aligned with international standards such as ISO 14040, ISO 14044 and ISO 14071.
Stakeholder engagement	Target-setting has been revised over the years based on the stakeholder engagement activity carried out as part of the materiality assessment, during which material topics, including targets and action plans, were analyzed and validated with internal and external stakeholders.

Number of enabling technologies - Decarbonization	
Reference policy	The targets set are in line with the sustainability policy and were developed based on the IRO analysis.
Description	The target is to have 8 sustainable technologies for decarbonization by 2025 and 14 technologies by 2034. In addition, 11 transition technologies for decarbonization by 2025 and 12 by 2034. In total, we envisage 19 technologies for decarbonization by 2025 and 26 by 2034. The number of technologies was estimated considering the technologies already in portfolio.
Scope	The target covers all Group technology development activities.
Baseline	In 2024, the Group has 6 sustainable technologies and 10 transition technologies, for a total of 16 technologies for decarbonization.
Time horizon	The time horizon defined corresponds to the 2025-2034 business plan.
Methodology	The Group uses the Technology Readiness Level (TRL) to assess the maturity of technologies from 1 to 9, where 9 is the highest. Only technologies in the portfolio with TRL-6 or higher are considered, excluding those below this threshold.
Stakeholder engagement	Target-setting has been revised over the years based on the stakeholder engagement activity carried out as part of the materiality assessment, during which material topics, including targets and action plans, were analyzed and validated with internal and external stakeholders.

Energy efficiency	
Reference policy	The targets set are in line with the sustainability policy and were developed based on the IRO analysis.
Description	MAIRE's energy efficiency objective is to decrease fossil fuel consumption. The target for 2025 is to reduce non-renewable MWh by 5%.
Scope	The target covers all Group companies.
Baseline	In 2024, the Group's energy consumption was 32K MWh, of which 21K MWh came from green energy.
Time horizon	The time horizon defined corresponds to the 2025-2034 business plan.
Methodology	To reduce the use of fossil sources, the Group takes efficiency, hardware and digital (component replacements and monitoring) action to monitor consumption and optimize energy consumption through more efficient resource management and continuous performance monitoring.

Integration of sustainability-related performance in incentive schemes

ESRS 2 GOV-3

Short- and long-term variable incentive schemes, both monetary and equity, include targets related to the Group's Sustainability Strategy, which for the year 2024 are focused on emission reduction impacts. It is noted that, within the scope of this application, the Chief Executive Officer and General Manager is a recipient of Short-Term Variable Remuneration Schemes (MBO Plan) and Long-Term Variable Remuneration Schemes (LTI Plan and Share Ownership Plan), and the Chairperson of the Board of Directors, as an executive of the company, is a recipient of Long-Term Variable Remuneration Schemes (Share Ownership Plan).

Further details can be found in the "Integration of sustainability-related performance in incentive schemes" section of this report and in the Remuneration Report.

Energy consumption and mix

ESRS E1, E1-5 37, AR 34

Energy consumption	2024	2023
37. a) Total energy consumption from fossil fuels (MWh)	**55,891**	**51,847**
AR 34. Share of fossil sources in total energy consumption (MWh)	68%	82%
37. b) Total energy consumption from nuclear sources (MWh)	-	-
AR 34. Share of consumption from nuclear sources in total energy consumption (MWh)	-	-
37. c) i) Fuel consumption for renewable sources, including biomass (also comprising industrial and municipal waste of biologic origin, biogas, hydrogen from renewable sources, etc.) (MWh)	-	-
37. c) ii. Consumption of purchased or acquired electricity, heat, steam, and cooling from renewable sources (MWh)	26,657	11,751
37. c) iii. Consumption of self-generated non-fuel renewable energy (MWh)	229	-
37. c) Total energy consumption from renewable sources (MWh)	**26,886**	**11,751**
AR 34. Share of renewable sources in total energy consumption (MWh)	33%	18%
37. Total energy consumption (MWh)	**82,777**	**63,598**

ESRS E1, E1-5 39

Energy production	2024	2023
39. Non-renewable energy production (MWh)	-	-
39. Renewable energy production (MWh)	229	-
Non-renewable and renewable energy production (MWh)	**229**	-

ACCOUNTING POLICY

Energy consumption from non-renewable sources: includes all fossil fuels used for office and construction site heating/cooling systems and vehicles (diesel, gasoline, LPG and natural gas), in addition to purchased electricity from fossil sources.

Energy consumption from renewable sources: includes purchased electricity from renewable sources (covered by GOs) and electricity produced by photovoltaic panels at construction sites. 84% of electricity consumption is covered by renewable energy certificates.

Energy consumption data are reported based on utility bills, supplemented by specific measurement methods, such as meter readings and, depending on the specific site conditions, diesel conversion calculations for generator use.

Environmental, health and safety and training data related to the Group's offices and the MyReplast operational site are collected using Microsoft Sustainability Manager, with specific approval workflows adopted in accordance with company procedures. Construction site data for 2024 were collected via Excel files, while data will be collected using the Microsoft Sustainability Manager tool starting in 2025.

Data extracted from the tool for offices and the MyReplast operational site and the Excel file containing the Group's overall construction site data for 2024 were imported into the ESGeo platform.

The analysis of NACE Codes highlights that there are no legal entities within the MAIRE Group with significant revenues (over 10% of the total) that fall into the high climate impact sector. Approximately 80% of the Group's revenues are generated through activities classified under NACE Code "M 71.1.2 - Engineering activities and related technical consultancy," which is not included in the list under Commission Delegated Regulation (EU) 2022/1288.

Data do not include energy consumption from subcontractors, which are reported in Scope 3.

Gross emissions – Scope 1, 2, 3

ESRS E1-6 (48, 49, 51, 52)

	2024	2023
Scope 1 emissions		
48. a) Scope 1 emissions (tCO_2)	12,970	9,823
48. b) Percentage of Scope 1 GHG emissions from regulated emission trading schemes (%)		
Scope 2 emissions	-	
49. a) Location-based Scope 2 emissions (tCO_2)	16,564	14,035
49. b) Market-based Scope 2 emissions (tCO_2)	2,697	8,320
Scope 3 emissions		
51. Scope 3 emissions (tCO_2)	4,019,507	1,950,053
Purchased goods and services (tCO_2)	3,958,032	1,894,102
Upstream transportation and distribution (tCO_2)	24,481	15,916
Waste generated in operations (tCO_2)	10,467	4,313
Business travelling (tCO_2)	22,824	29,559
Employee commuting (tCO_2)	3,703	6,163
Total emissions		
52. a) Total Scope 1, Scope 2 (location-based) and Scope 3 emissions (tCO_2)	4,049,041	1,973,911
52. b) Total Scope 1, Scope 2 (market-based) and Scope 3 emissions (tCO_2)	4,035,174	1,968,196

Scope 1 highlights an increase in real terms in emissions compared to 2023. This is primarily due to the Group's construction sites, where the volume of activities significantly increased in 2024. The hours worked by MAIRE personnel nearly doubled compared to the previous year. However, in terms of emission intensity (Scope 1 GHG emissions as a ratio of hours worked) the indicator recorded a reduction for the third consecutive year.

The absolute increase is primarily due to the subsidiaries Tecnimont S.p.A. and Tecnimont Private Limited, driven by a rise in fossil fuel consumption (gasoline and diesel) to fuel cars and other vehicles used for internal and external transportation at construction sites, in addition to higher fuel consumption for energy production associated with the progress of major projects.

Scope 2 (market-based), on the other hand, reports a reduction of approx. 68% in emissions compared to 2023, due to lower emissions for both offices and construction sites. In terms of emission intensity this indicator also reported a reduction. In offices, data benefited from the roll-out of flexible working and the introduction of energy efficiency best practices, particularly at the subsidiary Tecnimont Services S.p.A., which, has been responsible for the MAIRE Group's Digital Energy and Facilities since May 2024. It is noted that at the Group's Milan headquarters, energy consumption was further reduced (by approximately 1%) through a dedicated efficiency plan, which will later be extended to other Italian and international offices. Finally, it should be noted that in 2024, more than 90% of the electricity acquired for offices and for the MyReplast operating sites was covered by guarantees certifying origin from renewable sources.

As regards the Group's construction sites, in 2024 the subsidiary Tecnimont S.p.A. began a decarbonization path and moved from a mainly fossil fuel-based energy production system to a situation that guarantees that 10% of energy consumption comes from renewable resources. In 2024, connection to the power grid to power site offices was favored where possible, with diesel generators used only in remote areas where connection is not possible. These choices have made it possible to limit diesel consumption while remaining in line with 2023 values despite the significant increase in personnel and thus in the Group's energy needs. In addition, to reduce its emissions at Tecnimont S.p.A.'s remote sites, it has combined traditional power generation with photovoltaic systems designed to provide at least 30% of the estimated required peak power. Two photovoltaic systems were installed and became operational in 2024 in Saudi Arabia and Algeria, reducing 2024 emissions by about 200 tons of CO_2eq.

At the EPC Borouge 4 project site in the United Arab Emirates, Tecnimont S.p.A. consumed a significant quantity of electricity and therefore purchased guarantees of origin certificates, ensuring the supply of renewable electricity.

Energy consumption at the construction sites of the subsidiary Tecnimont Private Limited also increased in 2024 compared to 2023 but against a more than doubling of the hours worked on projects in 2024.

Scope 3 emissions, totaling approximately 4 million tons of CO_2, increased significantly (+106% on 2023), primarily driven by the Purchased Goods and Services category (+109% on 2023). This was mainly due to higher spending volumes, primarily to meet the needs of the Hail & Ghasha project in the United Arab Emirates.

ACCOUNTING POLICY

Scope 1 and 2

Scope 1 consists of greenhouse gas emissions from MAIRE Group activities at project sites and Group offices, while Scope 2 - Market Based consists of indirect greenhouse gas emissions from the consumption of electricity and heat acquired and used in MAIRE Group activities.

The definition of Market-Based Scope 1 and Scope 2 emissions is aligned with the GHG Protocol Corporate Standard.

The Company's carbon footprint is calculated pursuant to the GHG Protocol Corporate Accounting and Reporting Standard, and the methodology has been independently verified by the Group's appointed auditor. Scope 1 includes the main direct emissions from stationary combustion (e.g., natural gas, diesel) for electricity generation, from mobile combustion of the corporate fleet (e.g., LPG, gasoline, diesel).

Scope 2 includes indirect GHG emissions from the consumption of electricity purchased at construction sites, production sites, and offices. Primary data (fuel consumption, purchased electricity) is collected through a dedicated reporting system covering the entire scope. Greenhouse gas emissions are calculated using specific emission factors for each emission source. These emission factors are taken from recognized international sources:

- To calculate Scope 1 emissions, the emission factors are taken from the World Resource Institute - GHG Protocol tool for stationary combustion (Version 4.1) for natural gas and diesel used for energy production, and from the World Resource Institute - GHG Protocol tool for mobile combustion (Version 2.6) for diesel (transport) and gasoline.
- To calculate market-based Scope 2 emissions, the emission factors are taken from the Residual Mixes and European Attribute Mix published by AIR or, when not unavailable, from the International Emission Factors published by TERNA.

The scenario and data sources selected are in line with the GHG Protocol Corporate Standard and ISO standards, including ISO 14064-1.

Scope 3

Scope 3 includes greenhouse gas emissions that are not directly produced by the organization but for which it has indirect responsibility along its value chain. This includes all emissions not covered under Scope 1 or Scope 2, meaning those not directly deriving from the Group's activities or the production of energy consumed by the Company.

The GHG Protocol classifies Scope 3 emissions into upstream and downstream emissions, based on the organization's financial transactions. Upstream emissions relate to goods and services purchased or acquired by the Company, while downstream emissions are associated with goods and services sold. For the purposes of this statement, only upstream emissions will be considered.

MAIRE's Scope 3 reporting focuses on the categories listed below that are deemed most relevant to the Group in terms of both total volume of emissions and ability to influence their reduction, as they represent the key areas through which the company can exert the most control and impact on reducing indirect emissions along its value chain.

The scenario and data sources selected are in line with the GHG Protocol Corporate Standard and ISO standards, including ISO 14064.

Category	Calculation methodology
Category 1: Purchased Goods and services	Emissions are calculated based on spending (spent-based approach) on materials and services purchased by Group companies during the reporting year. Different purchase groups of materials and services are then converted into GHG emissions by multiplying them by the relevant emission factors (DEFRA or Hybrid). The latter refer to the hybrid methodology applied to purchased technological goods and services in the following six categories: Control systems, electrical and instrumentation components, handling systems, packages and rotating and static equipment. The selected scenario and data sources align with the GHG Protocol Corporate Standard and ISO standards, including ISO 14064-1.
Category 4: Upstream transportation and distribution	Emissions are calculated based on the quantities transported and the distances traveled for each shipment, across all modes of transport. The estimated data for each mode of transport is converted into GHG emissions by multiplying it by the relevant emission factors (DEFRA).
Category 5: Waste generated from operations	Emissions are calculated based on waste produced by Group construction sites during the reporting year. Waste is categorized by type and disposal method, then converted into GHG emissions using the relevant emission factors (DEFRA and ECOINVENT).
Category 6: Business travel	Emissions are calculated based on business travel (plane, train), car rentals and hotel stays by Group employees during the reporting year. These are then converted into GHG emissions using Thrust Carbon, the primary proprietary calculation platform provided by the business travel service provider, which is fully aligned with the GHG protocol. This category was previously calculated based on travel distance and transport mode estimates.
Category 7: Employee commuting	Emissions are calculated using actual data on home/work commuting by Group employees during the reporting year. These are then converted into GHG emissions by multiplying them by the relevant emission factors (DEFRA), with data collected through a dedicated IT platform. Previously, data in this category were estimated.

The category "Use of sold products" has not been reported as MAIRE does not sell plant but rather provides integrated engineering, materials purchasing and construction supervision services. In addition, MAIRE has no means of imposing design solutions to reduce greenhouse gas emissions from facilities during the operational phase; as such, indirect emissions from the use phase are excluded. Applying the "Influence" criterion within the "relevance principle" as per GHG Protocol shows that category 11 is not applicable.

Scope 3 intensity per value added by cluster of specific goods and services (tCO_2/k€)

The KPI covers Scope 3 emission intensity related to purchased technology goods and services, measured in tons of CO_2 relative to value added.

The new "Hybrid" calculation methodology was developed with the support of an independent expert and was also validated by the appointed auditor. This methodology is applied to the following groups of purchases, selected both for their significance in reducing emissions and because of the greater level of control the MAIRE Group could have over the supplier and the technical specification selection process:

- Electrical components and systems
- Handling systems
- Packaging
- Rotating equipment
- Static equipment

Emissions intensity

E1-6 (53, 55, AR 55)

GHG intensity based on net revenue	2024	2023
53. Total GHG emissions (location-based) per net revenue (kg/euro)	0.00068	0.00045
53. Total GHG emissions (market-based) per net revenue (kg/euro)	0.00067	0.00045
53. Total (market-based) GHG emissions relative to hours worked, including		
Offices (kg CO_2/hours worked)	0.11	0.62
Construction sites (kg CO_2/hours worked)	0.68	1.20
Operating sites (kg of CO_2/kg handled in processing lines)	0.0023	0.018
AR 55 Net revenue (€)	5,986,000,000	4,325,000,000

ACCOUNTING POLICY

Entity-specific - Emission intensity per hours worked

The Group reports the emission intensity by calculating the sum of market-based Scope 1 and Scope 2 emissions divided by the hours worked by employees at construction sites, offices and the operational site during the reporting year. The value is reported in kg CO_2/hours worked.

E2 - Pollution

Processes to identify and assess material pollution-related impacts, risks and opportunities

ESRS 2 IRO-1

ESRS	Sub-(sub)topic	IROs	Management of IROs
E2 Pollution	Pollution (Pollution of air, water, soil, and substances of concern)	**Pollution of air, water, soil:** contribution to pollution outside the Group's scope of operations.	Within the Group's scope of operations, pollution has not been identified as a material issue, as environmental management is already integrated into business processes through the HSE system of IE&CS projects and the value chain, in accordance with ISO 14001 certification. The implementation and consolidation of these systems over time have enabled the minimization of environmental impacts in IE&CS projects, particularly during the construction phase of the plants, where continuous improvement initiatives are also underway to further prevent potential impacts. However, pollution is considered material along the upstream and downstream value chain, where the following actions are being taken: • ESG screening of suppliers and drafting of a section on environmental compliance in the supplier code of conduct to be issued in 2025 for the upstream value chain. • Compliance with the most restrictive environmental limits and environmental best available techniques at the plant design stage for the downstream value chain.
	Microplastics	**Reduction of microplastic pollution:** development of technologies for depolymerization, recycling and production of biodegradable plastics.	The Group has defined a study to measure and quantify how technologies for the production of biodegradable plastics can have a positive effect in terms of reducing pollution from microplastics. The scope is downstream, relating to the development and application of Group technologies.
		Business opportunities: licensing of technologies for depolymerization, recycling and production of biodegradable plastics.	Through licensing advanced depolymerization, recycling and biodegradable plastic production technologies, MAIRE seeks to reduce plastic pollution and promote sustainable solutions in line with global sustainability goals. MAIRE's integrated project execution capability allows these technologies to be exploited in new markets, expanding business opportunities.

For information on the methodologies, assumptions and tools used to identify and assess material impacts, risks and opportunities along the value chain, reference should be made to the ESRS 2 IRO-1 section of this document.

Policies related to pollution

ESRS E2, MDR-P

MAIRE Group policies address pollution in a structured manner, focusing on reducing the environmental impact from Group operations and along the value chain. In particular, as described in the Sustainability Policy and the HSE&SA Policy, the Group is committed to ensuring compliance with national and international environmental regulations by adopting strategies for the prevention, control and responsible management of emissions and hazardous substances.

The pollution management approach is based on a continuous monitoring system, through which the main environmental impacts related to air, water and soil pollution are analyzed. Mitigation measures include adopting innovative technologies to reduce emissions, improving efficiency in production processes, and implementing solutions for waste treatment and industrial discharges. The goal is to gradually reduce the Group's environmental footprint by minimizing the use of resources and preventing the release of harmful substances. Environmental policies apply to all Group companies and key players in the value chain, covering both direct operations and relationships with suppliers and partners. The application scope of the policies is global and takes into account the regulatory and operational landscape of the different regions in which the Group operates.

Sustainability governance is implemented through varying levels of responsibility. The Board of Directors has a pivotal role in defining Sustainability strategies, while the Control, Risk and Sustainability Committee has a more specific role in overseeing Sustainability risks and opportunities, also with regard to pollution management. In addition, the Internal Sustainability Committee contributes to the drafting and monitoring of policies for sustainable business development. The Group Sustainability and Corporate Advocacy function ensures the development and implementation of the sustainability strategy, in line with the Group's business plan, ensuring that initiatives align with international standards. The continuous development and improvement of Work Processes, Technological Platforms, and the MAIRE Group's distinctive Expertise support the integrated management system, which ensures that all activities are carried out in line with the defined strategies. Finally, the Group HSE&SA and Project Quality function is responsible for managing and monitoring the HSE&SA management system, and for implementing measures on operating sites in line with Group policies.

The Group has obtained ISO 14001 certification, which certifies the Environmental Management System, and adheres to the United Nations Global Compact, which guides commitment to sustainable and responsible practices. The adoption of ISO 45001 certification has further strengthened the commitment to safety and accident prevention, limiting the consequences to people and the environment. The impact and interest of internal and external stakeholders were considered in the development and implementation of environmental policies. In addition, the Group collaborates with institutions, clients and suppliers to promote the transition to more sustainable business models, ensuring information sharing and active engagement in reducing environmental impacts. The Group's environmental policies are designed to ensure an ongoing commitment to reducing pollution and protecting the environment, through an integrated approach that combines innovation, continuous monitoring and engagement of the value chain.

The Sustainability and HSE&SA policies are published and accessible to stakeholders through the Parent Company's website, and are the subject of training for all Group employees.

Actions and resources related to pollution management ESRS E2, MDR-A, E2-2

Prevention programs	
Description	Within the Group's scope of operations, pollution has not been identified as a material issue, as environmental management is already integrated into business processes through the HSE system of IE&CS projects and the value chain, in accordance with ISO 14001 certification. The implementation and consolidation of these systems have over time enabled the minimization of environmental impacts in IE&CS projects and along the value chain. **Continuous improvement** initiatives are also underway to prevent potential impacts. However, pollution is considered relevant along the **upstream and downstream value chain.** Specifically: • **Upstream value chain:** the Group is implementing a supplier selection strategy based on compliance with a **Code of Conduct**, which will be published early next year. This code will include specific requirements for reducing environmental impact. • **Downstream value chain:** minimization of impacts is ensured by the **compliance of the facilities designed and built by MAIRE** to the requirements contained in the **environmental impact studies**, facility management plans and applicable **Best Available Techniques** (**BATs**) for pollution prevention and control.
Scope	The scope for the reporting year is upstream and downstream and the value chain. In the future we expect the same scope.
Time horizon	The Supplier Code of Conduct will be implemented on an ongoing basis over the years.

Study to define impact in terms of microplastics avoided (technologies for producing biodegradable plastics)	
Description	Given the potentially positive impact in terms of microplastics avoided as a result of various initiatives and technologies developed by the Group, the study seeks to measure and quantify how technologies for the production of biodegradable plastics in the Group's technology portfolio can have a positive effect in terms of reducing pollution from microplastics.
Scope	The scope is downstream, relating to the development and application of Group technologies.
Time horizon	2025-2034.

Tracking effectiveness of policies and actions through targets

ESRS E2, MDR-T, E2-3

Number of enabling technologies - Pollution	
Reference policy	The targets set are in accordance with the sustainability policy as they are designed to reduce plastic pollution from clients.
Description	The target is to have one enabling technology to reduce pollution by 2025 and at least 2 technologies by 2034.
Scope	The target is to reduce microplastic pollution by promoting technologies to replace non-biodegradable hydrocarbon plastics with biodegradable plastics. It also aims to positively influence the downstream value chain by ensuring that the Group's clients adopt more sustainable solutions.
Baseline	By 2024, the Group has 1 sustainable technology to combat microplastic pollution.
Time horizon	2025-2034 Business plan.
Methodology	The Group uses the Technology Readiness Level (TRL) to assess the maturity of technologies from 1 to 9, where 9 is the highest. Only technologies in the portfolio with TRL-6 or higher are considered, excluding those below this threshold.
Stakeholder engagement	Target-setting has been revised over the years based on the stakeholder engagement activity carried out as part of the materiality assessment, during which material topics, including targets and action plans, were analyzed and validated with internal and external stakeholders.

In addition to the above, the Company also plans to conduct a study to define the impact in terms of microplastics avoided (recycling and bioplastics and technologies). The study defines the impact and criteria to determine a future KPI, in terms of the potential for reducing microplastics in the environment through technology to produce biodegradable plastics.

Microplastic pollution

ESRS E2-4

MyReplast Industries does not produce microplastics as the polyolefin granule, produced downstream of recycling operations, being directly destined for industrial activity, does not fall within the microplastics legislation. MyReplast Industries' activities can generate microplastics in the handling and processing phase of incoming waste. These microplastics are managed through a suction and filtration system in the plant, with treatment water management and controlled disposal of waste products.

E3 - Water and marine resources

Processes to identify and assess material water and marine resources-related impacts, risks and opportunities

ESRS 2 IRO-1

ESRS	Sub-(sub)topic	IROs	Management of IROs
E3 Water and marine resources	Water (Water consumption Water withdrawals)	**Water consumption:** MAIRE's Double Materiality Assessment identified a significant impact related to water consumption in the EI&C value chain. This impact refers to the intensive use of water resources during indirect stages of materials production and direct project construction activities particularly in water-stressed areas.	MAIRE has planned to establish a Water Management Task Force to set quantitative targets and evaluate possible initiatives to be implemented and their technical and economic feasibility in water resource management. Activities include monitoring of water consumption in areas considered to be "water stressed" and constant measurement of discharges for treatment and of resources purified and used for recycling at all sites.

It is specified that the Company identifies communities that could be impacted during the early stages of a project by using project documentation such as Environmental and Social Impact Assessments (ESIA). If there are affected communities in areas near the project, their feedback on potential impacts is collected in ESIA reports, prepared either by the client or the Company.

Policies related to water and marine resources

ESRS E3, MDR-P, E3-1

The MAIRE Group's policies related to water and marine resource management are based on an approach that combines environmental protection, water use efficiency, and water pollution prevention. Through the Sustainability Policy and the HSE&SA Policy, the Group is committed to ensuring responsible water management in its operations and along the value chain, with the goal of reducing environmental impact and contributing to more sustainable use of water resources.

The Group recognizes the importance of water management and its impact on marine resources, and therefore has established a plan to develop and integrate its policies to include specific targets on sustainable water management and protection of marine ecosystems. To this end, an internal task force was created, tasked with evaluating and developing concrete operational actions aligned with international sustainability standards and emerging regulatory requirements, the setting of measurable targets and programs in the short to medium term.

The Group's approach to water management focuses on:

- Continuous monitoring of water use at its operating sites.
- Adoption of water treatment technologies to improve the efficiency and quality of discharges.
- Commitment to preventing and reducing water pollution, in line with environmental management standards (ISO 14001).

The scope of existing policies covers all Group operations and major suppliers, ensuring that water management is integrated into production processes. In addition, the Group is currently analyzing areas of greatest water risk to devise strategies to reduce water consumption and adaptation measures in water-stressed areas.

The Board of Directors has a pivotal role in defining Sustainability strategies, while the Control, Risk and Sustainability Committee has a more specific role in overseeing Sustainability risks and opportunities, also with regard to water pollution management. In addition, the Internal Sustainability Committee contributes to the drafting and monitoring of policies for sustainable business development. The Group Sustainability and Corporate Advocacy function ensures the development and implementation of the sustainability strategy, in line with the Group's business plan, ensuring that initiatives align with international standards. The continuous development and improvement of Work Processes, Technological Platforms, and the MAIRE Group's distinctive Expertise support the integrated management system, which ensures that all activities are carried out in line with the defined strategies. Finally, the Group HSE&SA and Project Quality function is responsible for managing and monitoring the HSE&SA management system, and for implementing measures on operating sites in line with Group policies.

The Group has obtained international certifications such as ISO 14001 for environmental management and is undertaking a program to align with best practices for the protection of water and marine resources, in accordance with the United Nations Sustainable Development Goals (SDGs).

The Sustainability and HSE&SA policies are published and accessible to stakeholders through the Parent Company's website, and are the subject of training for all Group employees.

Actions and resources related to water resource management

ESRS E3, MDR-A, E3-2

Water Management Task Force - Offices	
Description	MAIRE strengthened its commitment to the sustainable management of water resources through the creation of a Water Management Task Force in 2024. This Group is tasked with defining a targeted plan of action, setting quantitative targets, and assessing the technical and economic feasibility of the initiatives to be implemented. Planned office activities include: mapping and monitoring water used in Group offices for better management of the resource and defining initiatives to reduce water consumption.
Scope	All offices of all Group companies.
Time horizon	The first action to be implemented is the creation of a flow meter system, which it is expected to be completed by 2025. The necessary infrastructure will then be set up and the process of setting and monitoring quantitative targets will begin. These two actions will be completed by the end of 2025.

Water Management Task Force - Construction Sites	
Description	MAIRE strengthened its commitment to the sustainable management of water resources through the creation of a Water Management Task Force in 2024. This Group is tasked with defining a targeted plan of action, setting quantitative targets, and assessing the technical and economic feasibility of the initiatives to be implemented. Planned activities for construction sites include: • Establishment of a water flow measurement system and meters to constantly monitor the amount of discharge for treatment and of resources purified and used for recycling at all sites. • Monitoring on an annual basis water consumption in areas considered to be "water stressed", using the Aqueduct Water Risk Atlas tool created by the World Resources Institute • Development of infrastructure in the site area for water handling and treatment. Specifically, implementation of a sanitary water treatment system is being considered for all Group-owned sites. Recycled water from the treatment system will be reused for most activities that do not require high levels of purification. • Continuation of sanitary water recovery for irrigation for the Ras Laffan project • Continued reuse of desalinated water by reverse osmosis plant for the Borouge IV project and installation of water desalination by reverse osmosis plant in the Hail & Ghasha project.
Scope	The purpose of the planned actions is to reduce water consumption and increase recycling and use. Additional actions to optimize consumption and increase site water recycling will be analyzed and assessed by the Water Management Task Force in 2025.
Time horizon	Creation of the meter system and installation of the site treatment plant will begin in 2025. Further actions will be planned for subsequent years.
Monitoring	MAIRE took a range of actions, even before the establishment of the Water Management Task Force, to improve water management and increase water recycling: → Recovery of sanitary water for irrigation for the Ras Laffan project: within the Ras Laffan project in Qatar, the Group uses a "water positive" approach through the design and construction of a treated wastewater system (TSE) that recovers sanitary water produced by the base camp, the volume of which depends on the number of workers in the base camp during the construction period (30 months in total). The project will reuse treated water to irrigate new trees planted in designated areas and to irrigate green spaces around base camps. Based on a study of the amount of water available, a total of 3,500 trees that could be planted during the 30-month construction period was calculated. The new plantation's irrigation system, together with that of the green spaces in the base fields, will ensure a TSE recycling rate of nearly 100%. In 2024, 140,000m3 was drawn for the irrigation system. The project is an operational example of the company's commitment to a "water positive" approach, discharging more water into the ground than is consumed, restoring aquifers and supporting trees. → Construction of a reverse osmosis plant in the Borouge 4 project to desalinate seawater and use it for construction activities instead of water supplied by tanker trucks.

Water Management Task Force - Downstream	
Description	Definition of a registry of engineering solutions to improve water management in the Group's designed and built operating facilities by optimizing consumption and increasing recycling and its application to an IE&CS project.
Scope	Applicable to all IE&CS projects.
Time horizon	The first application of the registry of solutions to an IE&CS project will be in 2025.
Monitoring	In 2024, 19 engineering solutions were identified to improve water management in the Group's planned operating facilities.

MAIRE has adopted several actions and resources, through the Water Management Task Force, to manage material impacts in water-stressed areas:

- Mapping of water stress areas with respect to site placement.
- Monitoring water consumption in "water-stressed" areas: the Group aims for more sustainable water use and management by mapping sites located in water stress areas. By "water stress" we mean the ability or inability to meet human or ecological demand for water. The Aqueduct Water Risk Atlas tool created by the World Resources Institute was used to assess water-stressed areas. Those classified as subject to "High" and "Extremely High" levels were considered water-stressed areas.
- Raising awareness through safety tips/advice on water conservation in projects with construction activities and falling within water-stressed areas.

Tracking effectiveness of policies and actions through targets

ESRS E3, MDR-T, E3-3

Water recycling	
Reference policy	The MAIRE Group has set out to adopt quantitative and qualitative targets to evaluate and focus efforts to implement the environmental policy related to sustainable water management. Based on this policy, the targets to be set seek to increase the amount of resource recycled and reused for different purposes. These actions may result in a lower demand for water on the implementation of each project and the intention of the Group to lessen the impact on the resource in the targeted geographic area.
Description	The target for 2025 is to install a water treatment plant in all new labor camps and set a recycling rate target.
Scope	The scope of the objective includes all Group construction sites.
Baseline	2024 with a water treatment plant at a base camp.
Time horizon	2025-2034.

The MAIRE Group intends to adopt quantitative and qualitative targets to implement the environmental policy related to sustainable water management, with targets that seek to increase the amount of resources recycled and reused. The focus is on more sustainable water use and management by mapping the Group's consumption for continuous improvement. Based on the results of mapping and monitoring, additional measures will be defined to recycle and reuse water in addition to those already in place.

The Group is in the preliminary stage of setting targets, identifying methodologies and assumptions to set targets and create a system to measure water inflows and outflows at the treatment plant, so as to collect data on the amount of water reused in activities and undertake analysis.

Construction sites: A quantitative target will be defined as a percentage value for both consumption reduction and recycling rate. Reducing consumption and increasing water recycling are considered for settlements (site worker living areas) within the scope, while on the other hand, they are applicable at construction sites upstream and on operating facilities downstream.

Downstream: The objective is to apply to an IE&CS project the registry of engineering solutions that seek to improve water management in operating plants designed and built by the Group, optimizing consumption and increasing recycling of water resources, while identifying applicable solutions. In the medium term, the goal is to reduce consumption and increase the amount of water recycled for clients of operating facilities, with quantification of the results achieved and related target-setting.

Water consumption

ESRS E3-4 (28)

	2024		2023	
	MAIRE	SUBCONTRACTORS	MAIRE	SUBCONTRACTORS
28. a) Total water consumption (m^3)	11,598	-	13,278	-
28. b) Total water consumption in areas at water risk, including those of high-water stress (m^3)	11,598	-	13,278	-
28. c) total volume of water recycled and reused (m^3)	-	125,893	-	-
28. d) total volume of water stored in Q1 (m^3)	-	-	-	-
28. d) change in the total volume of water stored in Q1 and Q2 (m^3)	-	-	-	-
28. d) total volume of water stored in Q2 (m^3)	-	-	-	-
28. e) Share of the measure obtained from direct measurement, from sampling and extrapolation, or from best estimates	100%	100%	100%	100%
29. Water consumption intensity (m^3 / Euro of net revenues)	2 e^{-6}	-	3 e^{-6}	-
AR 31. water consumption intensity based on other denominators (m3/hours worked)	3,5 e^{-4}	-	7 e^{-4}	-
AR 32. Water withdrawals (m^3)	175,635	580,189	130,587	315,899
AR 32. Water discharges (m^3)	164,037	580,189	117,309	315,899

Water consumption in offices remained essentially in line with 2023 values, despite a more than 30% increase in hours worked in 2024.

In 2024 there was a substantial increase in water consumption compared to 2023 at the Group's construction sites. Water usage at these sites is influenced by ongoing work activities and the number of personnel present. The main contributor to total volume was the subsidiary Tecnimont S.p.A., with significant consumption occurring in key business regions, including the United Arab Emirates (B4 and H&G projects), Saudi Arabia (APOC and Amiral projects), Algeria (Rhourde El Baguel projects) and Qatar (Ras Laffan projects). These areas are considered water-stressed according to the World Resources Institute's Aqueduct Water Risk Atlas tool.

To lessen the impact on water reserves, in 2024 the subsidiary Tecnimont S.p.A. put in place systems to reuse 20% of the total water consumed at its construction sites (approximately 126,000 cubic meters), reusing water intended for hydraulic testing and installing at the B4 project a reverse osmosis system to desalinate seawater and to produce white water for use in site activities.

At the MyReplast operational site, water consumption decreased slightly in 2024 compared to 2023, in line with plant activity volumes.

ACCOUNTING POLICY

Water withdrawal and discharge

The calculation of water withdrawal and discharge at offices, construction sites and operational sites is generally based on utility bills, supplemented by specific measurement methods, such as meter readings taken up stream, or by tracking the number of tanker trucks supplying water to tanks daily and removing wastewater in remote areas.

Water consumed

In line with regulatory requirements, water consumption is defined as the quantity of water withdrawn within the consolidation scope that is not returned to the environment or third parties during the reporting period.

Water recycled or reused

The quantity of recycled and/or reused water is monitored through direct measurements, sampling or estimates, using reliable tools. Current water recycling and reuse processes at construction sites include: Wastewater treatment and rainwater recovery. Measurements are taken directly at the treatment site.

No stored water resources are reported within the reporting scope. Subcontractors' water consumption is not included in the data and is reported separately.

E4 - Biodiversity and ecosystems

Transition plan and consideration of biodiversity and ecosystems in strategy and business model

E4-1

MAIRE uses the IBAT scientific platform to identify and analyze biodiversity risks at its project sites. The IBAT Multi-Site Report provides useful information for evaluating the resilience of MAIRE's current business model and strategy with regard to physical, transitional and systemic risks to the ecosystem.

The analysis identified 11 sites near protected areas (PAs) and key biodiversity areas (KBAs). However, since the Group primarily does business in existing industrial areas (brownfield sites)[15], its business model is inherently resilient to biodiversity. As a result, the impact on biodiversity is limited and any impacts on protected areas are analyzed and handled on a case-by-case basis.

The key assumption for the future is that plants will continue to be built in existing industrial areas, with few exceptions, in line with the 2025-2034 Business Plan, thereby reducing the risk of significant impacts on ecosystems.

The IBAT analysis will be updated annually and will enable the Group to:

- Identify sites in close proximity to protected areas or key biodiversity areas.
- Develop strategies to reduce environmental impacts in sensitive areas.
- Adopt specific mitigation measures for the most critical projects, as seen in the Hail & Ghasha project, where analysis helped identify endangered species and define concrete actions to minimize the impact.

15 A project in a greenfield site refers to a project in a completely new construction area, unoccupied by human activities, with no existing structures or execution constraints at the start of project activities. A brownfield project refers to a project in a construction area already occupied by permanent structures or otherwise within pre-existing industrial or commercial areas.

Material impacts, risks and opportunities and their interaction with strategy and business model

ESRS 2 SBM-3

In 2024, MAIRE analyzed 36 sites[16] to assess their proximity to protected areas (PAs) and key biodiversity areas (KBAs), applying a 3 km buffer[17] to realistically capture the potential impact of projects.

The analysis identified 11 sites in proximity to PAs and KBAs[18]:

- Anwil (Poland): Expansion of the granulation unit
- Air Products Reformer Island (Netherlands): HYCO plant
- Covestro Aniline (Belgium): Aniline plant
- Donges Refinery (France): Sulfur production plant
- ENI Porto Marghera (Italy): Hydrogen production plant
- HBO Project (Poland): Base oil hydrocracking project
- Kallo (Belgium): PDH plant
- STS Ravenna (Italy): CO_2 carbon capture plant
- Zohr Meg Plant (Egypt): Gas from ARU Stripper
- Repsol Alba (Portugal): PP Plant and PE Plant
- Hail & Ghasha Project Pipeline (United Arab Emirates).

All of the sites are located in pre-existing industrial areas (brownfield sites), and therefore do not directly impact biodiversity, with one exception: The Hail & Ghasha project pipeline in a greenfield area, which runs through the Houbara protected area.

The Houbara protected area (774 km^2) is home to sensitive ecosystems, including large bird populations and wildlife species such as Gazella sp. and Uromastyx aegyptius. It is classified as an "Important Bird Area"(IBA) and hosts a Houbara reintroduction program.

No material negative impacts on land degradation, desertification or soil sealing were identified. However, the Hail & Ghasha pipeline will be monitored to minimize its impact on the protected area.

16. ANWIL, IOCL Dumad, Gemlik Gubre, KALLO, Donges Refinery, Rijeka Refinery, Al Jubail 2PP Units, PHRC REF. Rehab, IOCL Paradip, IOCL PP Barauni, HBO Project, Repsol Alba, Covestro Aniline (together with Covestro ANT-AN), ENI Porto Marghera, Borouge 4, Petro Rabigh, OMV New Aromatics Complex, New Sulfur SOPC Egypt, Ras Laffan, Rhourde El baguel, Air Products Reformer Island, MOH New C3, Harvest Ammonia, ENAP CHile, Amiral Package 3, Amiral Package 2, PKN Orlen, New Sulphur SOPC Petrojet, Hail & Ghasha Project.
17. It is specified that analysis conducted in the previous reporting period used a 50 km buffer, which was not deemed to realistically reflect the project's potential influence. Therefore, the choice to reduce the buffer to 3 km enables a more accurate evaluation of the type and number of protected areas possibly in the vicinity of the site in addition to the species involved.

18 1. Anwil (PA=: Niziny Ciechocińskiej, Lower Vistula river Valley, Włocławska Dolina Wisły. KBA = Dolina Dolnej Wisly).
2. Air Products Reformer Island (PA=NNN-ZH. KBA=Fluvi di marea di acqua dolce)).
3. Covestro Aniline+Covestro Ant-An (PA= De Kuuifend, Schelde - en Durme, historic forts, salt marshes of the Lower Scheldt, Kuifeend and Blokkersdijk, Slikken en Schorren Langsheen de Schelde, NBP AN-20-0145 type 3, NBP AN-20-0145G type 3, salt marshes and polders of the Baden-Schelda, NBP/AN/20/0235 type 3. KBA= Kuifeend and Blokkersdijk, Schorren en Polders van de Beneden-Schelde)
4. Donges Refinery (PA= Estuaire de Loire, Marais de liberge, Grande Briere. KBA= Estuaire de Loire)
5. ENI Porto Marghera (PA= Upper Lagoon of Venice, Venice Lagoon. KBA = Venice Lagoon)
6. HBO Project (PA=Ostoja w Ujscie Wisly, Zatoka Pucka. KBA= Zatocka Pucka, Ujscie Wisly)
7. KALLO (PA= Estuary of the Scheldt and Durme from the Dutch border to Ghent, Historic forts in Antwerp as bat habitat, NBP-OV-21-0025 type 3, the Slikken and schorren along the Scheldt, NBP-OV-21-0025 type 4. KBA=Shorres and Polders of the Lower Scheldt)
8. STS Ravenna (PA= Pineta di Casalborsetti-Pineta Staggioni-Duna di Porto Corsini, Pialasse Baiona-Risega e Pontazzo, Pineta di San Vitale-Bassa Del Pirottolo, Piallassa della Baiona-Risega e Pontazz, Vene di Bellocchio-Sacca di Bellochio, Parco regionale delta del Po, Pineta di Casalborsetti, Riserva naturale pienta di Ravenna. KBA= Comacchio Valleys and Mezzano Reclamation, Punte Alberete-Valle della Canna-Pineta San Vitale and Pialassa della Baiona)
9. Zohr Meg Plant (PA= Ashtum El Gamel, KBA= Lake Mnazala-Malaha)
10. Repsol Alba (PA= Lagoas de Santo Andre e Sancha, Comporta Gala. KBA= Lagoas de Santo Andrea and da Sancha).
11. Pipeline Hail & Ghasha Project (PA=Houbara Protected Area).

PA = Protected Area.
KBA = Key Biodiversity Area.

Processes to identify and assess material biodiversity and ecosystem-related impacts, risks and opportunities

ESRS 2 IRO-1

ESRS	Sub-(sub)topic	IROs	Management of IROs
E4 Biodiversity and ecosystems	Direct impact drivers of biodiversity loss; Impacts on the extent and condition of ecosystems. (Land-use change, fresh water-use change and sea-use change and species population size)	Biodiversity: Damage to biodiversity and ecosystems due to material procurement and plant decommissioning.	The Group carries out analyses of specific risks at project sites, using scientific tools to identify specific objectives and targets. Data and maps on biodiversity hotspots are collected to target initiatives according to specific risks and critical species. Initiatives are being developed to improve biodiversity-critical areas, with the goal of implementing at least one initiative for each significant site, both greenfield and brownfield.

For information on the methodologies, assumptions and tools used to identify and assess material impacts, risks and opportunities along the value chain, reference should be made to the ESRS 2 IRO-1 section of this document.

It is specified that the Company identifies communities that could be impacted during the early stages of a project by using project documentation such as Environmental and Social Impact Assessments (ESIA). If there are affected communities in areas near the project, their feedback on potential impacts is collected in ESIA reports, prepared either by the client or the Company.

A significant negative impact on biodiversity was identified during the construction, commissioning, startup and handover phases of the IE&CS value chain. This impact is primarily due to material procurement operations and plant decommissioning, especially when natural resource considerations are not integrated into the design of construction sites and facilities.

For the STS value chain, no significant biodiversity-related risks, impacts or opportunities were identified. Similarly, no biodiversity-related risks, impacts or opportunities were identified for MyReplast Industries.

Overall, these negative impacts led MAIRE to revise its business strategy, bringing it into line with sustainable and responsible practices. There is no dependence on biodiversity and ecosystems and their services at company sites or in the upstream and downstream value chain. While raw material extraction has a material impact, it remains outside the Company's scope of control. Methodologically, when potential impacts are identified through ESIAs, they will be addressed in the materiality assessment, in relation to the relevant ESRS standard impacted.

Regarding the only directly impacted protected area, there are no correlated impacts with the affected communities. This is the area relating to the Hail & Ghasha project pipeline. Installation activities in this area could cause direct or indirect disturbances to the habitat and species present. As such, appropriate mitigation measures have been established, including a protection plan for native birds. This plan provides for several initiatives, such as seasonal restrictions from January to July in the Houbara protected area to preserve the breeding cycle and a ban on the introduction of exotic or non-native species of fauna and flora into the Hail & Ghasha site.

Finally, the Group includes biodiversity impact assessment in its projects to define the most appropriate mitigation measures.

Policies related to biodiversity and ecosystems

ESRS E4, E4-2, MDR-P

The MAIRE Group's policies related to biodiversity and ecosystems are based on the principles of environmental protection, responsible management of natural resources, and reduction of impacts on sensitive areas. Through the Sustainability Policy and HSE&SA Policy, the Group is committed to ensuring the conservation of biodiversity and the sustainable management of ecosystems in the areas where it operates.

The Group's approach to biodiversity focuses on:

- Monitoring of environmental impacts, with special attention to operations near sensitive areas.
- Reducing pressure on natural ecosystems, through sustainable resource management practices.
- Integrating biodiversity into Group strategies, adopting measures to limit habitat loss and promote ecosystem regeneration.

The Group recognizes the importance of biodiversity and ecosystems and thus has established a plan for developing and integrating its policies to include specific targets on these issues. An alignment process has also been initiated to strengthen the integration of biodiversity into Group operations, improve monitoring of impacts, and activate specific programs.

Sustainability governance is implemented through varying levels of responsibility. The Board of Directors has a pivotal role in defining environmental strategies, while the Control, Risk and Sustainability Committee has a more specific role in overseeing Sustainability risks and opportunities, including in relation to biodiversity and ecosystems. In addition, the Internal Sustainability Committee contributes to the drafting and monitoring of policies for sustainable business development. The Group Sustainability and Corporate Advocacy function ensures the development and implementation of the sustainability strategy, in line with the Group's business plan, ensuring that initiatives align with international standards. The continuous development and improvement of Work Processes, Technological Platforms, and the MAIRE Group's distinctive Expertise support the integrated management system, which ensures that all activities are carried out in line with the defined strategies. Finally, the Group HSE&SA and Project Quality function is responsible for managing and monitoring the HSE&SA management system, and for implementing measures on operating sites in line with Group policies.

The Group complies with international standards such as ISO 14001 for environmental management and is strengthening its commitment to biodiversity protection, in line with the United Nations Sustainable Development Goals (SDGs).

The Sustainability and HSE&SA policies are published and accessible to stakeholders through the Parent Company's website and are the subject of training for all Group employees.

Actions and resources related to biodiversity management

ESRS E4, MDR-A, E4-3

Protecting Biodiversity	
Description	The Group used the IBAT scientific platform to analyze and identify biodiversity risks at project sites. The information derived from the IBAT Multi-site report will enable the setting of goals and targets at project site level. For the Hail & Ghasha project a plan has been prepared to plant mangroves and protect native birds (Houbara Bird). The expected results of these actions are: **1.** Creation/collection of readily available data and maps of biodiversity hotspots near eligible sites using the IBAT tool, in order to define initiatives based on risks and critical species. The medium-term objective is to implement at least one initiative per significant site, greenfield or brownfield. **2.** Restore the coastlines as a carbon capture site, restore and promote the increase of aquatic species, and prevent erosion. Future key actions will be the creation of initiatives with the expectation of improved biodiversity hotspots/critical areas (long-term actions).
Scope	The scope of key actions for the reporting year considers the direct operations at sites identified through IBAT analysis. The geographical scope corresponds to the 36 eligible sites.
Time horizon	The IBAT analysis in 2024 was carried out for the reporting year, resulting in 11 sites identified near protected areas. Threatened species within the 3 km buffer zone were also identified for each site. The analysis will be updated by the end of 2025.
Monitoring	The buffer zone of 3 km allows a more accurate and defined analysis compared to the 50 km buffer used in previous reporting, as it ensures a better and more precise assessment of the type and number of protected areas possibly in the vicinity of the site in addition to the species involved. A multi-site report was also generated in the reporting year. This led to the identification of 11 sites near protected areas. The key action going forward, as a medium-term goal, will be to develop at least one initiative for each eligible site, greenfield or brownfield.

A project is planned in 2025 to restore biodiversity by planting mangroves. Mangrove plantations provide a number of key ecosystem benefits, including natural capture of CO_2, creation of wildlife refuges, provision of food and habitat to support fisheries, and protection from coastal erosion. The Group already has plans to plant mangrove seedlings in an area near the Hail & Ghasha project.

In the design of Hail & Ghasha, in 2024 the Group analyzed specific local information, considering relevant stakeholders, biodiversity and ecosystems with respect to the project's impacts on the area. These included the Environmental Impact Assessment, Social Impact Assessment and Stakeholder Engagement Plan, which were carried out and served as the basis for the preparation of mitigation measures.

Tracking effectiveness of policies and actions through targets

ESRS E4, MDR-T, E4-4

Protecting biodiversity	
Reference policy	The MAIRE Group is committed to reducing environmental impacts and protecting biodiversity in its operations and throughout the value chain. Sites near key areas of protected zones were mapped for the current year. In the case of the Hail & Ghasha project, mitigation measures were developed to protect birds, as were compensatory measures with mangrove planting. These actions are linked to the Sustainability Policy targets, which includes water and biodiversity protection.
Objective	The objective for 2025 is to implement 10 biodiversity protection initiatives, with a 2034 target of establishing initiatives at all sites near protected areas or KBAs.
Scope	The scope of the analysis is upstream and direct operations. The geographical scope corresponds to the 36 eligible sites. 11 Sites near the protected areas (3 km) were selected for further analysis.
Baseline	In 2024, three initiatives to protect biodiversity were established. In addition, integrated biodiversity tools were widely used to define critical projects that require an immediate biodiversity protection strategy.
Time horizon	2025-2034.
Interim targets	The medium-term target will be to develop 10 initiatives in 2025.
Methodology	For the reporting year 2024, 11 sites were defined out of 36 eligible projects through the use of the Multi-Site Integrated Biodiversity Assessment Tool (IBAT), which evaluates the biodiversity characteristics of operational sites. For each operational site, the following biodiversity-related features are provided; list of protected areas and Key Biodiversity Areas (KBAs) within the selected radius of operational sites, list of IUCN critically endangered, endangered, and vulnerable red list species that are potentially present within a 50 km radius. Scores associated with the Species Threat Abatement and Restoration Metric are also provided to enable users to determine relative opportunities for positive biodiversity actions at sites.
Scientific evidence	We use the IBAT Tools "Multi-Site" report to undertake a principal analysis of biodiversity near sites. This is to determine the criticality of sites based on scientific evidence. IBAT Tools is the result of an alliance between BirdLife International, UNEP, IUCN and Conservation International. It is a biodiversity data provider that licenses commercial access to global biodiversity datasets and derived data layers, including the IUCN Red List of threatened species, the world database on protected areas, and the world database of key biodiversity areas.
Stakeholder engagement	Target-setting has been revised over the years based on the stakeholder engagement activity carried out as part of the materiality assessment, during which material topics, including targets and action plans, were analyzed and validated with internal and external stakeholders.
Changes	In the reporting year, the IBAT Multi-Site report was used, providing more in-depth results than the simple use of IBAT as in the previous year. This allows the setting of more science-based target for deciding appropriate measures at critical sites near biodiversity hotspots.
Monitoring	The Group will continue to measure biodiversity impacts through IBAT tools, as the database is always up to date and evolving, so changes in critical biodiversity species at a specific site can be easily monitored. In the previous report, only IBAT was used, without the Multi-Site Report, providing information on critical species within a 50 km buffer at the sites. For the current reporting year, the IBAT Multi-Site report was used with a 3 km buffer in order to understand which sites require immediate attention. The action plan will target sites near protected areas according to IBAT results where Group activities are carried out in Greenfield. This results in more careful target setting. We are currently in the analysis phase of the multi-site report, and from where the 11 sites in proximity to Protected Areas, downstream we will develop an in-depth analysis to define appropriate initiatives and targets. For next year, we will continue the analysis and finalize the target and thus 2025 will be the base year for target-based performance monitoring.

The target was defined based on the outcome of an in-depth analysis of the sites identified in the IBAT Multi-Site report. This tool uses data from trusted sources such as the IUCN Red List, the World Database on Protected Areas (WDPA) and the World Database of Key Biodiversity Areas (WDKBA) to evaluate impacts on biodiversity. The tool assesses site vulnerability based on how they overlap with significant biodiversity features. No additional thresholds have been established or considered, as most projects are conducted on brownfield sites.

The definition of the planned initiatives to be carried out in 2025 will be based on the criticality of the protected area and the potential impact of the Group's activities, and on the environmental impact studies for the identified projects, also taking into account the differences between greenfield and brownfield projects.

The medium-term goal will be to implement an initiative for each site in the vicinity of protected areas, regardless of whether greenfield or brownfield, commensurate with the potential impact identified. The initiative may be awareness, training, mitigation or compensation depending on the significance of the impact.

Impact metrics related to biodiversity and ecosystems change

E4-5

Considering projects underway in 2024, MAIRE operates a total of 11 construction sites located near protected areas or key biodiversity areas (for details see the section "Material impacts, risks and opportunities and their interaction with strategy and business model").

Of the 11 sites analyzed, 10 are located in brownfield areas and are therefore not considered when quantifying the metric related to areas near protected or high biodiversity areas. However, the Hail & Ghasha (United Arab Emirates) project pipeline will cross a protected area for about 70 km of the route.

ACCOUNTING POLICY

The scope of application for the reporting year considers the direct operations at sites identified through IBAT (Integrated Biodiversity Assessment Tool) analysis. The geographical scope corresponds to the 36 eligible sites. The analysis identified protected areas and Key Biodiversity Areas (KBAs) within a 3km buffer zone. in the previous reporting period, the analyses had considered a 50km buffer, which was deemed not to realistically reflect the potential influence of the project. The choice to reduce the buffer to 3 km enables a more accurate evaluation of the type and number of protected areas possibly in the vicinity of the site in addition to the species involved.

E5 Resource use and circular economy

Processes to identify and assess material resource use and circular economy-related impacts, risks and opportunities

ESRS 2 IRO-1

ESRS	Sub-(sub)topic	IROs	Management of IROs
E5 - Resource use and circular economy	Resource inflows	**Resource use:** contribution to excessive resource depletion during extraction of materials from suppliers upstream in the value chain.	To monitor how suppliers approach sustainability issues, MAIRE decided to adopt the ESG screening tool because it is considered the best on the market.
	Resource outflows related to products and services	**Promotion of the circular economy:** contribution to the circular economy with technologies that promote recycled materials.	Through the development of a Framework encompassing the Group's entire supply chain, initiatives to promote circularity can be developed, including the creation of a task force focused on enhancing the Group's "Circularity by design" and continuing to develop the Group's know-how in resources and the circular economy. This task force also seeks to establish a registry of circular economy engineering solutions at the design stage.
		Opportunities to attract investors: interested in technologies that contribute to the circular economy.	
	Waste	**Waste disposal:** waste generation in offices and during construction activities.	The Group carries out a series of initiatives on construction sites to organize efficient waste collection points for the purpose of implementing the recycling quota relating to seven waste streams: plastic, paper and cardboard, glass, metals, WEEE, organic waste and wood. In the offices, the Company, in compliance with Legislative Decree No. 152/2006 and subsequent amendments and supplements, and in accordance with its ISO 14001:2004 Environmental Management System, implements careful and comprehensive waste collection, transportation and final treatment through a qualified external company.
		Waste reduction: decrease in plastic waste to landfills and the environment.	
		Opportunities in the circular economy sector: licensing technologies for upcycling and depolymerizing plastics, improving their recyclability.	Given the positive impact in terms of the circular economy through various initiatives and technologies, the Group carries out an ongoing study with the goal of measuring and quantifying how technologies can positively influence the circular economy based on the opportunities provided to clients.

For information on the methodologies, assumptions and tools used to identify and assess material impacts, risks and opportunities along the value chain, reference should be made to the ESRS 2 IRO-1 section of this document.

Policies related to resource use and circular economy

ESRS E5, MDR-P, E5-1

The MAIRE Group's policies related to resource and waste management and the circular economy are based on an approach of reducing environmental impact, using resources responsibly, and promoting more sustainable production models. Through the Sustainability Policy and the HSE&SA Policy, the Group is committed to improving efficiency in the use of raw materials, reducing waste generation and encouraging the transition to a circular economy model.

The Group's approach to resource management and circularity is based on:

- Reducing the use of virgin raw materials, by encouraging the use of recycled and secondary materials in production processes.
- Efficient waste management through reduction, reuse and recycling strategies throughout the life cycle of products.
- Minimizing environmental impact by adopting innovative technologies to optimize resource use and reduce emissions and waste.

The policies apply to all Group activities, covering both direct operations and the value chain. The Group promotes environmental management practices, particularly waste management, in accordance with the highest environmental standards.

The Group recognizes the importance of resource management, waste management and the circular economy, and has therefore established a plan for developing and integrating its policies to include specific targets on these issues.

Sustainability governance is implemented through varying levels of responsibility. The Board of Directors plays a pivotal role in defining environmental strategies, while the Control, Risk and Sustainability Committee has a more specific role in overseeing Sustainability risks and opportunities, including in relation to the circular economy and the management of resources and waste. In addition, the Internal Sustainability Committee contributes to the drafting and monitoring of policies for sustainable business development. The Group Sustainability and Corporate Advocacy function ensures the development and implementation of the sustainability strategy, in line with the Group's business plan, ensuring that initiatives align with international standards. The continuous development and improvement of Work Processes, Technological Platforms, and the MAIRE Group's distinctive Expertise support the integrated management system, which ensures that all activities are carried out in line with the defined strategies. Finally, the Group HSE&SA and Project Quality function is responsible for managing and monitoring the HSE&SA management system, and for implementing measures on operating sites in line with Group policies.

The Group has obtained ISO 14001 certification for environmental management and adheres to the United Nations Sustainable Development Goals (SDGs), promoting more efficient use of resources.

The Group has defined in its policies and is active in the following areas related to circularity:

- Optimizing waste management by implementing advanced recycling solutions to reduce industrial waste.
- Substitution of non-renewable resources by evaluating more sustainable alternatives for production processes.
- Collaboration with stakeholders, to develop innovative solutions and improve circularity along the value chain.

The Sustainability and HSE&SA policies are published and accessible to stakeholders through the Parent Company's website, and are the subject of training for all Group employees.

Actions and resources related to resource use and circular economy

ESRS E5, MDR-A, E5-2

Circularity Framework	
Description	The MAIRE Group, in role as an active player in the sustainable transition, is committed to preserving natural resources, as enshrined in the Group's Sustainability Policy, with a focus on responsible and innovative waste management. Through the development of a Framework encompassing the Group's entire supply chain, it was possible to define possible initiatives to promote circularity. The following initiatives are defined to prevent, mitigate, and remedy real and potential negative impacts, to enhance positive impacts, and to address risks and opportunities: • MAIRE developed research on four major strategic countries in 2024 for the company's business (UAE, KSA, Qatar, and Algeria) in order to improve waste management and recycling in each of them. • The research analyzes the maturity level of countries in terms of developing circularity. In addition, the research examines the level of recycling of waste generated at the construction sites of MAIRE's industrial projects in these countries, in order to provide useful insights for setting recycling targets for the coming years.
Scope	The scope of key actions considers operations at sites, particularly sites in the four main countries considered by the research, and possible collaborations with various actors along the supply chain. The geographic scope varies between projects.
Time horizon	The time horizon defined corresponds to the 2025-2034 business plan.
Monitoring	A survey of the four countries and an internal analysis was carried out to determine waste categories and determine recycling targets.

Implementation of separate waste collection at construction sites	
Description	Design and adoption of a series of initiatives on construction sites to organize efficient waste collection points for the purpose of implementing the recycling quota on 7 waste streams: plastic, paper and cardboard, glass, metals, WEEE, organic waste and wood. Implementation of construction site waste management models through collaboration with subcontractors. Education and awareness initiatives for construction site workers.
Scope	The scope of this action considers all Group construction sites in some key countries where most of the IE&CS business is developed in 2024.
Time horizon	2025-2034.

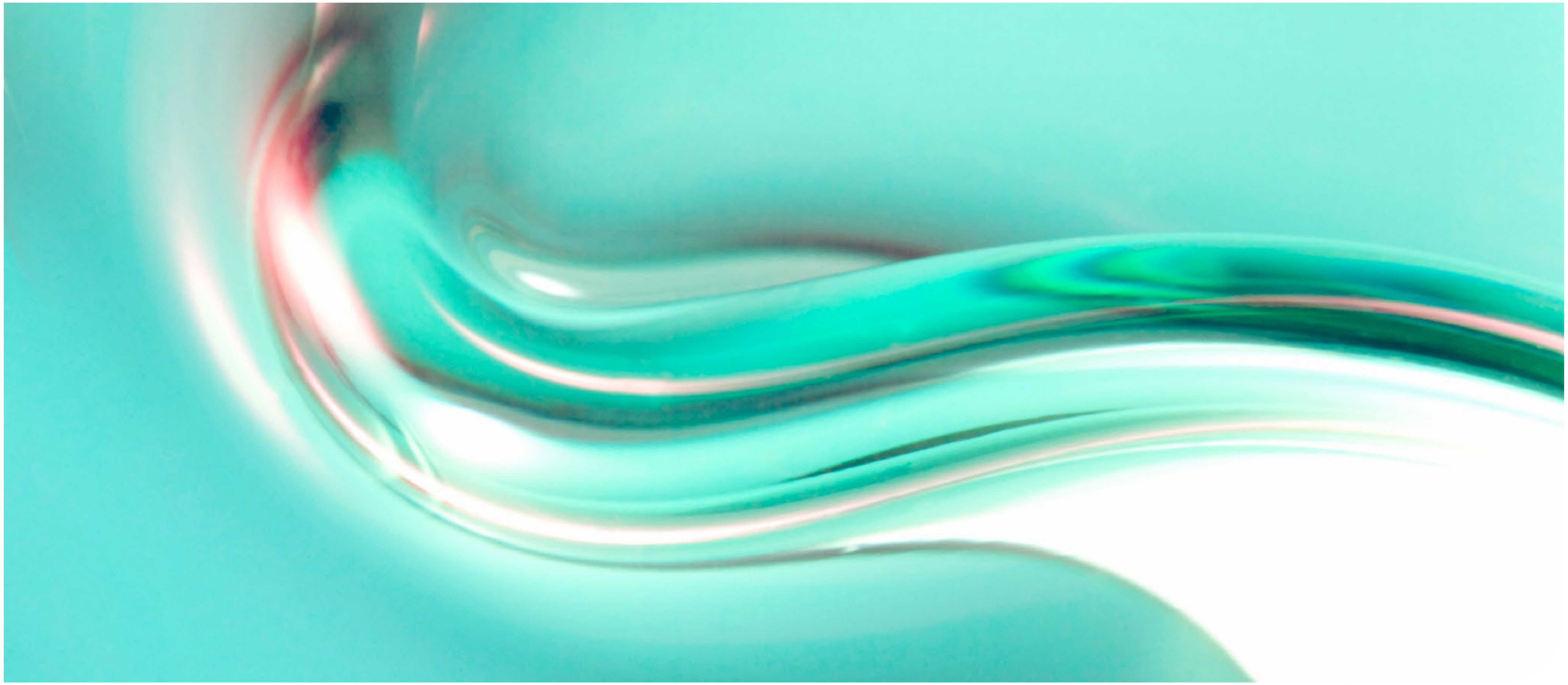
Creation of a Circularity by Design Task Force	
Description	Creation of a task force on circularity to enhance the Group's "Circularity by design" and continuing to develop the Group's know-how in the area of resources and circular economy. This task force will seek to establish a registry of circular economy engineering solutions at the design stage.
Scope	The scope is downstream, relating to the design and construction of IE&CS facilities.
Time horizon	2025-2034.

Study to define positive impact on the circular economy from recycling technologies	
Description	Given the positive impact in terms of the circular economy through various initiatives and technologies developed by the Group, the study seeks to measure and quantify how technologies in the recycling portfolio can positively influence the circular economy based on the opportunities they present for MAIRE's clients.
Scope	The scope is downstream, relating to the development and application of Group technologies.
Time horizon	2025-2034.

These initiatives are part of a broader effort to create a sustainable production system that minimizes environmental impact and optimizes resource use. Separate collection at the Group's construction sites is a key step in reducing waste and improving material recycling, thereby reducing landfill and promoting efficient use of resources.

The Circularity by Design Task Force goal is to integrate circular economy principles from the earliest stages of plant and product design along the value chain. This initiative not only seeks to reduce waste, but also to design plants with materials that use greater recycled components and are more easily reusable and recyclable, thus contributing to a more sustainable product lifecycle and creating partnerships along the value chain.

Finally, studying the positive impact of the Group's recycling technologies is a crucial element in evaluating and improving existing practices, and identifying new opportunities for innovation. These studies help to better understand how recycling technologies can contribute to a more robust circular economy and determine best practices to adopt. In summary, through a series of targeted actions and continuous innovation, the Group is committed to promoting circularity and creating a more sustainable future for the next generation.



Tracking effectiveness of policies and actions through targets

ESRS E5, MDR-T, E5-3

Recycling targets	
Reference policy	The MAIRE Group is committed to preserving natural resources, as enshrined in the Group's Sustainability Policy, with a focus on responsible and innovative waste management, both internally and externally. Recycling targets aim to reduce waste disposed in landfills in each country in which it operates, and to build relationships with a sustainable value chain that improves circularity at the local level.
Description	The target will relate to the recycling rate of site waste in the following four countries: Saudia Arabia, Algeria, UAE and Qatar, based on the results of research carried out by the Group and with respect to seven specific waste categories. The target for 2025 is to reach 43%.
Scope	The target-setting considers only the four main countries of operation (Saudi Arabia, UAE, Qatar and Algeria) and specific categories of the most recyclable materials for which there are potential value chains in the aforementioned countries. This excludes hazardous materials that cannot be recycled, excavated and construction materials, and wastewater, which is sent to a water treatment plant. Selected categories include: wood, plastic, paper/cardboard, metals and electrical and electronic equipment (including cables), glass and organic waste.
Baseline	2024 - Recycling of 39.2% for the seven waste categories, considering the four countries chosen.
Time horizon	2025-2034.
Methodology	For 2025 and for the four most strategic countries in terms of business, targets were set internally following research on Saudi Arabia, UAE, Qatar and Algeria. To this end, the research considered the current situation of the countries and their circularity targets. Internally, an analysis of the company's consolidated and proxy data on waste streams generated at the sites was developed. Finally, recycling targets were defined.
Scientific evidence	The research is validated by a third party.
Stakeholder engagement	During stakeholder engagement in the Double Materiality Assessment, the theme of circularity was central. Thus, both internal stakeholders and 22 external stakeholders in different categories were heard.
Changes	Compared to previous years, the recycling metrics considered for the targets have changed. Previously, the total amount of materials recovered was considered, including excavated materials and wastewater, but the amount of these materials varies greatly depending on the size of the projects, the stage of the project, and the geography in which the construction site is located. As a result there is a significant fluctuation in recycling opportunity each year; by limiting recycling categories and considering country-specific capacities, targets are more precise and stable over time.

Number of enabling technologies - Circular economy	
Reference policy	The targets set are aligned with the sustainability policy, as they seek to promote the circular economy for the Group's clients.
Description	The target is to have seven enabling technologies for the circular economy both by 2025 and by 2034 by further developing and industrializing the technologies already in place in the reporting year.
Scope	The target is to promote the use of enabling technologies for the circular economy. It also aims to influence the downstream value chain by ensuring that the Group's clients adopt more sustainable solutions.
Baseline	In 2024, the Group had seven enabling technologies for the circular economy.
Time horizon	2025-2034.
Methodology	The Group uses the Technology Readiness Level (TRL) to assess the maturity of technologies from 1 to 9, where 9 is the highest. Only technologies in the portfolio with TRL-6 or higher are considered, excluding those below this threshold.
Stakeholder engagement	Target-setting has been revised over the years based on the stakeholder engagement activity carried out as part of the materiality assessment, during which material topics, including targets and action plans, were analyzed and validated with internal and external stakeholders.

The targets set for the Group on E5 are not in response to national or international legislation but were adopted voluntarily. For the reporting year, circular design was not considered, although examples of circular design in the cement and steel value chain have already been adopted in some projects. Therefore, there are currently no qualitative targets for circular product design or targets related to increasing the rate of use of circular materials or minimizing primary raw materials, but collaborative initiatives with suppliers to improve sustainable sourcing are under consideration. More information will be released in 2025.

With regard to waste management, the MAIRE Group pays great attention to waste collection, transportation and treatment and uses qualified and authorized external suppliers. The Group has equipped several locations with bins for separate collection of paper, plastic and toner, promotes the message "reduce - reuse - recycle", and provides specific temporary storage areas, avoiding mixing hazardous waste with non-hazardous waste. In line with the Group's HSE Policy, daily checks are carried out on waste management and subcontractor behavior at construction sites, in cooperation with specialized waste companies and in compliance with local laws, seeking to maximize recycling of the seven categories of waste covered by the research carried out.

In addition, the Group develops technologies to enable clients to implement their own circularity. Key among these are a technology for the mechanical recycling of plastic waste (Upcycling); a technology for the depolymerization of plastic waste, particularly PMMA; and a technology for the conversion of undifferentiated waste by gasification to produce syngas to be used as raw material for the production of hydrogen, ethanol and methanol, and SAF.

In addition to the objectives described above, the Company also set the following qualitative targets:

Circularity by Design Task Force

- The Task Force initiative "Circularity by design" is designed to assess and implement environmental policy related to the rational use of resources and the application of the circular economy at the design stage. The goal is to establish a registry of circular economy engineering solutions at the design stage. From the application of the registry to an IE&CS facility it will be possible to define a future quantitative target for clients, to evaluate for each specific project. The base year for establishing the registry will be 2025, while 2026 will be the year of first application to an IE&CS facility.

A study to define positive impact on the circular economy from recycling technologies:

- The study aims to measure and quantify how technologies developed by the Group can influence the circular economy, based on the opportunities they present for clients. The scope is downstream, relating to the development and application of Group technologies. The time horizon defined corresponds to the 2025-2034 business plan.

Resource outflows

ESRS E5-5, 35, 36, 37, 38, 39, 40

For the IE&CS and STS value chains, the materiality assessment found positive impacts and opportunities related to circularity and investment attraction, as described in the previous paragraphs. However, since the Company does not have a production process properly defined within the scope of direct operations, it considers the requirements for resource outflows to be inapplicable.

MyReplast's production process begins with the collection and sorting of plastic waste, which is then cleaned and shredded into small pieces. These fragments are then subjected to an extrusion process, where they are melted down and turned into high-quality recycled plastic granules.

These granules can be used to produce a wide range of products, from building materials to consumer articles. The process is carefully monitored to ensure that the final products meet strict quality and sustainability standards. The entire production cycle is also designed to minimize environmental impacts, reducing CO_2 emissions and promoting the circular economy.

Waste diverted from disposal[19]	2024 MAIRE	2024 SUBCONTRACTORS	2023 MAIRE	2023 SUBCONTRACTORS
37. b) Total (t)	**53,170.95**	**242,406.64**	**17,638.32**	**107,459.14**
37. b) Hazardous waste (t)	**7.01**	**278.43**	**0.54**	**15.10**
37. b) Preparation for reuse (t)	0.23	239.13	-	-
37. b) ii. Recycling (t)	3.71	28.60	0.54	15.10
37. b) iii. Other recovery operations (t)	3.07	10.71	-	-
37. b) Non-hazardous waste (t)	**53,163.94**	**242,128.21**	**17,637.78**	**107,444.04**
37. b) Preparation for reuse (t)	37,352.17	237,541.87	10,732.99	104,666.07
37. b) ii. Recycling (t)	15,300.77	2,540.19	6,892.47	2,656.42
37. b) iii. Other recovery operations (t)	511.00	2,046.15	12.32	121.55
Waste directed to disposal				
37. c) Total (t)	**7,088.69**	**19,033.51**	**9,520.59**	**59,811.46**
37. c) Hazardous waste (t)	**2.35**	**56.14**	**15.52**	**1,067.74**
37. c) i. Incineration (t)	0.04	23.21	-	5.01
37. c) ii. Landfill (t)	1.15	32.93	15.52	1,061.71
37. c) iii. Other disposal operations (t)	1.16	-	-	1.02
37. c) Non-hazardous waste	**7,086.35**	**18,977.37**	**9,505.07**	**58,743.72**
37. c) i. Incineration (t)	26.26	132.67	5.55	54.74
37. c) ii. Landfill (t)	6,817.99	18,065.20	8,982.30	58,688.98
37. c) iii. Other disposal operations (t)	242.10	779.50	517.22	-
37. d) Non-recycled waste (t)	7,088.69	19,033.51	9,250.59	59,811.46
37. d) Percentage of non-recycled waste (%)	12%	7%	35%	36%
37. a) Total waste (t)	**60,259.64**	**261,440.15**	**27,158.91**	**167,270.60**
39. Of which hazardous waste	9.36	334.57	16.06	1,082.84

Waste generation in offices remained largely in line with 2023 levels, despite a more than 30% increase in hours worked in 2024.

In 2024, there was a substantial increase in waste production at construction sites compared to 2023, primarily driven by the subsidiary Tecnimont S.p.A.

Waste generated is influenced by the work phase, the nature of activities performed and the mix of countries hosting the various construction sites. Regarding non-hazardous waste from the subsidiary Tecnimont S.p.A., it is noted that the majority consists of wastewater from construction site offices and worker accommodation. This wastewater undergoes pre-treatment before being reintroduced into the water cycle. In addition to wastewater, the main types of waste subject to recycling and reuse include: paper, plastic, metals, cables and wood. The waste recovery rate is very high (92%), largely due to the quantity of wastewater produced.

In 2024, the amount of hazardous waste generated by the subsidiary Tecnimont S.p.A. decreased significantly compared to 2023, as the demolition phase of an existing plant undergoing revamping in Nigeria was completed.

The subsidiary Tecnimont Private Limited also reported an increase in waste production due to the full operational status of several projects in 2024.

At the MyReplast operational site, waste generation

19 The Group did not generate radioactive waste in 2024.

decreased in 2024 compared to 2023. This reduction in the value of generated waste aligns with the plant's activity volumes.

ACCOUNTING POLICY

Waste by type, disposal method and treatment type

The quantity and type of waste produced, in addition to the disposal method, are reported based on receipts provided by third parties (authorized landfills or transporters) and supplemented with specific measurement methods at construction sites, where waste is separated before disposal and classified as hazardous waste, non-hazardous waste, or further divided into subcategories. The disposal method complies with the legal standards and requirements of the country where the project is located.

Subcontractor waste is not included in the data and is reported separately.

20.3. Social

S1 - Own workforce
Interests and views of stakeholders

ESRS S1- ESRS 2 SBM-2

The company's strategic approach and business model consider the interests, expectations and rights of the workforce key elements in creating sustainable value, which is grounded in the principles of human rights protection and their integration into decision-making and operational processes.

As part of the Double Materiality Assessment, as described in the relevant sections, MAIRE launched an employee listening process in 2024 to gather qualitative comments on the Group's commitment to sustainability. These comments were analyzed and processed in order to better guide the Group's actions and initiatives.

With particular reference to the issue of human rights, within the SA8000 management system there is provision for the election of an SA8000 Workers' Representative (RLSA8000) tasked with collecting comments, recommendations and reported incidents from workers on issues related to respect for human rights within the SA8000 Standard.

A Social Performance Team (SPT) is also established in the context of the management system, which includes a balanced representation between SA8000 worker representatives and management. At all SA8000-certified MAIRE Group companies (to date): MAIRE, TECNIMONT, KT, TPI, STAMICARBON, SE.MA. Global Facilities; Nextchem TECH; TECNIMONT SERVICES) one or more RLSA8000 is elected and an SPT defined.

During periodic meetings with the aforementioned key figures, the sharing of workers' suggestions is considered by the SPT to be a fundamental and integral part of its activities, to monitor activities in the workplace, identify their risks and implement any preventive and corrective actions.

In 2024, the Company initiated structured discussion and dialogue with union representatives as part of the Double Materiality Assessment process. These initiatives sought to share IROs related to the workforce and the actions included in the Sustainability Plan.

Material impacts, risks and opportunities and their interaction with strategy and business model

ESRS S1, ESRS 2 SBM-3

ESRS	Sub-(sub)-topic	IRO Description	IRO management
S1 Own workforce	Equal treatment and opportunities for all (Diversity)	**Inclusiveness:** MAIRE could face a potential lack of inclusiveness because of its multicultural workforce, which encompasses differing ages, genders, religions and ethnicities. This impact is relatively widespread.	The Group is committed to promoting diversity and inclusiveness through its multicultural and multinational global presence. MAIRE has therefore implemented: • Inclusion policies to ensure equal opportunities regardless of age, gender, religion, or ethnicity. • Awareness and training programs to reduce unconscious bias and foster an inclusive work environment. • Monitoring indicators to assess progress on diversity and inclusion. • Listening and dialogue with employees and union representatives.
		Diversity promotion: MAIRE places great emphasis on multiculturalism. 85 Different nationalities are represented within the company. The impact is limited.	The Group considers diversity, equity and inclusion as the Group's founding values, for both employees and non-employees. Among the various management methods used to promote DE&I, MAIRE: • Collaborates with universities and educational institutions to attract talent from diverse backgrounds. • Adopts inclusive hiring and promotion policies, ensuring fairness in selection and career advancement processes. • Promotes work-life balance, with flexible work policies to meet the diverse needs of the workforce.
S1 Own workforce	Equal treatment and opportunities for all (Training and skills development)	**Supporting professional growth:** the Group is committed to enhancing the professional growth of employees through targeted training initiatives. This impact is particularly relevant to employees at locations that house the Group's various engineering hubs and at locations where the local content strategy has led to the hiring of young people. The impact is widespread.	MAIRE develops targeted training paths based on worker (either employee or non-employee) and business needs, such as: • In-house academy with training courses for technical and managerial skills. • Skills development and growth support programs. • Local hiring strategy, enabling the recruitment and development of talent in the Group's various locations.
		Opportunities for competitive advantage: internal development of new sustainability skills/know-how in the sectors in which it operates. This opportunity stems from the positive impact of "Supporting Personal Growth" that emerged during STS' value chain analysis, particularly for the research and development phases (R&D) and the selection of relevant equipment suppliers.	MAIRE invests in the growth of its employees through targeted training courses targeted at developing advanced skills in energy transition, decarbonization and technologies for sustainability in the sectors in which it operates.
	Working conditions (Health and safety)	**Exposure to health and safety incidents:** work-related injuries and accidents for employees. The impact is widespread.	MAIRE is committed to ensuring the highest standards of health and safety through the adoption of advanced processes and methodologies, and to implementing training and ongoing improvement programs. These tools are designed to protect workers in every operational context, consolidating safety not only as a priority but as a founding value of the corporate culture. The company promotes widespread awareness of the importance of safety by investing in ongoing training courses to constantly update employees on best practices and technologies in HSE (Health, Safety & Environment). The MAIRE Group has implemented and operates a multi-site HSE&SA management system, constantly monitoring results to ensure continuous improvement and prevent the recurrence of workplace accidents. The Company has a governance and operational structure dedicated to employee health and safety, with local teams to ensure policies are enforced at all operating sites.

For information on the methodologies, assumptions and tools used to identify and assess material impacts, risks and opportunities along the value chain, reference should be made to the ESRS 2 IRO-1 section of this document.

The risks and opportunities deriving from the impacts and dependencies related to MAIRE's own workforce are reflected in MAIRE's business strategy and operating model, affecting human resource management and the resilience of the organization. Specifically, the organization's ability to develop and retain skills, and the adoption of high safety standards for workers, are key elements in ensuring business continuity, resulting in action that is integrated into strategy, risk management and corporate objectives.

The Double Materiality Assessment carried out by MAIRE considered all people in the Group's workforce. An inclusive and transparent approach was taken to ensure that all categories of employees, regardless of their role or position, were included in evaluations and reporting. This has given the Group a complete and accurate view of potential and actual impacts and the measures needed to mitigate any risks. The impacts resulting from the analysis process affect MAIRE's entire workforce, which is composed of employees, agency staff on contract, contractors, and staff employed by subcontractors engaged in the various projects developed by the Group's different companies.

It is noted that employees includes permanent, temporary, and full-time and part-time staff. All Group employees, regardless of contract type, are classified into the following four macrocategories according to the position they hold:

- Executives;
- Middle Managers;
- White-Collar Workers;
- Blue-Collar Workers.

The Group uses agency staff to meet peak workloads or to fill support staff positions that are closely related to projects or temporary needs.

Collaborators are self-employed individuals with specific experience and skills whom the Group engages as advisors on specific initiatives.

In the analysis carried out on labor safety issues, the Group especially considered direct and indirect personnel working at construction sites.

The impacts, risks and opportunities related to its own workforce identified in the Double Materiality Assessment refer to the entire corporate population and not to specific groups of people.

In terms of the impact related to "Exposure to health and safety incidents", in addition to the above, the Group recognizes that its employees and subcontractor workers operating in certain geographical areas may be exposed to heatwaves, and has implemented in this regard a number of initiatives and procedures to mitigate these situations. Extreme weather events can cause both acute and chronic health and safety problems for employees. Given the increased frequency and intensity of these events, the company is adopting specific mitigation and adaptation strategies. Heatwaves, in particular, pose a significant threat to the health and well-being of employees, especially those working on outdoor sites. These extreme conditions can not only affect workers' health but can also negatively impact productivity and operational safety. MAIRE takes a comprehensive approach to assessing employee exposure, climate emergency response protocols, and innovative solutions. This approach is designed to create a more resilient, safe and sustainable work environment in the face of the growing challenges posed by climate change.

The MAIRE Group operates in countries considered at risk of forced and child labor. To identify countries with significant risk, the Worldwide Governance Indicators developed by the Social Accountability Accreditation Service were taken as a reference. For 2024, the following countries were considered high risk: China, India, Saudi Arabia, Vietnam, Indonesia, Mexico, and Romania. However, no situations related to such risks have been identified within the Group's scope of operations.

In part because of its membership of the United Nations Global Compact, MAIRE is strongly committed to abolishing all forms of forced labor. The company takes measures to monitor human rights through a structured internal human resources management system, ensuring compliance with international standards, including by carrying out social audits and conducting training programs to prevent violations under the SA8000 system, within its scope.

Impacts on the workforce resulting from the Transition Plan

MAIRE is committed to sustainable transition, as defined in the Group's business plan, in line with the climate neutrality targets of the Met Zero Plan and growing market demand. This approach not only strengthens the company's competitiveness and offers significant business opportunities, but also involves a major evolution of the skills required of its workforce.

To accompany this transformation, MAIRE invests in initiatives that target employees' professional development, ensuring that skills are constantly updated through reskilling and upskilling courses. The spread of new technologies represents an opportunity to enrich internal know-how and enhance the technical capabilities of teams, supporting them in adapting to ongoing changes.

In parallel, MAIRE has adopted a structured approach to monitoring the effects of the transition on its workforce, ensuring appropriate dialogue with union representatives.

It is underlined that against a changing backdrop that is strongly oriented toward technological development, attention to employee safety and well-being remain central, with the goal of creating a work environment in which professional growth integrates with the company's long-term vision.

As such, MAIRE therefore believes that the Met Zero Plan, which is integrated into the Group's strategy, acts as a growth engine for MAIRE's human capital, offering new professional opportunities and strengthening the company's competitiveness and resilience toward future challenges through increasingly qualified skills.

Policies related to own workforce

ESRS S1, MDR-P

The MAIRE Group's policies on the management of its workforce are based on the principles of respect for human rights, equal opportunity, health and safety, and the enrichment of human capital. Through the Code of Ethics and a number of specific policies - including the Sustainability Policy, the Human Resources Policy, the Human Rights Policy, the HSE & SA Policy, the Diversity, Equity and Inclusion (DEI) Policy, and the Anti-Harassment Policy - the Group is committed to ensuring a safe, fair, and respectful workplace environment in accordance with international regulations and best business practices.

The Group's approach to managing its workforce includes constant assessment of impacts, risks and opportunities related to workplace conditions, personnel selection and development practices, protection of fundamental rights and prevention of discrimination and abuse. Human resource management is based on criteria of merit, transparency and inclusion, ensuring equal opportunities for growth and development for all employees and collaborators. The Group respects the individual's dignity and values, repudiating and condemning all forms of intolerance, violence, abuse and discrimination. The Group ensures an inclusive workplace environment that allows each individual to express their human and professional qualities to the fullest, and promotes work-life balance and a structured welfare system. This governs labor relations and recognizes all forms of free association among workers, in accordance with the regulations in force in the countries in which it operates.

The scope of the policies covers the Group's entire workforce, including employees, contractors, interns and apprentices, in every geographical area in which the Group operates. The policies extend along the value chain, promoting responsible labor practices including suppliers and business partners. In particular, the Human Rights Policy states that respect for fundamental rights must be ensured not only internally, but also in relations with suppliers and subcontractors, through selection and monitoring mechanisms based on principles of fairness and sustainability.

Sustainability governance is implemented through varying levels of responsibility. The Board of Directors has a pivotal role in defining Sustainability strategies, while the Control, Risk and Sustainability Committee has a more specific role in overseeing Sustainability risks and opportunities, including in social areas related to the management of its workforce. In addition, the Internal Sustainability Committee contributes to the drafting and monitoring of policies for sustainable business development. The Group Sustainability and Corporate Advocacy function ensures the development and implementation of the sustainability strategy, including in terms of social aspects, in line with the Group's business plan, ensuring that initiatives align with international standards. The continuous development and improvement of Work Processes, Technological Platforms, and the MAIRE Group's distinctive Expertise support the integrated management system, which ensures that all activities are carried out in line with the defined strategies.

The Group HR Administration & Management and Group Development & Compensation functions are responsible for managing and monitoring policies related to the workforce and their development path, and finally, the Group Corporate Affairs, Governance, Ethics & Compliance function is responsible for policies related to Diversity, Equity and Inclusion (DE&I) and Anti-Harassment.

The Group HSE&SA and Project Quality function is responsible for managing and monitoring the HSE&SA management system, policies related to social responsibility and human rights (in cooperation with Group HR Administration & Management, Group Development & Compensation, Group Corporate Affairs, Governance, Ethics & Compliance, and Group Sustainability and Corporate Advocacy), and for implementing management measures at operational sites in line with Group policies.

The Group adheres to international standards and initiatives, including the United Nations Guiding Principles on Business and Human Rights, the ILO Declaration on Fundamental Principles and Rights at work, and the OECD Guidelines for Multinational Enterprises. In addition, membership in the United

Nations Global Compact confirms the Group's commitment to promoting respect for human rights and best labor practices.

Group policies explicitly include commitments to prevent human trafficking, forced labor and child labor, condemning all forms of exploitation and promoting decent working conditions throughout the value chain. The Group's Code of Ethics establishes principles of zero tolerance for any exploitative or abusive practices and provides reporting and monitoring mechanisms to ensure compliance with international regulations.

Regarding health and safety, the Group has adopted a workplace health and safety management system in accordance with international ISO 45001 standards, promoting a culture of safety through training activities and prevention programs. The HSE&SA Policy outlines a structured approach to ensuring safe working environments and preventing accidents or emergency situations, as illustrated in the next section.

The DE&I Policy establishes concrete measures to foster inclusion and valuing of differences, promoting a fair and inclusive environment for all people regardless of gender, ethnicity, age, sexual orientation, disability or socioeconomic background. The Group also ensures that any discrimination is prevented, managed and resolved through clear reporting and intervention procedures.

Group policies are made available to all employees and stakeholders through corporate communication channels, including the corporate portal and dedicated training sessions. In addition, the Code of Ethics and key policies are publicly accessible on the Parent Company's official website, ensuring transparency and alignment with international standards.

The HSE&SA Management System

MAIRE has multi-site HSE (Health, Safety, Environment) and SA8000 (Social Accountability) certifications in accordance with ISO 14001:2015, ISO 45001:2018 and SA 8000:2014 standards.

These certifications are based on HSE&SA Integrated Management Systems, which are robust and structured to clearly guide the company's operations in order to prevent accidents and deviations from the above standards as much as possible. Centralization of the management system is based on the presence of a core set of shared values that translate into strategic choices and operating practices applied uniformly across Group companies, while taking into account the specific characteristics of individual businesses. These systems are certified through audits by an independent third party.

With reference to the management of ethical and social aspects and respect for human rights, the SA8000 Management System is the management tool the Group has in place to continuously assess, mitigate and control risks related to the workforce on, primarily, issues of human rights, child labor, forced or compulsory labor, freedom of association and the right to collective bargaining, discrimination, disciplinary practices, working hours, compensation, and employee health and safety.

Under the SA8000 Management System, the activities most focused on the prevention of human rights incidents and violations are:

1. Training: MAIRE is constantly striving to ensure that its employees are adequately trained and aware of the fundamental principles related to human rights and the potential risks of violation/prevention actions; therefore, an intensive and specific training program involving all employees is in place in order to improve their knowledge in relation to the SA8000 management system. This training includes many activities aimed at both newly hired staff and all employees as periodic refresher sessions.
2. Appointment of key figures for the protection and prevention of human rights violations within the SA8000 perimeter: In order to facilitate workers' contact and communication with management on issues related to Social Responsibility, an SA8000 Worker Representative(s) (RLSA8000) is elected at each certified Group company. A Social Performance Team (SPT) is also defined for each certified company with the goal of facilitating the implementation of the SA8000 Management System within the organization and ensuring its ongoing maintenance and monitoring.
   In particular, the Social Performance Team is responsible for periodically issuing a written risk assessment pertaining to the social and human rights areas listed above to identify and prioritize current and potential areas of non-compliance and ensure the effective implementation of corrective and preventive measures.
3. Report management: dedicated channels for all stakeholders are available to send/receive reports in order to highlight any issues or opportunities to improve the prevention of incidents and violations. These channels differ according to the type of stakeholder concerned and are all managed with thorough analysis and maximum transparency.
4. Supply chain monitoring/audit program: respect for the human rights of the entire supply chain that collaborates with the Group is fundamental to mutually building positive, transparent and lasting relationships. The MAIRE Group raises awareness of these issues among all its suppliers/

subcontractors so that they are committed to respecting human rights within their operations. The Company also undertakes audits on both subcontractors at construction sites and vendors to verify their performance and indicate any corrective actions.

Policies for equity, diversity and inclusion

Since 2022, MAIRE has adopted a "Diversity, Equity & Inclusion Policy" that applies to all Group companies and establishes the values that the Group pursues, within the scope of its activities, for the promotion and protection of diversity, inclusion and equity of people, with the aim of ensuring equitable and sustainable long-term growth and fostering the ability to generate innovation and create value for its people and stakeholders. The DE&I Policy concerns all aspects opposing racial, color, gender, sexual orientation, and identity discrimination.

In November 2024, MAIRE adopted the Anti-Harassment Policy which establishes principles and rules for the Group to prevent and counteract any form of violence, harassment, and discrimination occurring at work, in connection with work, or arising out of work. In this context, discrimination is defined as the act of treating one person less favorably than another due to characteristics such as gender, culture, nationality, age, political opinion, religion, sexual and affective orientation, psychophysical and socioeconomic conditions.

The policy has been issued to all employees and posted on the Group's corporate website to make it accessible to all stakeholders, thus extending awareness and providing further impetus for raising awareness and dissemination of the values it is intended to promote.

All Group Companies have adopted the Anti-Harassment Policy through Board of Directors' or equivalent administrative body resolution, and are responsible for enforcing its contents. In all cases where the regulations of the countries in which the Group operates provide for the adoption of specific local Policies, the MAIRE Group is committed to ensuring that they contain principles and rules no less far-reaching than those contained in the Group Policy.

Operationally, any employee who is a victim of or witness to violence, harassment and/or discrimination can avail themselves of the Company's reporting channels, namely the whistleblowing platform (available at whistleblowing.mairetecnimont.com); the regular mailbox; and the reporting channels provided under the SA8000 Corporate Social Responsibility Management System.

Reports are handled by a Working Group composed of different Functions of the Parent Company and Functions of the company to which the report refers and the Supervisory Board, if appointed.

The Working Group handles the Report promptly in accordance with the principles of the Group's Anti-Harassment Policy and Whistleblowing Procedure. In the event of imminent danger to life, health and safety, it ensures that the reporter takes immediately enforceable precautionary measures, including, for example, suspension of work.

In the event of a finding, following an internal investigation, of conduct that violates the provisions contained in the Anti-Harassment Policy, the Company shall adopt disciplinary sanctions and corrective actions that are timely, appropriate and proportionate to the conduct found.

Processes for engaging with own workers and workers' representatives about impacts

ESRS S1-2

MAIRE is committed to integrating the demands of its workers into decisions and activities to manage current and potential impacts on its workers, under the responsibility of the group Human Resources, ICT, Organization & Procurement Function, supported by Group Sustainability & Corporate Advocacy Function for stakeholder engagement for the purpose of Double Materiality Assessment.

The Group has involved its workers and workers' representatives in discussions about material impacts, risks and opportunities that could affect them. This process includes awareness sessions and workshops with top management. The effectiveness of employee engagement with sustainability matters is demonstrated by a 17% participation rate in the input collection questionnaire for the Double Materiality Assessment, exceeding the typical averages achieved by internal engagement tools. MAIRE is committed to implementing this figure in 2025 through a series of internal communication initiatives.

- Qualitative participation in the input questionnaire for Double Materiality Assessment. In 2024, 35% of employees who responded to the questionnaire provided qualitative comments.
- The number of employees participating, live or asynchronously, in Sustainability Day
- The total number of employees involved in task forces or working groups
- The number of employees completing sustainability training.

In addition, MAIRE's sustainability policy covers social and environmental issues, ensuring that employee perspectives are integrated into strategic decisions through a listening process linked to Double Materiality Assessment, which is open to all employees and allows for the collection of qualitative assessments and comments on various areas of sustainability and Group directives.

MAIRE collects feedback from workers' representatives and uses that information to improve sustainability practices. This process is supported by a detailed action plan, the main elements of which are discussed in more detail in the following sections.

The Company organizes meetings with workers' representatives to discuss issues of interest and impact on the workforce. In 2024, specific meetings were held with union representatives from the various Italian companies and the Dutch subsidiary for the purpose of discussing the new CSRD regulations and sharing the Group's sustainability strategy, stakeholder engagement, and Double Materiality Assessment. MAIRE has also implemented an employee engagement process through an online survey regarding sustainability issues. This allows employees to explore topics of interest and provide MAIRE with information and viewpoints useful in the evaluation of IROs.

Employee involvement takes place at different stages, starting from strategic planning to the implementation of company policies. Many employees are involved in various task forces and working groups, for example, on issues related to climate (ESRS E1), water (ESRS E3), circularity (ESRS E5), and diversity (ESRS S1). In addition, engagement on a more general scale occurs twice a year through the mailing of a questionnaire that also allows for open-ended responses and an invitation to participate in the annual Sustainability Day. The type of involvement varies according to need and subject matter. For example, in 2024, MAIRE implemented an engagement process with workers' representatives and employees across all Group companies that possess SA8000 certification. In compliance with this certification, meetings and discussions are regularly undertaken with workers' representatives that enable the company to process their feedback. This ongoing dialogue process ensures that workers' concerns and suggestions are dealt with and incorporated into business decisions, thereby strengthening MAIRE's commitment to sustainability and respect for human rights.

Processes to remediate negative impacts and channels for own workers to raise concerns

ESRS S1-3

MAIRE Group has established dedicated channels for its employees to directly report needs or concerns. In accordance with the Code of Ethics, the 231 Model and the Business Integrity Policy, the Group has implemented an IT platform that enables reports to be managed, including anonymously, guaranteeing confidentiality through digital tools, and also has a channel via email. For further details, please refer to Section G1-1 - Corporate culture and business conduct policies.

Actions and resources in relation to material sustainability matters

ESRS S1, MDR-A, S1-4

Employee HSE training	
Description	Training is essential to create value for stakeholders and improve the skills of employees and subcontractor employees, with an intensive program covering health, safety, and environment, tailored to specific roles, and fundamental to accident prevention.
Scope	Training plays a crucial role in creating value for the stakeholders, and in continuously developing the professional skills of the employees across the entire Group. Training is also key to preventing accidents at construction sites.
Time horizon	Annual.
Monitoring	Monthly reports at construction sites and semi-annual reports for offices.

Health preparation for foreign missions	
Description	Training sessions provided to MAIRE Group personnel traveling to countries with critical medical-health conditions provide the worker with the necessary information on the medical-health risks of the destination country and the associated prevention and protection measures.
Scope	Health protection of Group workers in order to avoid work-related ill health.
Time horizon	Periodic training.
Monitoring	Monitoring of the training carried out.

Maintenance and monitoring of MAIRE multi-site HSE management systems	
Description	The multi-site management system for Health, Safety and Environment in the MAIRE Group, which complies with ISO 14001:2015 and ISO 45001:2018 standards, improves safety, reduces accidents, optimizes resources, consolidates corporate image, and increases awareness of HSE issues.
Scope	All companies with ISO 45001 and 14001 certifications.
Time horizon	The HSE management system provides for periodic maintenance and monitoring. Third-party audits are carried out annually for the HSE certification. An annual cyclical pathway is planned for new Group companies to commit to achieving HSE certification according to ISO 45001:2018 and ISO 14001:2015 Standards.
Monitoring	Over the years, the adoption of a multi-site HSE management system has achieved significant and measurable progress both qualitatively and quantitatively. This progress is tangible not only in the steady decrease in baseline accident rates, but also in the increasing participation of all MAIRE staff and subcontractors in the implementation of the safety culture, which is a key pillar for the MAIRE Group. In addition, the consolidation of the management system adopted over the years has provided increasingly advanced communication, data and event management, and reporting tools, including in terms of quality.

Safethink HSE Awareness Program Implementation	
Description	The MAIRE Group is committed to complying with international regulations and standards in HSE, actively involving all participants in its activities. The Safethink HSE Awareness program seeks to "humanize" HSE, promoting a culture of health and safety that involves all hierarchical and disciplinary levels.
Scope	The program is addressed to all Group workers.
Time horizon	Ongoing activities.

Organization of the "Group HSE Workshop"	
Description	Through the involvement of Site HSE Managers from the Group's construction sites, the goal of the annual workshops is to share ideas, lessons learned and new HSE challenges, by analyzing specific work-cases experienced at the sites.
Scope	Group HSE staff and other internal functions.
Time horizon	Ongoing activities.

Participation in World Day for Safety and Health at Work through the organization of an event involving Group worksites	
Description	In line with the Group's commitment to humanize HSE, the annual event aims to disseminate and strengthen the Group's commitment to protecting and safeguarding the health and safety of its employees by promoting open dialogue and the involvement of all stakeholders toward the continuous improvement of working conditions.
Scope	All Group employees.
Time horizon	Ongoing annual activity.

"MAIRE Health Awareness Days" Project Launch	
Description	The MAIRE Group is strongly committed to protecting and promoting the health and well-being of its workers. This commitment is dictated not only by regulatory compliance but by building a work environment where the health and safety of employees is at the heart of the company's mission. With this in mind, the "MAIRE Health Awareness Day" project concretizes this commitment through periodic meetings designed to raise awareness levels and sensitize all workers, encouraging them to be active players in their own health.
Scope	All Group employees.

BBS program implementation	
Description	The BBS Program is implemented at MyReplast Industries' operational site to develop actions and disseminate safety values to prevent the occurrence of injuries.
Scope	All employees of MyReplast Industries.
Time horizon	2025.

Renewal of the IE&CS assessment process (MAIREVOLUTION launch)	
Description	As a natural consequence of the launch of the new Mottos, the Group's performance process was overhauled, starting with the definition of a new Leadership Model.
Scope	Performance appraisal & development.
Time horizon	2024.

COPILOT Program	
Description	The MAIRE Copilot - Human in the Loop project is designed to facilitate the development and implementation of Artificial Intelligence within the Group, seeking to empower users in deciding how to use the technology and monitor and validate its outputs.
Scope	Training, support and dissemination on the use of Copilot.
Time horizon	2024.

DE&I Program	
Description	In the spirit of creating a work environment where everyone feels valued and heard, the company has activated a DE&I development program "Weaving Cultural Tapestry", which will enhance the collective commitment to Diversity, Equity and Inclusion.
Scope	Diversity, Equity & Inclusion Training.
Time horizon	December 2025.
Monitoring	In 2023, 7,287 hours of training on DE&I issues were provided to 2,415 employees. In 2024, the kick-off of the project started.

ONBOARDING project for two more Group companies	
Description	Further confirming the centrality of employee experience, the company intends to commence the MAIRE culture from the moment an employee joins the company.
Scope	New resource inclusion program.
Time horizon	December 2025.
Monitoring	In 2024, the new program was launched involving Tecnimont, MAIRE, KT, TCMPL, Tecnimont Abu Dhabi, Conser, APS and STS.

FLOURISHING PROGRAM	
Description	Program aimed at developing key resources that can support the change and implementation of the company's long-term energy and digital transition strategy.
Scope	Development of key resources for the future of the MAIRE Group, from both managerial and technical perspectives.
Time horizon	December 2026.
Monitoring	The first wave began in 2022 and ended in 2024.

MAIRE ACADEMY APP:	
Description	Extend the use of the app to the company Tecnimont PL and implement a Dashboard for all the training undertaken through the various e-learning platforms. Digital tool to manage the approval process and monitor specialized training.
Scope	Digital transformation.
Time horizon	June 2025 (Tecnimont PVT LTD) December 2026 (Dashboard implementation).
Monitoring	In 2023, the app was launched for specialized training at all the Group's Italian companies.

Engagement Survey	
Description	As further confirmation of the focus on employee experience issues, the company intends to launch an engagement survey to assess its personnel's experience of working in the Group.
Scope	Engagement Survey.
Time horizon	December 2025.
Monitoring	An initial survey at TPI and Stamicarbon was launched in 2024.

The financial resources MAIRE dedicates to managing material topics related to the direct workforce are mainly costs related to in-house personnel in charge of developing, implementing, monitoring and maintaining management systems in the areas of human resource management and related occupational health and safety development and management, charges for any consultancy services and external services, and expenses for the purchase and maintenance of materials and equipment specifically for occupational health and safety.

Taking action on material impacts and approaches to mitigating material risks and pursuing material opportunities related to own workforce, and effectiveness of those actions and approaches

S1-4

For more details on the positive impact on employee development and the measures listed above, see the "Human Resources, Training and Incentives" section of the Annual Financial Report.

Regarding the negative impact due to health and safety incidents, the Group has equipped itself with a Multi-site HSE&SA advanced management system that involves continuous assessments of the risks to which employees are exposed and the adoption of appropriate prevention and mitigation measures.

Planning is essential to determine and take the necessary actions to ensure that the HSE management system can achieve the expected results. It is a continuous process, used to both establish and implement the HSE management system and to maintain and improve the system, based on changing circumstances and the inputs and outputs of the management system. The planning process can help identify and focus resources on the most important areas. It can also help meet compliance obligations and other HSE policy commitments and establish and achieve HSE goals. Each Group company and its subsidiaries determine the risks and opportunities that need to be addressed.

Hazard identification, environmental aspects, and risk and opportunity assessment are carried out according to Group procedures that define responsibilities and methods to:

- identify health hazards, safety hazards and environmental aspects;
- assess health and safety risks and environmental impacts;
- assess risks and opportunities relevant to stakeholders.

The results are also discussed and reviewed periodically during the annual management system review meeting.

The safety review meeting is attended by key figures in occupational health and safety management and corporate leadership. The company's top management is directly involved in evaluating the effectiveness of the health and safety management system. The meeting is therefore attended by senior management, the HSE manager, department heads of all company functions, the Quality Manager and worker representatives.

A range of crucial workplace safety aspects are discussed at the meeting. The past year's results are also presented, targets for the coming year are set, and occupational health and safety improvement initiatives are decided upon.

The risks to the health and safety of employees in offices and construction sites are subject to constant monitoring and mitigation measures. MAIRE Group's results in the HSE field go beyond mere adherence to international practices and regulations, and reflect a broad awareness and active participation. The goal is to humanize HSE, integrating safety into every aspect of daily life, and going beyond traditional compliance to touch on cultural and value aspects. The goal of the "Safethink HSE Awareness Program" is to reformulate the cultural approach to HSE at every corporate level and in all areas. Set out below are the various cross-cutting initiatives and activities most focused on accident prevention as part of the HSE Awareness Program:

Monitoring and maintenance of a MAIRE Multi-site HSE management system:

Employee HSE training: MAIRE has implemented an ongoing training program on Health, Safety and Environmental issues that goes beyond the legal requirements tailored to the specific roles and responsibilities of the employees involved. The various training activities carried out include: onboarding and refresher training on the management systems and awareness-raising programs, mandatory training on applicable legislative requirements, employee and subcontractor construction site HSE&SA8000 inductions, and specialist HSE training for construction and project activities.

Health preparation for foreign missions: MAIRE provides training and consultation for personnel traveling to countries with critical medical conditions. Each worker participates in training sessions delivered by medical specialists, receiving information on the medical and health risks of the destination country and associated prevention and protection measures.

Behavior-Based Safety (BBS) program: an evidence-based behavioral safety protocol to develop and maintain safety actions and values in all workers.

The development and dissemination of HSE tools, which contributed during the year to raising awareness of procedures and good practices on HSE&SA8000 issues in the workplace and externally.

HSE Alert: tool created and launched at Group level that informs all concerned parties in the event of Recordable Cases, HiPo Near Misses or failures of a methodology/equipment that could lead to significant consequences. One of the main objectives is to share lessons learned to avert a repeat of such incidents.

HSE digitalization: digitalization of HSE processes is underway for improved operational efficiency, real-time data analysis and monitoring, and regulatory compliance.

HSE&SA Engagement Initiatives: engagement initiatives designed to humanize these issues, raising awareness and spreading the new HSE&SA vision throughout the MAIRE Group. Among these we highlight participation in the World Day for Safety and Health at Work promoted by the International Labor Organization (ILO), celebrations of positive HSE performance during construction projects, HSE Workshops to share ideas, analyzing specific work-cases on construction sites and specific days such as HSE & Project Quality Excellence Day.

Under the HSE&SA management system, events affecting the Group's workforce and subcontractors are recorded and managed in line with Certification Standards and international standards.

Whenever an event is recorded, the Group's response is immediate, designed to avoid any recurrence, and structured as follows:

- description of the event;
- root cause analysis of the event;
- Preventive and corrective action to be taken;
- Sharing of the event via HSE Alert.

The main objective of sharing the lessons learned is to prevent the event from recurring and to share the same HSE Alerts with the entire MAIRE Group, thereby raising awareness on these issues at every level.

For information concerning the positive impact on personal growth, please refer to the "Training and Development" section of the 2024 Annual Accounts.

To monitor and evaluate the effectiveness of its own workforce actions and initiatives, MAIRE takes a structured and integrated approach involving several management tools.

First, data collection and verification are key activities. After that, the respective functions, together with the support of the Group Sustainability Reporting, Performance and Disclosure team, develop KPIs based on the data collected to keep track of and identify solutions to improve Group performance. These tools and processes enable MAIRE to continuously and accurately monitor the effectiveness of actions taken, ensuring that results are aligned with the goals of sustainability and improved working conditions. Evaluation of effectiveness is therefore based on concrete and up-to-date data collected and analyzed through advanced management and reporting systems.

With a view to monitoring and evaluating the effectiveness of accident prevention actions and initiatives applied in the HSE field, MAIRE undertakes a periodic review meeting on an annual basis with top management. Conclusions and/or requests for action following the meeting seek to improve the effectiveness of the system and optimize available resources. As part of MAIRE's Multi-Site HSE&SA certification, the Group assigns annual targets to all certified Group companies and verifies the results at the Management Review meeting.

To identify actions needed to respond to a particular actual or potential negative impact on its own workforce, MAIRE takes an integrated approach involving several steps and tools. First, a thorough assessment of negative impacts, both actual and potential, is carried out through Double Materiality Assessment and Stakeholder Engagement activities. The Group Sustainability Reporting, Performance & Disclosure function, in collaboration with the Group Risk and Insurance Management function, processes the collected data to identify relevant risks and opportunities. Next, specific and measurable goals are set to manage negative impacts and enhance positive ones. These goals are monitored through KPIs that allow the effectiveness of the actions taken to be evaluated. Finally, MAIRE takes action to mitigate negative impacts and take advantage of identified opportunities. This includes ongoing training initiatives for employees, improvements in working conditions, and the adoption of effective safety policies. A Group Engagement Survey will be launched in 2025, as previously reported, as an additional tool to monitor the effectiveness of the actions implemented by the Group.

MAIRE takes an integrated approach to ensure that its practices do not cause or contribute to significant negative impacts on its own workforce. This approach includes various measures and processes to ensure sustainability and employee well-being. The Group implements policies and procedures to prevent any potential negative impact, ensuring that all business practices align with MAIRE's Code of Ethics. In addition, the functions, together with the Group Sustainability Reporting, Performance and Disclosure team, use management and reporting tools which continuously monitor their practices and identify any risks or negative impacts, facilitating informed and timely decisions. When tensions arise between the prevention or mitigation of significant adverse impacts and other business pressures, MAIRE consults stakeholders to assess risks and opportunities, and to implement solutions that balance business needs with social and environmental responsibility.

The company allocates specific resources to manage material impacts, ensuring that users can clearly understand how these impacts are managed. Resources include:

Dedicated working groups: these teams, composed of sustainability and risk management experts are charged with monitoring and managing material impacts and implementing effective solutions to mitigate and prevent these impacts.

Data collection tools: the Group adopts data collection tools such as MSM (Microsoft Sustainability manager) that collects all HSE and ESGEO data, a platform that combines all data related to environmental, social and governance issues to undertake up-to-date analysis and trends while avoiding the recurrence of these events.

Development and dissemination of HSE tools with the purpose of raising awareness regarding procedures and good practices on HSE&SA8000 issues in the workplace and externally, such as: HSE Alert: tool created and launched at Group level that informs all concerned parties in the event of Recordable Cases, HiPo Near Misses or failures of a methodology/equipment that could lead to significant consequences. Among the main objectives of sharing the lessons learned is to prevent the event from recurring and to share the same HSE alerts with the entire MAIRE Group, thereby raising awareness on these issues at every level;

Management Review meeting: MAIRE holds a periodic review meeting (on an annual basis) with top management to assess the suitability, adequacy and effectiveness of the HSE&SA8000 management system.

Training and awareness-raising: the Group organizes training programs and awareness-raising campaigns for employees to promote an inclusive and responsible corporate culture by enhancing awareness on issues of inclusiveness and sustainability.

Collaborations: The company collaborates with non-governmental organizations, local government and other stakeholders to address material impacts collaboratively.

Policies and procedures: company policies and procedures have been implemented that clearly define responsibilities and actions to be taken to manage impacts.

Targets related to managing material negative impacts, advancing positive impacts, and managing material risks and opportunities

ESRS S1-5, MDR-T

Setting targets related to the corporate population and monitoring performance

The Company has processes that seek to align its targets with the needs and realities of those directly affected by Group operations, primarily its employees.

MAIRE carries out a Double Materiality Assessment to identify potential and actual negative impacts, with the direct involvement of the employees themselves. The analysis helps prioritize areas that need immediate attention and develop targeted strategies to effectively address these issues. Secondly, stakeholders, including workers and industry specialists, are then actively involved in order to gather feedback and improve sustainability practices. This involves conducting interviews and consultations with workers and their representatives to understand their concerns and incorporate their insights into the target-setting process. In particular, there is constant coordination and exchange of information with employee health and safety representatives to enable subsequent health and safety updates to keep workers abreast of any initiatives and actions taken by the company to improve health and safety conditions and the sustainability of the work environment.

MAIRE also has an extensive and well-established internal monitoring system that involves the collection and analysis of data from various sources to monitor the effectiveness of actions and make informed decisions for continuous improvement. This performance data-driven approach makes it possible to monitor performance and adjust the Company's targets, both according to the needs and peculiarities of individual operational projects and with a Group view, to ensure that they remain relevant and impactful.

The Group adopts the main injury performance indicators of USA-Occupational Safety and Health Administration (OSHA) and International Association of Oil & Gas Producers (IOGP) standards for monitoring, identifying improvement areas and promoting a committed approach to workplace HSE.

The values and trends established by these indicators are periodically compared with international benchmarks, such as those provided annually by IOGP for IE&CS (Engineering Procurement & Construction Solutions) contractors.

With regard to the targets concerning the composition and development of the workforce, the Company sets its targets based on the business plan assessments, Group growth forecasts, and specific business developments. This approach makes it possible to align staff recruitment and development strategies with the operational and strategic needs of the company, ensuring optimal human resource management. In the short term, the Company primarily considers the needs of ongoing and backlog construction projects. While in its medium-term outlook, it integrates assessments of future needs dictated by the energy transition with labor market trends and industry best practices to ensure that the workforce is adequately prepared in the years ahead.

MAIRE has established a comprehensive process for monitoring and evaluating performance against set targets, based on internal data to monitor the effectiveness of actions and make informed decisions for continuous improvement. The Group uses digital data collection tools, such as advanced IT solutions for HSE and HR data collection, enabling timely performance monitoring and trend analysis.

This analysis means that realistic, achievable targets can be set which address the root causes of negative impacts and create a positive and sustainable work environment for all workers involved.

As part of the HSE&SA management system, an annual review meeting is held with top management to assess the suitability, adequacy and effectiveness of performance, policies and the achievement of assigned targets.

Regarding workforce development monitoring indicators, in 2025, a Group Engagement Survey will be launched as an additional tool to monitor the effectiveness of actions implemented by the Group.

The development and dissemination of HSE tools contributes in particular to raising awareness of procedures and good practices on HSE&SA8000 issues in the workplace and externally.

The Group has created and launched a specific "HSE Alert" that informs all concerned parties in the event of Recordable Cases, HiPo Near Misses or failures of a methodology/equipment that could lead to significant consequences.

Among the main objectives of sharing the lessons learned is to prevent the event from recurring and to share the same HSE alerts with the entire MAIRE Group, thereby raising awareness on these issues at every level.

Increase in corporate population	
Description	Increase the number of employees to support the Group's growth and ability to respond to market needs while promoting a diverse and inclusive work environment.
Scope	The direct labor force.
Baseline	2024:9739.
Time horizon	2025.
Monitoring	Increase of between 1,800 and 2,000 employees, mainly for construction project needs.

LTIR < 0.07 (per one million hours worked - for "Integrated E&C Solutions" BU excluding SEMA S.p.A.)	
Description	Monitoring of injuries and events indicators with the aim of investigating and preventing any recurrence.
Scope	The target includes the performance of subcontractors at Group construction sites.
Baseline	Values reported in the 2023 Report of the International Association of Oil & Gas Producers - "IOGP" for the Construction sector. LTIR=0.14
Time horizon	2025.
Methodology	Perform better than 50% of the IOGP Benchmark i.e., LTIR < 0.07
Monitoring	Target valid for 2025: • Target year 2024 LTIR < 0.126 • MAIRE Group result for the IE&CS BU= 0.031 The LTIR indicator is approximately 4.5 times lower than the benchmark. The indicator includes the performance of subcontractors at Group construction sites.
Links	LTI.

TRIR < 0.39 (per one million hours worked - for "Integrated E&C Solutions" BU excluding SEMA S.p.A.)	
Description	Monitoring of injuries and events indicators with the aim of investigating and preventing any recurrence.
Scope	The target includes the performance of subcontractors at Group construction sites.
Baseline	Values reported in the 2023 Report of the International Association of Oil & Gas Producers - "IOGP" for the Construction sector. TRIR=0.78
Time horizon	2025.
Methodology	Perform better than 50% of the IOGP Benchmark.
Monitoring	Target valid for 2025: • Target year 2024 TRIR < 0.532 • MAIRE Group result for the IE&CS BU= 0.185 The TRIR indicator is approximately 4.2 times lower than the benchmark. The indicator includes the performance of subcontractors at Group construction sites.

At least 3% training hours provided out of total hours worked (on site)	
Description	Invest in periodic training for staff at the Group's construction sites and in the periodic monitoring of this KPI, as it is a key element in accident prevention.
Scope	The target includes the performance of subcontractors at Group construction sites.
Baseline	3.2% in 2024, target achieved.
Time horizon	2025.
Methodology	The training hours provided to subcontractor personnel and, therefore, across the value chain are included.
Stakeholder engagement	Subcontractor employees are involved in various training initiatives at the worksites (e.g., Induction HSE&SA, tool box talks/meetings, specific initiatives and courses on specific tasks and in accordance with company procedures).

New HSE certification for three Group companies	
Description	By monitoring the efficiency, effectiveness and continuous improvement of the Group companies' HSE&SA Management Systems under MAIRE's multi-site certification, safety can be enhanced, reducing workplace accidents.
Scope	New certification according to ISO 45001:2018 and ISO 14001:2015 standards for three MAIRE Group companies to be included in MAIRE's Multi-site management system.
Baseline	9 Group companies already HSE certified and belonging to MAIRE multi-site certification. In 2024, the Group company "Tecnimont Services" obtained the new certification, and the certification project commenced for the Group's next entities.
Time horizon	2025.
Methodology	Equip all Group subsidiaries with an HSE management system.
Stakeholder engagement	As part of the HSE management system, periodic internal audits are undertaken on subcontractors on the construction sites and audits by third-party certification bodies.

5-year moving average LTIR (IE&CS BU, excluding SEMA) < 10% below the last available IOGP Construction benchmark	
Description	Monitoring of injuries and events indicators with the aim of investigating and preventing any recurrence.
Scope	Adopting a longer observation period beyond a single year to better understand LTI trends. The target includes the performance of subcontractors at Group construction sites.
Baseline	10% below the last available IOGP Construction benchmark. International Association of Oil & Gas Producers (IOGP) data for the year 2023 (2024 data will be published in the second quarter of 2025). 5-year IOGP Construction Benchmark = 0.15
Time horizon	2021-2025.
Methodology	By their nature, events classifiable in the LTI category have very low frequencies of occurrence, therefore, to statistically understand their trend over time, it is necessary to embrace a much longer observation period than a single year; to this end, the IOGP, whose statistical elaborations are used as an industry benchmark in the HSE field, has adopted the 5-year rolling formula for the LTIR indicator, and the Company has also carried out a similar elaboration.
Monitoring	• 2024 MAIRE results - 5-year LTIR = 0.041 • 5-year IOGP Construction Benchmark = 0.15 70% below the last available IOGP Construction Benchmark.
Links	LTI.

Increase training hours by 10%	
Description	In view of the Group's continued growth and expansion towards new scenarios/markets, a key focus remains investing further in the training and development of its resources.
Scope	Target potentially applicable to all Group companies.
Baseline	2024: 176,226
Time horizon	2025.
Methodology	The current environment features severe skill shortage, especially in the IE&CS sector. As a result, it is crucial for the Group to invest in engagement programs to retain resources; these programs include training and development programs.

Increase the weight of ESG targets to 15% within the third cycle of the 2023-2025 Share Ownership Plan	
Description	In view of the greater attention paid to sustainability issues by various Stakeholders and their growing materiality to the achievement of strategic business objectives, for the third cycle, it is proposed to raise the weight of the corporate target of a non-financial nature, closely related to ESG issues.
Scope	Application limitations.
Baseline	2024 - 10%.
Time horizon	2025.
Methodology	The Company confirms the increasing centrality of ESG issues. This focus is reflected not only in the principles and values that underlie it, but also in the existence of specific ESG performance indicators in the incentive systems adopted, which are closely linked to the Group's Sustainability Strategy.

Increase the weight of the ESG target to 15% within the 2025-2027 MBO PLAN for the Chief Executive Officer and Senior Executives	
Description	In view of the greater attention paid to sustainability issues by various Stakeholders and their growing materiality to the achievement of strategic business objectives, for the 2025-2027 MBO Plan of the Chief Executive Officer and Senior Executives, it is proposed to raise the weight of the corporate target of a non-financial nature, closely related to ESG issues.
Scope	Application limitations.
Baseline	2024 - 10%.
Time horizon	2025-2027.
Methodology	The Group confirms the increasing centrality of ESG issues. This focus is reflected not only in the principles and values that underlie it, but also in the existence of specific ESG performance indicators in the incentive systems adopted, which are closely linked to the Group's Sustainability Strategy.

Review of the Human Capital Development strategy to support the 2023-2032 Business Plan	
Description	In view of the Group's continued growth and expansion in new scenarios/markets, in support of the 2023-2032 Business Plan, the Human Capital Development strategy becomes a fundamental pillar in constant evolution, supporting the Group's growth and resource development.
Baseline	2024.
Time horizon	2025-2026.
Methodology	The Company intends to increase the current synergy between Performance Development (MAIREVOLUTION), Development Programs (Flourishing Program, Development Path for New Executives, and others) and Succession Plans.
Stakeholder engagement	Construction of MAIREVOLUTION's new model began with active listening to the sectors involved.

Characteristics of the undertaking's employees

ESRS S1 6, S1-7; ESRS S1-6 50 a, b

Metrics relating to the direct work force are shown below. For relevant comments and descriptions of current programs, see the "Human Resources, Training and Incentives" section of the Annual Financial Report.

	2024			2023		
	Female	Male	Total	Female	Male	Total
50. a) Total employees	1,964	7,775	9,739	1,566	6,412	7,978
50. b) Permanent employees	1,698	5,619	7,317	1,366	4,879	6,245
50. b) Temporary employees	266	2,156	2,422	200	1,533	1,733
50. b) Non-guaranteed hours employees	-	-	-	-	-	-

The data reported are accurate as of 31/12/2024; part-time employees are counted in whole units.

ESRS S1-6 50 c

	2024	2023
Number of employees	9,739	7,978
50. (c) Number of employees terminated	1,236	1,126
50. (c) Rate of employee turnover	13%	14%

ESRS S1-6 AR 54

Countries	2024 Number of employees (for countries representing > 10% of total employees)	2023 Number of employees (for countries representing > 10% of total employees)	% 2024
India	3,451	2,874	35%
Italy	3,493	3,096	36%

ESRS S1-6 AR 55

	2024							2023						
	Italy and Rest of Europe	Central Asia, the Caspian and Turkey	India, Mongolia, the Southeast & Rest of Asia, Australia	America	Middle East	Africa	Total	Italy and Rest of Europe	Central Asia, the Caspian and Turkey	India, Mongolia, the Southeast & Rest of Asia, Australia	America	Middle East	Africa	Total
Number of employees	**4,301**	**97**	**3,474**	**84**	**1,390**	**393**	**9,739**	**3,771**	**241**	**2,922**	**62**	**675**	**307**	**7,978**
Number of permanent employees	4,004	33	3,066	78	136	-	7,317	3,427	79	2,617	50	72	-	**6,245**
Number of temporary employees	297	64	408	6	1,254	393	2,422	344	162	305	12	603	307	**1,733**
Number of non-guaranteed hours employees	-	-	-	-	-	-	-	-	-	-	-	-	-	-

The data reported in this document are as of 31/12/2024, part-time employees are counted in whole units

ESRS S1-7 55 a, b, c, 57

Workers who are not employees	2024	2023
55. a) Average number of non-employee workers	**3,824**	**1,743**
55. a) of which, number of self-employed workers	-	-
55. a) of which, number of workers provided by undertakings primarily engaged in employment activities	971	657
Other (contractors, interns, etc.)	2,853	1,086

For more information, please refer to the HR Accounting Policy section.

Diversity metrics

ESRS S1-9 66, AR 71

Diversity metrics	2024		2023	
	66. a) Number	66. a) Percentage	66. a) Number	66. a) Percentage
Women - executives	86	12%	82	11%
Men - executives	659	88%	648	89%
Total executives	**745**	**100%**	**730**	**100%**

The document shows the total number of employees with executive status. The classification does not necessarily reflect the contractual classification under Italian employment law, but corresponds to the identification criteria adopted by the Group on the basis of roles, responsibilities and duties.

Employees by age group

ESRS S1-9, 66b

	2024				2023			
Number	below 30 years of age	30-50	over 50 years of age	Total	below 30 years of age	30-50	over 50 years of age	Total
Executives	-	266	479	745	-	288	442	730
Managers	15	2,420	866	3,301	16	2,138	728	2,882
Employees	1,732	3,130	598	5,460	1,188	2,489	488	4,165
Workers	25	142	66	233	8	128	65	201
Total	**1,772**	**5,958**	**2,009**	**9,739**	**1,212**	**5,043**	**1,723**	**7,978**
Percentage	below 30 years of age	30-50	over 50 years of age	Total	below 30 years of age	30-50	over 50 years of age	Total
Executives	0%	3%	4.91%	8%	0%	4%	6%	9%
Managers	0%	25%	8.89%	34%	0%	27%	9%	36%
Employees	18%	32%	6.14%	56%	15%	31%	6%	52%
Workers	0%	1%	0.67%	2%	0%	2%	1%	2%
Total	**18%**	**61%**	**20.62%**	**100%**	**15%**	**63%**	**22%**	**100%**

Persons with disabilities

ESRS S1-12

	2024		2023	
	Number	Percentage	Number	Percentage
79. Persons with disabilities amongst its employees, subject to legal restrictions on the collection of data.	85	1%	85	1%

The Group applies disability regulations in all countries - where applicable - where it has a presence, providing for the hiring or payment of the exemption fee

HR ACCOUNTING POLICY

The process of collecting and verifying HR KPIs involves a monthly extraction of headcount and turnover data from the GLOBAL HR human resource management system. These data undergo qualitative and quantitative checks, followed by analysis, using the unique employee identifier (Group Person ID) assigned by the system;

Number of employees

Employee data, at December 31 each year, are reported in accordance with ESRS standards, i.e., as headcount;

Breakdown of employees by country

The distribution of employees by country highlights their geographical distribution and the Group's presence in countries where it employs more than 10% of its total workforce.

Employees are categorized by gender, type of employment contract and geographic area.

Employees by contract type

The number of Permanent Contracts represents the number of employees with indefinite contracts with no expiration date. The number of Non-Permanent Contracts represents the number of employees with temporary contracts with a specified expiration date. This definition applies to all countries where the Group employs its workforce.

No Group company employs non-guaranteed hours employees.

Turnover

The employee turnover rate is calculated as the ratio between the total number of employees who left the company for any reason during the reporting year and the total number of employees at December 31 of the same year

Total number of non-employees

The annual average of non-employees working for Group companies (workers provided by staffing agencies, contractors, interns, and other types of workers). The estimated number of subcontractor workers is also reported, calculated on the basis of average hours worked by subcontractors, for consistency with safety metrics.

Gender distribution in top management in number and percentages

Total number of employees with executive status. The classification does not necessarily reflect the contractual classification under Italian employment law, but corresponds to the identification criteria adopted by the Group on the basis of roles, responsibilities and duties.

Persons with disabilities

Percentage of employees with disabilities in the total workforce: 1%.

Percentage of employees with disabilities in Italy: 3%.

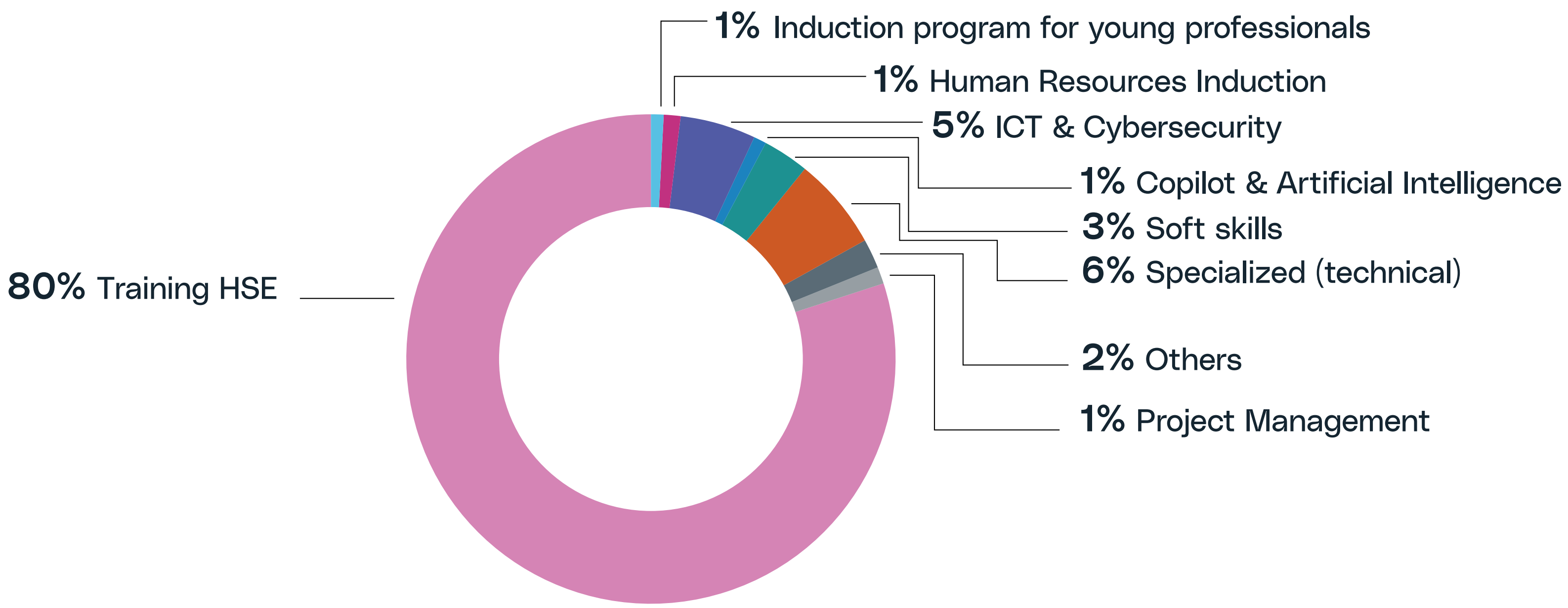
The Group applies disability regulations in all countries - where applicable - where it has a presence, providing for the hiring or payment of the exemption fee.

Training and skills development metrics

ESRS S1-13 83 b.

	2024		2023	
	Training hours (number)	Training hours (per person)	Training hours (number)	Training hours (per person)
Women	104,173	53.04	53,898	27.44
Men	774,652	99.63	342,644	44.07
Total	**878,825**	**90.24**	**396,542**	**40.72**

Entity-specific - Training type



ESRS S1-13 85

Training hours (Subcontractors)	2024	2023
HSE/SA8000 training hours	3,450,352	2,209,433
Subcontractors	49,480	28,126
Average training hours	69.73	78.55

In 2024, there was a substantial increase in HSE&SA training hours provided at construction sites for subcontractor personnel, marking a 56% increase on 2023. This increase was primarily due to the higher number of hours worked in 2024 and an average of approximately 70 hours of training provided per employee, demonstrating the Group's ongoing commitment to training and awareness activities in HSE and Social Accountability.

ESRS S1, S1-13 83 a

	2024			2023		
	Number of employees that participated in regular reviews	Number of regular reviews	Percentage of employees that participated in regular reviews	Number of employees that participated in regular reviews	Number of regular reviews	Percentage of employees that participated in regular reviews
Women	1,443	1,964	73%	1,174	1,566	75%
Men	5,994	7,775	77%	4,947	6,412	77%
Total	**7,437**	**9,739**	**76%**	**6,121**	**7,978**	**77%**

ESRS S1, S1-13 84

	2024			2023		
	Number of employees that participated in regular reviews	Number of regular reviews	Percentage of employees that participated in regular reviews	Number of employees that participated in regular reviews	Number of regular reviews	Percentage of employees that participated in regular reviews
Executives	695	745	93%	679	730	93%
Managers	2,847	3,301	86%	2,553	2,882	89%
Employees	3,761	5,460	69%	2,841	4,165	68%
Workers	134	233	58%	48	201	24%
Total	**7,437**	**9,739**	**76%**	**6,121**	**7,978**	**77%**

Health and safety metrics

ESRS S1-14

	2024			2023		
	Employees	Subcontractors	Total	Employees	Subcontractors	Total
88. a) Percentage of own workforce covered by the undertaking's health and safety management system based on legal requirements and/or recognized standards or guidelines	100%	100%	100%	100%	100%	100%
88. b) Number of fatalities as a result of work-related ill health	-	1	1	-	-	-
88. c) Number of recordable work-related accidents	7	23	30	2	24	26
Hours worked (h)	33,259,815	108,856,964	142,116,779	18,900,246	61,965,783	80,866,029
88. c) Rate of recordable work-related accidents	0.210	0.211	0.211	0.106	0.387	0.322
88. d) The number of cases of recordable work-related ill health, subject to legal restrictions on the collection of data	-	-	-	-	-	-
88. e) Number of days lost to work-related injuries and fatalities from work-related accidents, work-related ill health and fatalities from ill health	48	235	283	46	205	251

Despite considering subcontractor workers part of the value chain, as specified in the Accounting policy, MAIRE also reports occupational health and safety metrics for subcontractors in order to enable a more effective representation and understanding of Group targets.

In 2024, the total worldwide hours worked at the Group's offices and construction sites exceeded 142 million, reflecting an overall increase of approximately 76% on 2023.

The Group's Total Recordable Injury Rate (TRIR) per million hours worked decreased by 34% in 2024 compared to 2023. These results confirm the Group's commitment to excellence in occupational safety and its strong focus on health and safety matters.

In April 2024, a fatality occurred at the Amiral construction site in Saudi Arabia, where an employee of a TECNIMONT S.p.A. subcontractor was struck by a reversing cement mixer.

Following a root cause analysis, site activities were reviewed to prevent the simultaneous presence and proximity of workers and heavy vehicles, new safety specifications were introduced (proximity sensors or cameras) for heavy vehicles entering the site, and inspections/controls on the proper functioning of visual/sound warning devices were increased.

In 2024, no incidents of work-related ill health were reported within the MAIRE Group.

ACCOUNTING POLICY

Personnel employed by subcontractors were considered as value chain workers. The Company conducted an analysis to understand whether subcontractors had the characteristics required by the ESRS to classify as own workforce (S1) or workers in the value chain (S2), concluding that personnel employed by subcontractors engaged in the Group's operational projects did not have the characteristics to be assimilated into own workforce caseloads. As such, they fall under ESRS S2. It should be noted, however, that in measuring the performance of some HSE targets, the Company considered not only employees but also personnel employed by subcontractors, for the purpose of better representation and understanding of those targets and performance measurement.

Scope and consolidation of safety data: MAIRE reports worker health and safety data for its subcontractors' workers to align with the International Association of Oil & Gas Producers (IOGP) global reporting system. This system covers upstream operations, both onshore and offshore, and includes accidents – and related analyses – involving both contractors and subcontractor employees, allowing for a comparison with the benchmark, and provides reporting consistent with metrics from previous reporting periods.

Number of recordable work-related injuries (TRI): This indicator includes the total number of recordable injuries, including injuries with lost workdays, fatalities, restricted workday cases and medical treatments.

Total recordable injury rate (TRIR): Corresponds to the total number of recordable injuries divided by total hours worked, multiplied by 1,000,000.

Number of incidents of recordable work-related ill health (RWIC): The number of incidents of recordable work-related ill health is calculated based on specific clinical relevance and cause-effect criteria. Cases are recorded in compliance with applicable regulations for both employees and subcontractors. Work-related ill health may include acute, recurring and chronic health issues caused or aggravated by working conditions or practices.

Number of lost workdays due to work-related injuries, work-related ill health and fatalities (LDWC): This is calculated by adding together all lost workdays for each recordable case, including for both employees and contractors. Public holidays and weekends are also counted as lost days starting from the day after the injury or illness occurs, in accordance with OSHA standards.

Entity-specific - TRIR (IE&CS BU, excluding SEMA): MAIRE reports the total recordable injury rate for employees and subcontractors working at IE&CS business unit construction sites (excluding SEMA S.p.A.), as this represents a significant and relevant datapoint for Group operations.

Entity-specific - LTI (IE&CS BU, excluding SEMA): The number of lost-time injuries includes all injuries resulting in at least one lost workday, in addition to fatalities, for employees and subcontractors operating at IE&CS BU sites (excluding SEMA S.p.A.).

Entity-specific – LTIR (IE&CS BU, excluding SEMA): Calculated as the sum of fatalities and lost-time injuries, including at least one lost workday, divided by total hours worked in a year, then multiplied by 1,000,000. This applies to employees and subcontractors operating at IE&CS business unit construction sites (excluding SEMA S.p.A.)

Entity-specific – 5-year moving average LTIR per million hours worked (IE&CS BU, excluding SEMA): This corresponds to the sum of fatalities and injuries including at least one lost workday over the past five years, divided by the total hours worked over the five years, then multiplied by 1,000,000. This applies to employees and subcontractors working at IE&CS business unit construction sites (excluding SEMA S.p.A.).

Compensation metrics

ESRS S1 16

Average gross hourly wage women/men	2024
97. a) Gender pay gap	6%
97. b) Annual total remuneration ratio of the highest paid individual to the median annual total remuneration for all employees (excluding the highest-paid individual)	105

The analysis was carried out considering all companies within the scope in 2024.

For each employee, the following data were collected: base pay levels (fixed pay), allowances, variable pay for the year, any additional amounts from specific agreements (e.g., participation bonuses), the value of benefits, and the fair value of equity-based plans.

These values have been converted into Euro for all Group companies, using the official exchange rate certified by AFC for this purpose.

All values were adjusted to Full time Equivalent (FTE) and annualized wages.

Finally, the values were standardized to reflect local diversity in terms of daily working hours, number of working days per month and working months paid.

Incidents, complaints and severe human rights impacts

ESRS S1-17

In the reporting year, following evaluations of reports received through the whistleblowing channel (as described in the previous sections), the Company recorded no established events of discrimination. Likewise, no incidents of human rights violations occurred.

S2 - Workers in the value chain

Interests and views of stakeholders

ESRS S2, ESRS 2 SBM-2

MAIRE considers how its strategy and business model can help create and mitigate significant material impacts on workers in its value chain. As part of the Double Materiality Assessment, the Group collected information relating to workers in its value chain, including respect for human rights, through meetings with MAIRE's main suppliers. The following actual negative impacts on workers in the value chain were identified: Violation of human rights and exposure to health and safety incidents. No significant risks and opportunities were found. To address these issues, MAIRE has strengthened relationships with suppliers, applies a Code of Ethics, and implemented a qualification process that includes a questionnaire on ESG aspects. It also undertakes regular social audits, adopts the SA8000 standard and offers HSE training programs. The measures taken are part of MAIRE's strategy to promote a sustainable and responsible value chain.

Material impacts, risks and opportunities and their interaction with strategy and business model

ESRS S2, ESRS 2 SBM-3

MAIRE's process for identifying and assessing material impacts, risks and opportunities as part of the Double Materiality Assessment is a structured approach. It involves not only the workers of primary suppliers, but also those further down the supply chain. This process is based on a combination of sector knowledge and data collected through the ESG supplier qualification system.

The following is an aggregation table of risk and opportunity impacts related to workers in the Group's three main value chains.

ESRS	Sub-(sub)-topic	IROs	IRO management
S2 Workers in the value chain	Working conditions (Health and safety)	**Exposure to health and safety incidents:** potential health and safety incidents for workers along the value chain. The impact is widespread.	MAIRE is committed to the highest industry safety standards, adopting processes and advanced work methodologies and implementing ongoing training initiatives. These processes and methodologies are designed to ensure safety in every area of operation. Safety is not only a priority, but also a foundational element of MAIRE's corporate culture. The company promotes widespread awareness of the importance of safety through ongoing training programs designed to keep workers along the value chain up-to-date on best safety practices and techniques.
	Working conditions (Forced labor Child labor Working conditions Working time)	**Human rights violations:** workers in the value chain may experience forms of exploitation, such as forced or child labor.	MAIRE is committed to holding its subcontractors and suppliers to the highest possible human rights and labor standards through its policies/Code of Ethics, ESG screening process, SA8000 inspections, audit programs, and reporting system, the latter being designed to intercept possible irregularities.
	Working conditions (Secure employment)	**Create indirect employment** opportunities: indirect employment opportunities through contracts awarded to suppliers and subcontractors.	MAIRE awards contracts to suppliers and subcontractors, thus creating indirect employment opportunities. This approach not only supports the local economy, but also contributes to the growth and development of business partners.

For information on the methodologies, assumptions and tools used to identify and assess material impacts, risks and opportunities along the value chain, reference should be made to the ESRS 2 IRO-1 section of this document.

Based on the Double Materiality Assessment there are two main categories of workers in the value chain who could be impacted by the activities:

- **Suppliers:** persons/companies that provide goods, services, or both, that are essential to the company's activities. These are a wide range of suppliers, from those providing raw materials and components to those offering specialized services and subcontracted work.
- **Subcontractors:** workers assigned to perform specific tasks or services of a larger project. Subcontractors work under the direction of the main contractor and are responsible for completing their assigned tasks according to project requirements and standards.

MAIRE considers subcontractor workers to be an integral part of its value chain, and subcontractor health and safety metrics are reported in the section on S1 to allow for a more effective aggregate representation and analysis of Group performance and targets.

In order to identify countries with significant risk in the areas of child and forced labor, High Social Risk countries identified through the use of the Worldwide Governance Indicators developed by the Social Accountability Accreditation Service were taken as a reference. Following this methodology, in 2024 the following High Risk countries were considered from which the sample of providers was then selected: China, India, Saudi Arabia, Vietnam, Indonesia, Mexico, and Romania.

In terms of the impact related to "Exposure to health and safety incidents", the Group recognizes that subcontractor workers operating in certain geographical areas may be exposed to heatwaves, and has implemented in this regard a number of initiatives and procedures to mitigate these situations. Extreme weather events can cause both acute and chronic health and safety problems for workers. Given the increased frequency and intensity of these events, the company is adopting specific mitigation and adaptation strategies. Heatwaves, in particular, pose a significant threat to the health and well-being of workers.

MAIRE takes a comprehensive approach to risk assessment, climate emergency response protocols, and innovative solutions, working in collaboration with its subcontractors. This approach is designed to create a more resilient, safe and sustainable work environment in the face of the growing challenges posed by climate change.

For the IE&CS supply chain, the positive impact "Create indirect employment opportunities through contracts awarded to suppliers and subcontractors" was identified during the "Supplier and subcontractor selection" phase.

Specifically, since 2018, the Group has consolidated a program focused on "In-Country Value" (ICV) management.[20]The Group's business model seeks to generate a positive and lasting impact on workers in its value chain, with a focus on local suppliers and subcontractors. Through responsible procurement management, the Group promotes economic growth in the areas in which it operates, creating job opportunities and strengthening the skills of the local workforce (and also contributes to positive impacts in the local community - ESRS S3). With specific reference to its subcontracting chain, MAIRE has 49,480 indirect workers.

The Group's commitment to employees is not limited to their presence within the organization, but extends to creating a positive and lasting impact on the social and economic fabric of the surrounding community. MAIRE's strategy not only seeks to provide employment opportunities, but also actively contributes to the professional and personal development of local employees, thereby strengthening the link between MAIRE's success and the progress of the community in which it operates. At the same time, the Company promotes training initiatives, access to professional development programs and the adoption of social inclusion policies to support and enrich the local workforce, thus helping to build a solid foundation for economic and social progress.

In detail, the Group's most significant projects have been identified and carefully analyzed, spread across various regions. The total sum of costs incurred for goods and services, combined with the economic value of labor and investment in training at local level, was over Euro 4 billion in 2024. This amount represents about 53% of total project costs, highlighting the Group's tangible commitment to sustainable development and promotion of the local communities in which it operates.

Policies adopted to manage material sustainability matters

ESRS S2-1, MDR-P

MAIRE Group policies on managing workers along the value chain are based on the principles of respect for human rights, social responsibility and fair labor practices. Through the Code of Ethics and a number of specific policies - including the Sustainability Policy, the Human Rights Policy, the Human Resources Policy, the Diversity, Equity and Inclusion Policy (DE&I), the Anti-Harassment Policy, and the Supply Chain Policy - the Group ensures that all workers involved in its operations, including those of suppliers and subcontractors, are treated with dignity and respect.

The Group applies a monitoring system to identify and manage impacts on value chain workers, ensuring that all labor practices comply with international standards and local regulations. The adoption of a Supplier Code of Conduct ensures that business partners abide by the same ethical and social principles applied internally, including the prohibition of exploitation, forced and child labor, and the obligation to ensure safe and decent working conditions.

Group policies apply to all value chain workers, covering both the procurement of raw materials and the operational development phase of projects. The Group adopts selection criteria for its suppliers and subcontractors, ensuring that they adhere to international standards, including the United Nations Guiding Principles on Business and Human Rights, the ILO Declaration on Fundamental Principles and Rights at Work, and the OECD Guidelines for Multinational Enterprises.

The Board of Directors has a pivotal role in defining Sustainability strategies, while the Control, Risk and Sustainability Committee has a more specific role in overseeing Sustainability risks and opportunities, including in social areas related to the value chain. In addition, the Internal Sustainability Committee contributes to the drafting and monitoring of policies for sustainable business development. The Group Sustainability & Corporate Advocacy function ensures the development and implementation of the sustainability strategy, including in terms of social aspects, in line with the Group's business plan, ensuring that initiatives align with international standards. The continuous development and improvement of Work Processes, Technological Platforms, and the MAIRE Group's distinctive Expertise support the integrated management system, which ensures that all activities are carried out in line with the defined strategies. The Group Corporate Affairs, Governance, Ethics & Compliance function is responsible for policies in the areas of Diversity, Equity and Inclusion (DE&I) and Anti-Harassment. Finally, the Group HR Administration & Management, Group Procurement and Group HSE&SA and Project Quality functions, each for their respective activities, are responsible for implementing management measures in line with Group policies.

The MAIRE Group has explicitly included in its policies the prohibition of human trafficking, forced and child labor, taking measures to prevent their presence in the value chain. The Code of Ethics establishes a zero-tolerance policy toward any human rights

20 For more information on the ICV program, see the section "Material impacts, risks and opportunities and their interaction with strategy and business model" S3 Affected communities.

violations and provides reporting and monitoring tools to ensure compliance.

Regarding occupational safety, the Group requires all suppliers and subcontractors to take measures in line with ISO 45001 certifications, ensuring a safe working environment for all workers involved in business processes. In addition, the HSE&SA Policy establishes guidelines for safety and health management along the value chain. The Group actively promotes diversity, fairness and inclusion among value chain workers, adopting supplier and subcontractor selection criteria that are based on principles of non-discrimination and equal opportunity. The DE&I Policy ensures that all business practices, including those related to suppliers, focus on valuing diversity and respecting cultural and social differences. MAIRE Group policies and practices related to value chain workers are accessible on the Parent Company's institutional website and communicated to suppliers through the Supplier Code of Conduct. In addition, the Group regularly publishes data on compliance and any instances of non-compliance with international regulations in its sustainability reports.

Processes for engaging with value chain workers about impacts

ESRS S2, S2-2

Within SA8000 certification, engagement with workers in the supply chain takes place initially through a qualification process in which the ability of potential Suppliers and Contractors to provide materials and services that comply with the requirements is assessed: following a self-assessment questionnaire carried out by the suppliers/contractors, they are then also assessed on aspects related to Social Responsibility and ESG performance more generally.

Finally, internal audits are periodically carried out on subcontractors that include meetings, in addition to the usual third-party audits.

Workers' involvement in the supply chain covers informational and training activities, such as: onsite sharing of the SA8000 Policy, ad hoc SA8000 training, appointment of an SA8000 worker representative, sharing of reporting channels, informational activities through tool box meetings.

An SA8000 clause is shared at the contractual stage: by agreeing to this clause, suppliers declare that they are aware of and committed to comply with SA8000 principles, strive to promote a similar commitment from their subcontractors, and allow the Company or third parties appointed to verify compliance with these requirements through audits.

Any reporting in the SA8000 system can be done by the individual worker in the value chain. There is currently no system in place to listen to and involve value chain workers through legitimate representatives or proxies.

In order to measure the effectiveness of engagement with workers in the value chain, MAIRE implements SA8000 Audit programs. These are planned, established, carried out and maintained taking into account relevant HSE&SA transactions and the results of previous audits. External audits are conducted on Suppliers/Contractors/Third Party project and/or services companies.

Such audits may aim to:

- qualify a Supplier/Contractor/Third Party company, prior to the award of an order; or
- monitor and evaluate within SA8000 a Supplier/Contractor/Third Party company awarded an order for a specific project and/or activity.

Audits performed on vendors are part of MAIRE's "Social Audit" campaign, in line with MAIRE Group's Sustainability Plan and ESG agenda related to supply chain monitoring. The definition and execution of this program comprises several stages:

- Identification of high social risk areas: using the Worldwide Governance Indicators (WGI) developed by the Social Accountability Accreditation Service (SAAS);
- Identification of suppliers: cross-check on economic value in different projects in these high-risk countries;
- Actual execution of Social Audits by a third-party entity
- If non-conformities are detected, an action plan for defining and implementing corrective and preventive actions is developed and signed by the vendor.

In addition to the framework described under SA8000, MAIRE has a whistleblowing system and an anti-harassment system. Workers can notify MAIRE of any critical issues through the reporting channels of the aforementioned systems. For more information, refer to paragraph S2-3.

Processes to remediate negative impacts and channels for value chain workers to raise concerns

ESRS S2-3

The MAIRE Group has provided several reporting systems that are accessible to workers in the value chain:

1. **The whistleblowing system,** governed by the "Whistleblowing Procedure", published on the Parent Company's institutional website. This system regulates the sending, receipt, analysis and verification of reports concerning conduct that violates the Code of Ethics, the Business Integrity Policy, the Organization, Management and Control Model pursuant to Legislative Decree No. 231/01 ("231 Model"), events constituting one of the offenses under Legislative Decree No. 231/01, and any other conduct that does not comply with the MAIRE Group's current laws or documentary system. The report may be submitted by subjects with administration, management, control, supervision or representation duties (even if such duties are exercised on a de facto basis), employees, interns and trainees, collaborators, suppliers, contractors, consultants, clients, MAIRE and Group company partners and, more generally, by anyone who acts or has acted in the name or on behalf of MAIRE and Group Companies, in addition to other parties who come into contact with them for any reason. The channels for these reports are (i) the whistleblowing platform, (ii) the regular mailbox, addressing the request to MAIRE's Group Corporate Affairs, Governance, Ethics & Compliance function, or to the Group Company's Supervisory Board, where one has been appointed. It is noted that where provided for by national regulations, reports can be made through any channel established by the relevant authority (e.g., ANAC).
2. **The SA8000 Management System (implemented by MAIRE's main operating companies):** Interested parties may submit reports as follows: (i) using the SA8000 Form available on MAIRE's website and on the Group intranet, (ii) using the physical Report Box at offices and worksites, (iii) by verbal or written report (by e-mail) to the SA8000 Management System contact persons and SA8000 Workers' Representatives.
3. **The system implemented by the anti-harassment policy,** published on the Parent Company's institutional website, through which anyone who is the victim of or witnesses violence, harassment and/or discriminatory conduct can make a report through the following channels: (i) the whistleblowing platform, the regular mailbox, addressing the request to MAIRE's Group Corporate Affairs, Governance, Ethics & Compliance function, or to the Group Company's Supervisory Board, where one has been appointed, (iii) using the SA8000 Form available on MAIRE's website and on the Group intranet, (iv) using the physical Report Box at offices and worksites, (v) by verbal or written report (by e-mail) to the SA8000 Management System contact persons and SA8000 Workers' Representatives.

Subcontractor workplaces provide reporting points. All information regarding reporting mechanisms and management methods are published on MAIRE's institutional website and on the company intranet.

Finally, the privacy notice sent to each supplier includes an indication that data subjects may exercise their rights or request information about data processing by writing to

- privacy@groupmaire.com

or to

- dpo@groupmaire.com (for those companies that have appointed such a person) or make a complaint to the competent authority.

The "Whistleblowing Procedure" and the Anti-Harassment Policy, which are published on MAIRE's website and also available to users, contain information regarding the management of reports; for privacy issues, requests are handled in compliance with the provisions of procedure PRG-103 "managing the rights of data subjects". More details on management methods can be found in section G1 of this report.

Documentation regarding reports is also published on the company's institutional website.

In addition to the Whistleblowing Procedure and SA8000, described in paragraph G1-1, an Anti-Harassment Policy is in place. According to this policy: (i) reports are handled with the utmost attention to protecting the identity of the reporter, the person reported and anybody mentioned in the report, in addition to the content of the report and the related documentation; (ii) any form of retaliation or discrimination against those who make reports in good faith relating to violence, harassment and/or discrimination are prohibited - and should such forms of retaliation occur, they are subject to sanctions.

Actions and resources related to managing workforce issues along the value chain

ESRS S2, MDR-A, S2-4

SA8000 Certification	
Description	By achieving SA8000:2014 certification, MAIRE commits to ensuring that human rights violations referred to under the requirements of the SA8000 standard are prevented, with respect to both employees and suppliers/subcontractors, and that high ethical standards and safe working conditions are guaranteed. This commitment is an integral part of MAIRE's broader strategy of promoting sustainability and social responsibility throughout its value chain.
Scope	In 2020, MAIRE received Multi-site certification to the SA8000:2014 standard, an achievement that is the result of significant coordination work between the Group's main entities that already held individual SA8000 certification. MAIRE's big challenge was to bring the different SA8000 certifications that already existed for individual Group companies together under a single steering committee. This system is periodically maintained using a system of internal and third-party audits and is based on international human rights standards (ILO and UN conventions) and national labor laws.
Time horizon	To ensure that the company's business is ethically and responsibly managed, a cyclical, annual pathway is planned for new Group companies to commit to voluntary Social Responsibility certification in accordance with the SA8000 management system.
Monitoring	MAIRE holds a periodic review meeting (on an annual basis) with top management to assess the suitability, adequacy and effectiveness of the HSE&SA8000 management system. Conclusions and/or requests for action following the meeting seek to improve the effectiveness of the system and optimize available resources. As part of Maire's Multi-site HSE certification, the Group assigns annual targets to all the Group's certified companies and verifies the results at the Management Review meeting. In 2024, the Group companies "Tecnimont Services" and "Nextchem Tech" obtained new certification in accordance with the SA8000:2014 standard, and the certification project for the next Group entities began.

MAIRE has taken and planned a range of action to prevent and mitigate material adverse impacts on value chain workers. The health and safety protection and promotion initiatives described for the direct workforce also apply equally to the subcontractor workforce engaged at construction sites.

SA8000 Certification: By achieving SA8000:2014 certification, MAIRE commits to ensuring that human rights violations referred to under the requirements of that standard are prevented, with respect to both employees and suppliers/ subcontractors, and that high ethical standards and safe working conditions are ensured. This commitment is an integral part of MAIRE's broader strategy of promoting sustainability and social responsibility throughout its value chain.

Social Audit: MAIRE analyzes data from a range of sources, including audits, surveys, and incident reports, to identify patterns and trends that may indicate higher risks for certain groups of workers. Since 2022, MAIRE has sought to strengthen its commitment to promoting and respecting human rights in its supply chain by launching a "Social Audit" campaign for vendors, which is designed to maximize the monitoring of its supply chain. The vendors involved in the campaign were selected on the basis of the following criteria:

- identification of high social risk areas and countries using the *Worldwide Governance Indicators* (WGI), developed by the Social Accountability Accreditation Service (SAAS);
- monetary value of the Group's allocation of orders to suppliers as part of different projects;
- cross checking of material expenditures incurred as part of projects in countries identified as high risk.

Based on these assessments, 10 suppliers were selected for 2024 and were subject to second-party audits by a third party. An action plan to define and enact corrective and preventive action, based on non-compliances that emerged, was established and shared with suppliers.

HSE&SA8000 training programs: MAIRE provides training and capacity-development programs for suppliers and value chain partners to increase awareness of the risks faced by workers and to promote best practices to mitigate these risks. A training program has been established that includes course to improve health, safety and environmental knowledge tailored to specific roles and responsibilities. Training is also key to preventing accidents at construction sites. These programs are adapted to address the specific needs of and challenges faced by different groups of workers: for subcontractors, for example, MAIRE has planned a dedicated HSE induction for construction sites, for all employees and subcontractors, and specific HSE training for Construction/Projects activities.

MAIRE's strategy includes action regarding procurement, internal practices, capacity building and collaborations with stakeholders. Strict purchasing practices are in place that prioritize suppliers that comply with high standards of labor rights, health and safety, and environmental responsibility. The qualification process begins with access to the corporate portal and includes the completion of questionnaires regarding technical assessments and ESG criteria. At the contract stage, suppliers agree to HSE and SA8000 clauses, pledging to comply with legal requirements and promote subcontractor commitment. Workers are involved through awareness-raising and training activities, improving their abilities regarding labor rights and sustainability. Finally, the strategy includes internal and third-party audits, inspections and regular evaluations, with corrective actions taken in the event of noncompliance, to analyze supplier performance and policies.

SA8000-certified companies are expected to apply due diligence to verify that Standard is also complied with in its value chain. Events related to negative material impacts may arise especially when reports are received and when audits are carried out. In both cases, specific processes are in place that set out clear procedures for action and principles of transparency. Such events are also of crucial importance to the Social Performance Team (SPT) at each SA8000-certified company, which is tasked with conducting periodic risk assessments and with establishing monitoring activities and tracking performance so that risks/solutions are effectively addressed.

SA8000-certified companies are expected to apply due diligence to verify that Standard is also complied with in its value chain. Events related to negative material impacts may arise especially when reports are received and when audits are carried out. In both cases, specific processes are in place that set out clear procedures for action and principles of transparency.

MAIRE is committed not causing or contributing to material adverse impacts on value chain workers through its practices, promoting a sustainable value chain and ensuring a safe working environment. Aware of the importance of its supply chain to its business, the MAIRE Group continues its commitment to strengthening relationships with strategic suppliers, with whom it strives to establish a shared organizational process that brings together the principles of environmental, social and governance responsibility throughout the entire production chain.

100% of new suppliers are also assessed according to sustainability criteria.

The qualification process begins with suppliers logging into the corporate portal, entering essential data and selecting product categories. Next, providers complete a Basic Questionnaire for key information and, where necessary, a Category Questionnaire for detailed technical assessments and ESG criteria. This is followed by data quality checks, which verify compliance with MAIRE requirements. The final assessment combines technical and ESG assessments, with ESG criteria accounting for 20% of the score. Suppliers must obtain a minimum score to qualify, and the qualification is renewed every five years to ensure high standards and alignment with sustainability practices.

The MAIRE Group implements its incident prevention measures through a dedicated organizational structure at both offices and worksites. This involves the use of HSE personnel both in the field and in the office, and through the use of individual and collective electronic, digital and material equipment.

No serious reports were received through the SA8000 reporting channels or from the respective SA8000 reporting logs.

Tracking effectiveness of policies and actions through targets

ESRS S2, MDR-T, S2-5

For information on the targets related to occupational safety and related training of subcontractor employees, reference should be made to Section S1.

Completion of 10 new Social Audits	
Description	The "Social Audits" campaign synergizes with the MAIRE Group's Sustainability Plan and ESG Agenda in terms of supply chain monitoring. A primary objective of the SA8000 Management System is to promote and respect human and labor rights in the Group's supply chain.
Scope	Social Audits carried out on Vendors in the supply chain, who have already been involved in the prequalification phase.
Baseline	target set at 10 annual social audits (following a gradual historical increase in no. of suppliers sampled).
Monitoring	In 2024, 10 suppliers were audited.

SA8000 certification for three new companies in the MAIRE Group	
Description	The MAIRE Group is firmly committed to protecting human and labor rights, as enshrined in the ethical principles expressed in its Code of Ethics and Human Rights and Sustainability Policies. To ensure that business activities are ethically and responsibly managed, Group companies are committed to achieving voluntary Social Responsibility certification in accordance with the SA8000 management system by expanding the scope of certified companies annually.
Scope	Certification is for Group companies and focuses on their own workforce and supply chain.
Baseline/ Monitoring	2 MAIRE Group companies were certified in 2024.
Target	Certifications for the Group's three new entities relate to the involvement of the workforce of the company involved and its supply chain.

at least 75% closure of reports pertaining to the requirements of the SA8000 Standard received each year	
Description	Gathering stakeholder feedback is a primary goal of the Sustainability and SA8000 policies. The SA8000 management system therefore puts listening to and interacting with stakeholders, both internal and external, at the center of its operations. It does this through a dedicated channel that can be used to send reports, ideas and suggestions for improving the work environment. Monitoring the closure rate of these reports ensures that they are managed and resolved effectively.
Monitoring	KPI monitoring and related receipt of reports relate to the internal workforce and supply chain of all Group SA8000 certified companies.

A process is in place at MAIRE to align targets with the needs and realities of those directly involved. A Double Materiality Assessment is first carried out to identify potential and actual negative impacts, focusing on the most material sustainability matters. This analysis helps prioritize areas that need immediate attention and develop targeted strategies to effectively address these issues. Stakeholders, including workers and industry specialists, are then actively involved in order to gather feedback and improve sustainability practices. This involves conducting interviews and consultations with workers and their representatives to understand their concerns and incorporate their insights into the target-setting process. Third, data from various sources are collected and analyzed to monitor the effectiveness of the measures adopted and to make informed decisions to ensure continuous improvement. This data-driven approach allows performance to be monitored and targets adjusted as needed, ensuring that they remain relevant and impactful.

Finally, on the basis of all the information collected, critical issues and/or improvements are assessed and various measures are planned in response to the specific material impacts. This comprehensive analysis means that realistic, achievable targets can be set which address the root causes of negative impacts and create a positive and sustainable work environment for all workers involved.

Subcontractors are involved in periodic coordination meetings, where performance, trends, and information from inspections and internal audits are analyzed. At these meetings, targets are set and shared. Subcontractor performance is further analyzed at the annual periodic meeting of MAIRE's Multi-site HSE&SA management system.

S3 - Affected Communities

MAIRE's commitment to creating shared value

The MAIRE Group's operating activities, whether direct or indirect, are an instrument that enables the Group to generate value both locally and globally. Construction activities, the development of innovative infrastructure and technologies, and socially defined partnerships foster economic growth, create jobs both directly and along the value chain, and contribute to the resilience of host communities. To allow communities to fully benefit from the potential value created by MAIRE, building trusting relationships with them is crucial. The Group recognizes the importance of open and transparent dialogue with communities affected by its activities, setting the objective of not only mitigating and preventing negative impacts, but also generating lasting positive effects. The Group's approach brings together respect for human rights, business ethics, the promotion of a collaborative industry, and the desire to create tangible economic and social benefits for the people and territories involved in its work projects.

Through local development initiatives, investment in training, and measures to ensure the safety and well-being of communities, the Group concretize its commitment that the industrial and technological transformation to which it contributes will bring shared value and sustainable growth for all stakeholders.

Interests and views of stakeholders

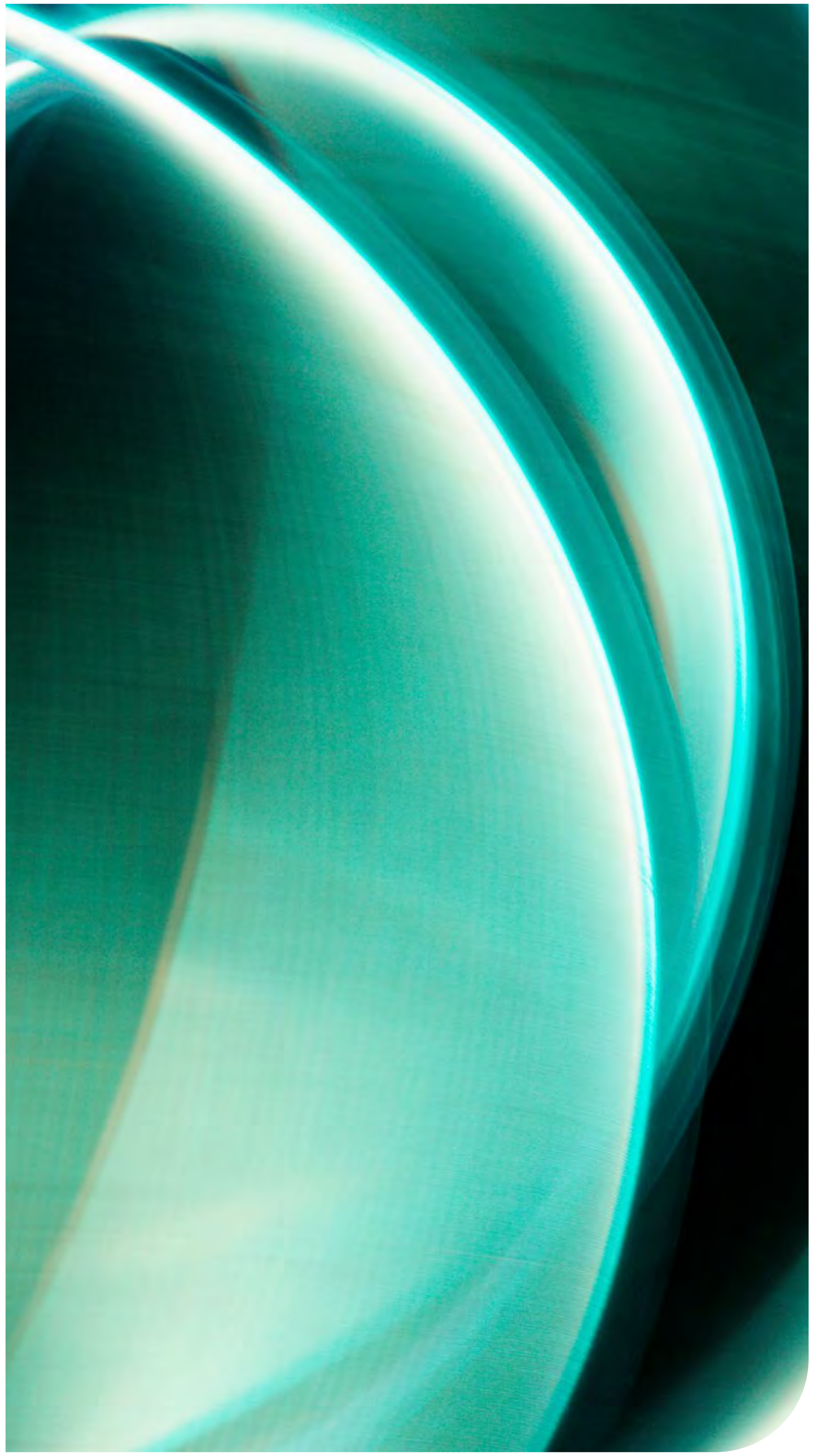
ESRS S3, ESRS 2 SBM-2

The company maintains ongoing dialogue with local stakeholders (institutions, civil society representatives), conducting specific feedback activities with affected communities. These are always jointly managed with the client and adapt to the type of project and scope of the company's involvement.

MAIRE is also developing a listening and dialogue process to engage more directly with local communities to monitor their needs and concerns, and gather useful information to plan and monitor initiatives dedicated to them.

Requests from affected communities are gathered through assessment studies and interaction with key social actors in the territories (social proxies) where relevant to the company's business model/strategy. They are then evaluated and, if appropriate, made the subject of specific measures. First and foremost, the Group considers safeguarding the human rights of affected communities to be an integral part of its business management model, as part of the Group's broader human rights policy; also crucial is a focus on local economic development, including through initiatives to amplify its impact as much as possible in terms of local content through detailed In-Country Value programs.

The first stage sees the company develop an understanding of which affected communities are or could be at the greatest risk of impact, based on the documentation for each project documentation (e.g., through the Environmental and Social Impact Assessment - ESIA). Interaction with the client and local stakeholders/social representatives usually provides a broader situational overview, highlighting any specific vulnerabilities to the risk of negative impacts.



Material impacts, risks and opportunities and their interaction with strategy and business model

ESRS S3, ESRS 2 SBM-3

The material IROs for the IE&CS, STS and MyReplast value chains are described below:

ESRS	Sub-(sub)-topic	IROs	Management of IROs
S3 Affected communities	Communities' economic, social and cultural rights (Land-related impacts)	**Support for local communities:** Promoting socioeconomic progress in the communities in which MAIRE operates through social projects and local recruitment.	MAIRE supports local communities through social projects and local recruitment. The Group promotes education programs and scholarships, hires staff from local communities to strengthen the economy, and collaborates with local stakeholders to address community needs.
		Opportunities for competitive advantage: opportunities for competitive advantage by optimizing the ICV strategy at the regional level.	MAIRE has applied an approach to In-Country Value based on nine concrete items with different potential structures, depending on the country in which it operates. The main elements include employment, supply and subcontracting, and knowledge sharing.

The indirect material impacts for Fondazione MAIRE - ETS activities are as follows:

ESRS	Sub-(sub)-topic	IROs	Management of IROs
S3 Affected communities	Communities' economic, social and cultural rights (Land-related impacts)	**Support for local communities:** Promoting the socioeconomic progress of the local communities in which the Fondazione MAIRE - ETS operates through social projects.	The Fondazione MAIRE - ETS carries out educational and orientation work for young students on sustainability matters, with face-to-face sessions and mentoring activities. Particular attention was paid to people from vulnerable social and family backgrounds, through economic support initiatives and with detailed projects aimed at young female students to bring them closer to the study of STEM subjects.

For information on the methodologies, assumptions and tools used to identify and assess material impacts, risks and opportunities along the value chain, reference should be made to the ESRS 2 IRO-1 section of this document.

The Double Materiality Assessment process for the IE&CS value chain identified the positive impact of supporting the socioeconomic progress of the communities in which MAIRE operates through the development of social projects and recruitment from local communities. Specifically, this occurred in the "Preliminary design and detailed engineering based on client requirements" and "Construction management, commissioning, start-up and delivery" phases. Since 2018, the Group has established a program focused on the management of In-Country Value (ICV), a strategic tool for long-term value creation that fosters economic and social prosperity in the countries where the Group operates. This strategy not only allows for stronger relations with the host country and local stakeholders, but also creates a mutual competitive advantage for both parties involved. Promoting training initiatives, access to professional development programs, and the adoption of social inclusion policies are just some of the ways in which MAIRE seeks to support and enrich the local workforce (and also contributes to the positive impacts in the supply chain workforce - ESRS S2), thereby contributing to the construction of a solid foundation for economic and social progress at that level.

The company's commitment to the workforce extends beyond staff presence within the organization, creating a positive and lasting impact on the social and economic fabric of the local community, i.e. the communities close to the company's operating sites and offices.

The Group also generates positive impacts through initiatives that involve members of affected communities in activities specifically designed to meet their social and economic needs. The goal is to create a virtuous circle to stimulate sustainable local development, both in terms of improving the economic environment and the resilience of the social fabric. The initiatives focus particularly on education, training, social equality and equitable access to the labor market. The main initiatives in 2024 were carried out in India, Italy, the United Kingdom, Croatia, Saudi Arabia, and Malaysia, and more are being planned for other regions.

Fondazione MAIRE - ETS work on educational projects and countering educational poverty were analyzed in terms of indirect positive impacts. The Fondazione MAIRE - ETS is a non-profit, legally independent organization linked to the Group. Its goals include the preservation of historical and archival heritage, training and promotion of educational projects designed to combat educational poverty, and conducting studies and research in active collaboration with schools, universities and the third sector. Every year, the MAIRE Group allocates funds to the Fondazione MAIRE - ETS to support its initiatives. As part of the double materiality process analyses, and also in line with the practices adopted in this area by other companies in the sector, the indirect positive impact of the Fondazione MAIRE - ETS' activities on local communities was mapped and found to be material.

No material risks from impacts and dependencies on affected communities were identified. The Double Materiality Assessment also revealed no material risks and opportunities for specific groups of affected communities.

Policies related to affected communities

ESRS S3, S3-1, MDR-P

The MAIRE Group's policies related to the communities affected by its activities are based on the principles of social responsibility, respect for human rights and local community engagement. Through its Code of Ethics and a number of specific policies - including the Sustainability and Human Rights Policy, the Diversity, Equity and Inclusion (DE&I) Policy, and the Anti-Harassment Policy - the Group is committed to minimizing negative impacts on the communities in which it operates and to fostering sustainable development in the geographic areas where it is present.

The Group's approach to managing impacts on communities includes:

- Respect for human rights, as set out in the Human Rights Policy, which ensures that the dignity, freedom and diversity of people in the areas in which the Group operates are protected. The Group complies with the United Nations Guiding Principles on Business and Human Rights, the ILO Declaration on Fundamental Principles and Rights at Work and the OECD Guidelines for Multinational Enterprises, promoting fair and sustainable working conditions.
- Involvement of local communities, through continuous and collaborative dialogue designed to understand the needs of affected populations and reduce the impacts of operations. The Sustainability Policy emphasizes the importance of local socioeconomic growth and respect for the cultural specificities of the communities involved.
- Promoting local development by supporting employment and training opportunities for people in the areas where it operates; fostering cooperation with local suppliers and partners, in accordance with the Human Rights Policy and Code of Ethics.
- Prevention of environmental and social impacts through the adoption of international standards, e.g., ISO 14001 for environmental management and ISO 45001 for occupational health and safety.

Sustainability governance is implemented through varying levels of responsibility. The Board of Directors has a pivotal role in defining Sustainability strategies, while the Control, Risk and Sustainability Committee has a more specific role in overseeing Sustainability risks and opportunities, including in social areas related to its impact on local communities. In addition, the Internal Sustainability Committee contributes to the drafting and monitoring of policies for sustainable business development. Finally, the Group Sustainability & Corporate Advocacy function ensures the development and implementation of the sustainability strategy, including in terms of social aspects, in line with the Group's business plan, ensuring that initiatives align with international standards. The continuous development and improvement of Work Processes, Technological Platforms, and the MAIRE Group's distinctive Expertise support the integrated management system, which ensures that all activities are carried out in line with the defined strategies.

The Group Corporate Affairs, Governance, Ethics & Compliance function is responsible for policies in the areas of Diversity, Equity and Inclusion (DE&I) and Anti-Harassment.

The Group HSE&SA and Project Quality, Group HR Administration & Management, Group Development & Compensation, Group Corporate Affairs, Governance, Ethics & Compliance and Group Sustainability and Corporate Advocacy functions are responsible for managing and monitoring policies relating to social responsibility and human rights.

As regards indigenous peoples, the Group is committed to respecting local customs and traditions, as outlined in the Human Rights Policy. It fosters social integration through direct community engagement and collaboration with local institutions.

The Group also ensures that reporting mechanisms are in place for possible human rights violations in local communities, in line with its Code of Ethics and international best practices.

To date, there have been no reported cases of non-compliance with the UN Guiding Principles, the ILO Declaration or the OECD Guidelines in relation to the communities impacted by Group operations. Continuous monitoring and enhanced engagement strategies enable continuous strengthening of social impact management throughout the value chain and in relations with local communities. The Sustainability Policy and Human Rights Policy are published and accessible to stakeholders through the Parent Group's official website, and the subject of training for all Group employees.

Community engagement and human rights policy

The Group is committed to full respect for human rights, as set out in its Code of Ethics and Human Rights Policy. This commitment is further supported by adherence to international pledges within the United Nations perimeter (e.g., UN Global Compact) and to topic-specific training and e-learning activities promoted by them (i.e., Business & Human Rights Accelerator of the UN Global Compact). In line with the company's Human Rights Policy, the Group is committed to respecting local practices and customs, supporting social integration through ongoing collaboration with affected communities in the geographical areas in which it operates. MAIRE's Human Rights Policy complies with the United Nations Universal Declaration of Human Rights and the principles of the Fundamental Conventions of the International Labor Organization.

Integrating the corporate structure are timely initiatives to track any human rights issues reported, also in some cases at individual business project level with ad hoc grievance mechanisms. In addition, the Group strives to develop CSR initiatives for affected communities with the ultimate goal of enabling them to fully enjoy their basic human rights.

The company promotes stakeholder engagement and advocacy activities with affected communities in the areas where it operates, in compliance with MAIRE's Human Rights Policy.

Regarding the potential negative impact of local communities' exposure to human rights violations, it is noted that MAIRE is committed to the highest standards of respect for human rights, and the ERM assessment determined that after the implementation of mitigation actions, this impact is not material. In addition, there have been no reports of human rights violations in the affected communities, through the existing systems of oversight (whistleblowing). Any remedial measures regarding human rights impacts are dealt with within the scope of the whistleblowing system.

The company, through its Human Rights Policy and Code of Ethics, recognizes and respects the United Nations Universal Declaration of Human Rights and the principles of the Fundamental Conventions of the International Labor Organization.

The company has no evidence of cases of human rights violations for affected communities.

Processes for engaging with affected communities about impacts

ESRS S3-2

Based on the documentation of each project (e.g., ESIA documentation), the company develops an understanding of who are or who could be the communities affected by its activity.

The relationship with affected communities is usually handled by clients in the first instance. Nevertheless, the Group establishes contacts with key stakeholders in the area (institutions, associations, support sector) to gain insight into social needs and set up initiatives to support community development accordingly. Where the company is involved in a more direct role at a local level (land acquisition, permitting), opinions will be listened and the company will undertake one-on-one meetings. Feedback collected from local communities is used by MAIRE in coordination with the client and partners to instigate any prevention and mitigation actions.

Engagement with affected local communities to inform them on decisions about activities, designed to manage actual and potential impacts on these communities, is generally handled by the client at the initial stage of projects. Depending on the scope of each project, MAIRE's involvement with local communities usually occurs during the execution phase (i.e., when the Group's presence in the area is significant) or during the project authorization and approval phase when MAIRE is involved jointly with the client.

Regarding the Group's interaction with local communities, there is no standard frequency of involvement but activities follow the needs of the operational phases of projects and initiatives.

When the Group acts as project leader and not just as contractor, MAIRE communicates directly with stakeholders at all stages of project implementation. In a consultation capacity, the Group interacts, together with the project partners, with the institutions for issuing authorizations, with the supervisory authorities involved in the preliminary stages of project assessment and with the institutions responsible for regulatory discussion for the processes of public debate in the area. The Group also liaises with citizen representatives or particular groups (e.g., businesses, locals, merchants, associations) interested in understanding the characteristics of the project and its impacts, and with the media.

For operational projects, where the Group has deemed it necessary, the Community Liaison Officer (CLO) function is also set up in accordance with the client's contractual requirements. The function has an operational role in community engagement with responsibility under the project director in coordination with the Group Sustainability & Corporate Advocacy corporate function. For projects without a Community Liaison Officer, responsibility lies with the Group Sustainability & Corporate Advocacy corporate function in the person of the Group Social Sustainability Manager. The Group Sustainability & Corporate Advocacy function reports to the Sustainability Committee of any situations with strategic significance.

Effective community engagement is overseen by local project managers and site staff as the frontend in relations with affected communities, in progressive alignment and cooperation with the Group Sustainability & Corporate Advocacy function as responsible for stakeholder engagement.

Processes to remediate negative impacts and channels for affected communities to raise concerns

ESRS S3-3

The MAIRE Group currently has a whistleblowing system in place, regulated by the "Whistleblowing Procedure" published on the Parent Company's institutional website. This system regulates the sending, receipt, analysis and verification of reports concerning conduct that violates the Code of Ethics, the Business Integrity Policy, the Organization, Management and Control Model pursuant to Legislative Decree No. 231/01 ("231 Model"), events constituting one of the offenses under Legislative Decree No. 231/01, and any other conduct that does not comply with the MAIRE Group's current laws or documentary system. The report may be submitted by subjects with administration, management, control, supervision or representation duties (even if such duties are exercised on a de facto basis), employees, interns and trainees, collaborators, suppliers, contractors, consultants, clients, MAIRE and Group company partners and, more generally, by anyone who acts or has acted in the name or on behalf of MAIRE and Group Companies, in addition to other parties who come into contact with them for any reason. The channels for these reports are (i) the whistleblowing platform, or (ii) the regular mailbox, addressing the request to MAIRE's Group Corporate Affairs, Governance & Compliance function, or to the Group Company's Supervisory Board, where one has been appointed. It is noted that where provided for by national regulations, reports can be made through any channel established by the relevant authority (e.g., A.N.AC).

When the Group establishes a relationship with clients, partners, and suppliers, it shares the Code of Ethics, which includes indications of the reporting channels available. The Group's goal is to ensure that the whistleblowing system is widely available to affected communities, even if there is no certainty that they are fully aware of this channel and know how to access it.

The Group's goal is to ensure that the whistleblowing system is available to affected communities, although the Company cannot be certain that all communities are aware of this channel and know how to access it. However, the Group ensures that individuals using these reporting mechanisms are protected from retaliation and that all reports are handled confidentially.

The "Whistleblowing Procedure" includes specific provisions for the protection of the whistleblower in good faith; specifically: (i) all reports are handled guaranteeing the utmost confidentiality of the identity of the whistleblower, the persons mentioned in the report, the content of the report and the related documentation; (ii) any form of retaliation or discrimination against those who make reports in good faith relating to violence, harassment and/or discrimination and any violations of the protection measures provided for whistleblowers by law are prohibited. Should any such forms of retaliation occur, they are subject to sanctions. Retaliatory or discriminatory dismissal of the whistleblower is prohibited, as is any change in duties or any other retaliatory or discriminatory measures taken against the whistleblower.

These forms of protection also apply to (i) third parties connected with the reporter who may be at risk of retaliation in the same working environment, such as individuals who have a stable emotional or kinship relationship up to the fourth degree or colleagues who have a regular and current relationship with the reporter; (ii) legal entities that the reporter owns, at which the reporter works, or to which the reporter is otherwise connected; and (iii) any individuals who support a reporter in the reporting process.

Actions and resources in relation to material sustainability matters

ESR S3, MDR-A, S3-4

Consolidating the multi-year In-Country Value (ICV) strategic program	
Description	Over time, MAIRE has established a structured program focused on managing In-Country Value (ICV), seeking to create jobs and new business opportunities while also delivering tangible value by enhancing local expertise and boosting competitiveness. In 2024, the Group identified and analyzed its 21 most significant projects, spanning various geographic regions. The total sum of costs incurred for goods and services, combined with the economic value of labor and investment in training at local level, was over Euro 4 billion in 2024. This amount represents about 53% of total project costs, highlighting the Group's tangible commitment to sustainable development and promotion of the local communities in which it operates.
Scope	Strengthen the multi-year strategic In-Country Value (ICV) program in the countries where the Group operates. The Group supports and encourages the participation of local suppliers in supply chains in the geographic areas in which it operates, promoting job creation and economic development at the local level.
Time horizon	Ongoing initiative.

Implementation of listening channels for local communities	
Description	Implementation of dedicated listening tools for local communities. To more directly and extensively understand local community concerns regarding relevant impacts in order to launch CSR initiatives in the area. Currently, the access and engagement methods for local communities vary significantly depending on the geographical context, type and location of the construction site, type of human presence in the affected area, and the social and educational background of local populations present in site areas.
Scope	In countries where the Group has a significant project presence.
Time horizon	The Group works continuously to adopt a dedicated engagement method and expand awareness among local communities about the means available to submit concerns, views and complaints to the Company and enhance stakeholder engagement.

CSR programs for local communities	
Description	The launch of initiatives to support education among local communities and assistance for marginalized social groups through initiatives that integrate positive environmental and social impacts.
Scope	Locally developed activities for affected communities cover specific geographical areas where the Group operates. In 2024, the Group launched 21 CSR initiatives with the objective of supporting local communities with a long-term growth perspective in countries such as the UK, Italy, Germany, Croatia, Nigeria, India and Malaysia.
Time horizon	Ongoing initiative.
Resources	Approximately Euro 224,300 classified as donations. Current and future financial resources, and the human resources related to the management of the action plan, are mostly internal (no social ties, no public grants, etc.). In some cases, financial support from clients is requested to carry out joint actions.

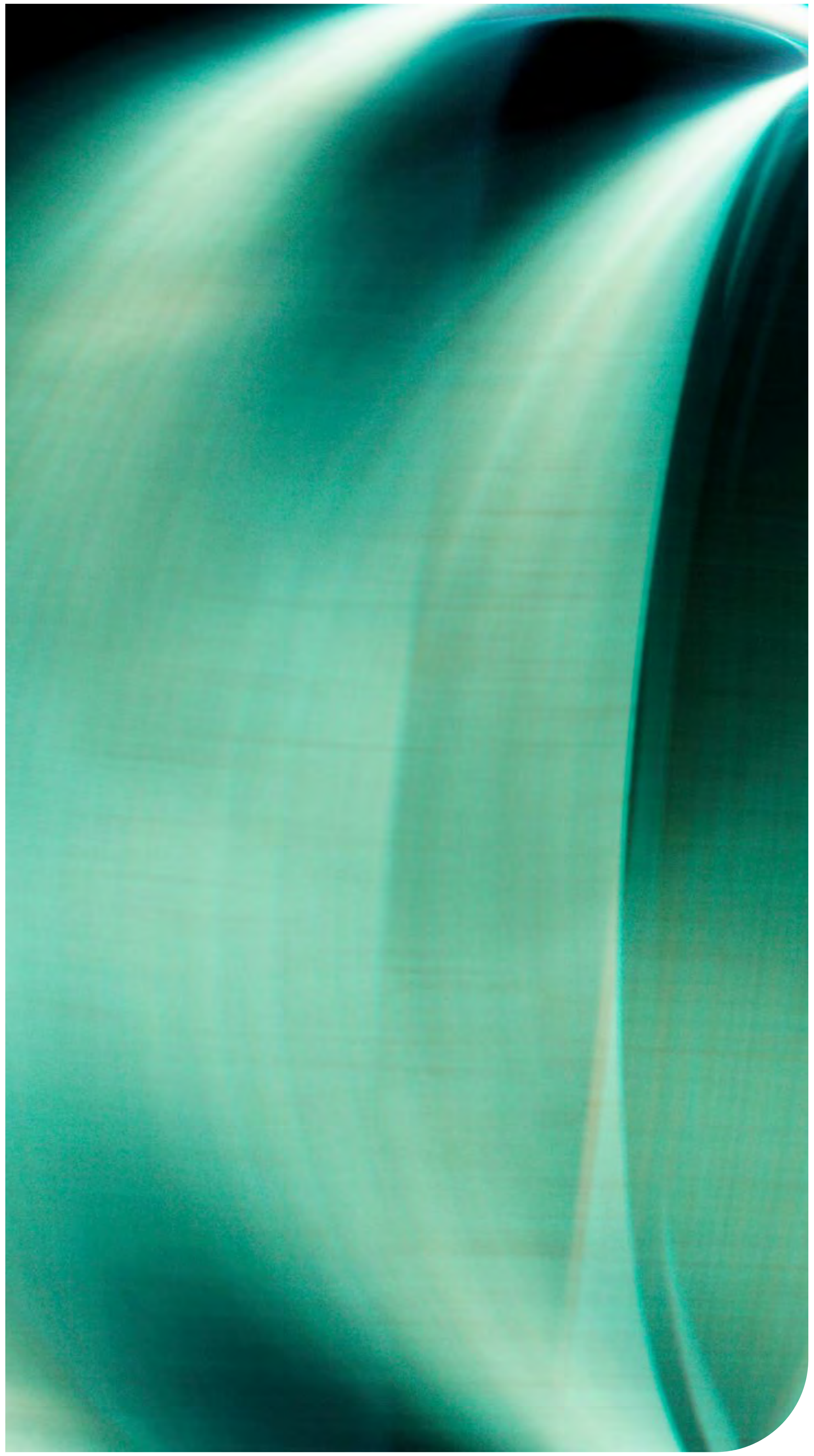
In 2024, the Group's CSR initiatives focused mainly on measures to support access to higher education (scholarships), community awareness programs on sustainability issues, and engaging the younger generation on energy transition issues. The Group focused its specific action on the following issues: access to higher education (scholarships) for deserving students in economically vulnerable situations; engagement of the younger generation on energy transition issues (seminars with Group engineers on the energy transition landscape and its challenges); technical lectures on integrating sustainability into business with Group experts dedicated to university students on engineering study paths; community awareness and capacity building programs on sustainability matters, with a focus on circularity. Individual activities were designed to cover both the environmental and social aspects of sustainability, engaging as many beneficiaries as possible.

The Group is also committed to hiring people from local communities within the limits of project specifications.

Key performance indicators (KPIs) are monitored in the execution phase to measure the scope of each CSR initiative (number of beneficiaries, hours devoted to activities, investment per beneficiary, etc.). For the ICV program, on the other hand, the key performance indicators monitored are the costs incurred for goods and services and the economic assessment of labor and training investments at the local level.

Alongside the aforementioned whistleblowing system, the company has a notification system to detect local community discontent or social unrest in project areas, specifically from a security perspective. No relevant incidents of human rights violations related to local communities were reported in the period.

To manage positive impacts and opportunities related to affected communities, the Group has established dedicated functions in the Group Sustainability & Corporate Advocacy and Regions Coordination Support departments, where there are staff dedicated to developing action plans and monitoring and reporting related data. In specific cases, where required by the local context or the Client, additional resources are dedicated, in coordination with the aforementioned corporate functions.



Tracking effectiveness of policies and actions through targets

ESRS S3, MDRT, S3-5

Coverage of global CSR activities	
Description	The Group considers a CSR initiative to be a project that involves members of the affected communities in activities carried out specifically to benefit them by addressing their social and economic needs, in some cases facilitating their enjoyment of basic human rights. At the Group level, the company measures impacts on affected communities in terms of the number of CSR initiatives implemented in the reporting year. In 2023, the company explicitly stated the target it intended to reach, increasing this from 12 initiatives for FY 2024 to 15 in 2025.
Target	For 2025, this target is again increased to 25 initiatives.
Scope	The scope of the objective is initiatives developed locally for the affected communities and extends specifically to the geographical areas where the Group is present with its projects.
Baseline	2023: 10 CSR Initiatives.
Stakeholder engagement	The company is implementing the methodology to involve affected communities in target-setting.
Changes	2024 saw an expansion of the scope of activities, to include charitable disbursements (philanthropy) in the scope of initiatives for impacted communities.
Monitoring	Compared with the original target set for 2024 (12 Group-sponsored CSR initiatives and two employee-sponsored initiatives), the company implemented 21 Group-sponsored CSR initiatives and two employee-sponsored initiatives in 2024. This progress exceeds the initial targets for FY 2024, taking into account that the scope of initiatives changed in the year to include charitable disbursements made by the Group.
	This target is included in the 2023-2025 LTI Plan.

Training Hours - Fondazione MAIRE - ETS	
Description	The educational activities of the Fondazione MAIRE - ETS are mapped in the materiality assessment as an indirect impact; they allow the social benefits of the Group's corporate social responsibility activities to extend locally. The founding members of the Fondazione MAIRE - ETS are the Group's major companies and it relies on annual contributions from them to carry out its activities.
Target	The 2025 target is 5,000 person-hours of educational and guidance activities.
Baseline	The baseline is the total of 4,000 hours of educational activities delivered in 2024.
Methodology	This calculation considered person-hours, i.e., the sum of guidance and training hours provided to each beneficiary.

Number of beneficiaries of CSR initiatives	
Description	The Group considers the beneficiaries of its CSR initiatives to be the individuals or groups of individuals directly involved in the initiatives whose social needs are the subject of the initiative.
Target	By 2025, the Group aims to achieve a target number of 15,000 beneficiaries of CSR initiatives.
Scope	Initiatives developed locally for the affected communities, extending specifically to the geographical areas where the Group is present with its projects.
Baseline	Approximately 14,200 in 2024.
Methodology	The company defines goals based on preliminary evidence from environmental and social impact analysis documentation. The commitment is to reach and involve as many beneficiaries as possible, in line with the type of project and available budget. The unit of measurement is the number of people who have benefited from the Group's social responsibility initiatives.
Stakeholder engagement	By 2026, a process will be finalized to involve affected communities in target-setting.

The targets set by the Group are not based on scientific evidence.

The company is perfecting a process to directly involve affected communities. Stakeholders are often involved as partners in the design and execution of CSR initiatives, including when defining the scope of actions and possible targets. Where possible, feedback collection (both from partners and beneficiaries, depending on the type of initiative) is also used to monitor any improvements.

The Group's CSR initiatives place special focus on groups at risk of social marginalization for economic or cultural reasons. As such, detailed actions are concentrated in the areas of empowerment, economic support for study, and general community or individual capacity building, in areas where the Group has a greater presence with business activities, responding either to voluntary actions, contractual requirements or local regulatory constraints.

Stakeholders are often involved as partners in the design and execution of CSR initiatives, including when defining the scope of actions and possible targets and monitoring whether they meet the expectations of the stakeholders involved. Measuring the targets achieved depends on the number of affected community members involved in each initiative. The company has an internal reporting process in place to collect information and data related to the results of each initiative.

Where possible, feedback collection (both from partners and beneficiaries, depending on the type of initiative) is also used to monitor any improvements.

The company considers a CSR initiative to be a not-for-profit project that involves members of the affected communities in activities carried out specifically to benefit them by addressing their social and economic needs. Measuring the targets achieved depends on the number of affected community members involved in each initiative. The company has an internal reporting process in place to collect information and data related to the results of each initiative.

Measuring the targets achieved depends on the number of affected community members involved in each initiative. The company has an internal reporting process in place to collect information and data related to the results of each initiative.

The company has defined a long-term ambition (to 2034) to have at least one CSR initiative in each of the target countries where it operates. Progress is measured year-on-year, starting in FY 2023.

Progress is measured year-on-year, starting in FY 2023.

As regards the Fondazione MAIRE - ETS, educational activities target middle and high school students, in Italy and abroad, focusing mainly on areas at risk of potential hardship and on schools for high-potential students. The objective is to study and apply educational and engagement methods that can reduce social discrepancies and foster processes of social inclusion and empowerment.

Education and orientation activities promote awareness of the issues of sustainability, climate change, and the circular economy, with the intention of developing awareness of and increasing focus on these issues, helping people understand the academic and professional opportunities that can arise in these areas.

The Fondazione MAIRE - ETS' educational activities focus on Italy and the UK, and intends to expand to the areas where the Company operates. Its work includes valorizing the Group's historical archival heritage and the research conducted by its study center. Research highlights include an analysis of 12 countries on 4 continents designed to examine the importance of skills for the energy transition, and research conducted on training and inclusion opportunities for migrants in the energy transition sector.

20.4. Governance

G1 - Business conduct

Corporate culture and business conduct policies

ESRS G1-1

MAIRE establishes, develops, promotes, and assesses its corporate culture through a series of policies that seek to ensure transparency, fairness, and legality in its business activities. The MAIRE Group's Code of Ethics expresses the principles of business ethics that the company recognizes as fundamental to its corporate identity and culture. This code applies to all members of corporate bodies, employees, contractors, and all those acting on behalf of the company.

The MAIRE Group's Business Integrity Policy, which is approved by the Board of Directors, commits all Group companies, executives and employees to conduct their business faithfully, fairly, transparently, honestly and legally. This policy promotes ethical values and the principles of transparency and legality, implementing rules of conduct and effective control processes to combat corruption and prevent illegal practices.

MAIRE has adopted an Organization, Management and Control Model pursuant to Legislative Decree No. 231/2001, which is regularly updated to reflect regulatory and organizational developments. This model includes specific protocols for each business area at risk, standards of behavior, control principles and information flows to mitigate the risk of offenses being committed.

MAIRE has also prepared mandatory training sessions for all its employees on the Business Integrity Policy, the Organization, Management and Control Model and Legislative Decree No. 231/2001, to ensure that they are aware of the company regulations and procedures related to crime prevention.

The Company has adopted several Group policies, including the Human Rights Policy, the HSE&SA Policy, the Human Resources Policy, the Sustainability Policy, and the Diversity, Equity and Inclusion Policy. These policies seek to create a safe, inclusive and human rights-friendly work environment.

Collection and management of reports

The MAIRE Group has implemented several systems to ensure transparency and regulatory compliance.

Among these are the whistleblowing system, governed by the "Whistleblowing Procedure", published on the Parent Company's institutional website, which defines the sending, receipt, analysis and verification of reports concerning conduct that violates the Code of Ethics, the Business Integrity Policy, the Organization, Management and Control Model pursuant to Legislative Decree No. 231/01 ("231 Model"), events constituting one of the offenses under Legislative Decree No. 231/01, and any other conduct that does not comply with the MAIRE Group's current laws or documentary system.

The "Whistleblowing Procedure" includes specific provisions to protect good-faith whistleblowers. All reports are handled so as to ensure total confidentiality for the reporter, the persons named in the report, and the content of the report and related documentation. Any form of retaliation or discrimination against those who make reports in good faith relating to violence, harassment and/or discrimination and any violations of the protection measures provided for whistleblowers by law are prohibited. Should any such forms of retaliation occur, they are subject to sanctions. Retaliatory or discriminatory dismissal of the whistleblower is prohibited, as is any change in duties or any other retaliatory or discriminatory measures taken against the whistleblower. These forms of protection also apply to third parties connected with the reporter who may be at risk of retaliation in the same working environment, such as individuals who have a stable emotional or kinship relationship up to the fourth degree or colleagues who have a regular and current relationship with the reporter; legal entities that the reporter owns, at which the reporter works, or to which the reporter is otherwise connected; and any individuals who support a reporter in the reporting process.

In addition to the Whistleblowing system, the Company has the system defined by the anti-harassment policy, which is also published on the parent company's institutional website. This provides a reporting channel for individuals who are victims of or witnesses to violent conduct, harassment and/or discrimination.

An additional reporting system in line with the SA8000 standard is provided for the Group's main operating companies.

The reporting channel for internal and external stakeholders is available on MAIRE's institutional website. Reports received are handled by a working group composed of senior management executives who serve on the sustainability committee. All materials pertaining to reporting channels and report management are available on both the MAIRE institutional website and the corporate intranet. A specific communication was sent to the entire corporate population upon the introduction and update of reporting channels. Furthermore, all employees receive specific compliance training, in which they are notified of the presence of appropriate channels for making reports and the manner in which these are handled.

MAIRE has entrusted the management of the whistleblower channel to a qualified external entity with specific expertise on the subject; as such, no training is provided by the Group.

The Company has detailed procedures in place to expeditiously, independently and objectively investigate incidents concerning the conduct of the undertaking, including cases of bribery and corruption. These procedures are an integral part of the Organization, Management and Control Model pursuant to Legislative Decree No. 231/2001 and the MAIRE Group's Business Integrity Policy. Specifically, MAIRE's Organization, Management and Control Model provides for specific information flows to the Supervisory Board. In addition, the Supervisory Board, which is also supported by the Group Internal Audit Function, conducts periodic audits of various business processes. The Business Integrity Policy requires that addressees report without delay any attempted or actual acts of corruption, and any violation (or reasonable suspicion of violation) of the anti-corruption measures set forth in the policy and the document management system in place. Each Group employee is required to undergo mandatory training on the company's compliance system. The course is provided when the employee joins the company. The course includes modules on the Code of Ethics and Business Integrity Policy, Legislative Decree No. 231/2001, the Group's Organization, Management and Control Model and documentation system. MAIRE's Board of Directors has prepared, and keeps constantly updated, a risk assessment containing an indication of the functions that are most likely to be at risk of involvement in cases of bribery and corruption.

The Company equally pays equal attention to all business functions on the issue of ethical business conduct and anti-corruption.

Business conduct-related impacts, risks and opportunities

ESRS 2 IRO-1 ESRS G1

ESRS	Sub-(sub)-topic	IROs	Management of IROs
G1 Business conduct	Management of relationships with suppliers including payment practices	**Improving supplier ESG performance:** Optimizing supplier environmental and social performance by integrating ESG assessments into the selection process.	MAIRE has introduced a supplier ESG screening process that is based on an industry-standard methodology. This is conducted through a dedicated questionnaire sent during the qualification phase, which can be updated as needed by the supplier.
	Business conduct, whistleblower protection, bribery and corruption	**Increased ethical integrity:** strengthening stakeholder trust and reputation through anti-corruption training and promotion of an ethical culture.	By adopting the Code of Ethics and training programs on anti-corruption issues, the Group ensures greater ethical integrity.

MAIRE has implemented a supplier ESG screening process, integrating sustainability assessments into the selection system. This strategy optimizes environmental and social performance along the supply chain, strengthening alignment with industry standards. The process involves the administration of a dedicated ESG questionnaire, to be completed by the supplier at the qualification stage and updated as needed, ensuring that ESG performance is continuously monitored.

In parallel, MAIRE promotes a culture of ethical integrity, a key element in building trust and reputation among stakeholders. Adopting the Code of Ethics, alongside anti-corruption training programs, ensures that suppliers and partners operate according to principles of transparency and accountability.

Management of relationships with suppliers

ESRS G1-2

MAIRE integrates sustainability into its supplier management, ensuring that its business model is in line with best practices on social responsibility. The Supply Chain Policy emphasizes the Group's commitment to fair and collaborative relationships, with payments guaranteed within 60 days and no systematic delays.

MAIRE has adopted continuous monitoring and improvement tools in the areas of human rights compliance and environmental preservation, including:

- A supplier qualification process, which includes a mandatory Basic Questionnaire and a Qualification Questionnaire regarding critical materials and services, with technical and ESG assessments.
- Integrated ESG assessment, with a weighting of 20% in the final qualification, valid for five years and focusing on social certification, non-discrimination policies, occupational safety and environmental practices.
- SupplHi digital platform, to continuously monitor ESG performance.

In 2024, 100% of new suppliers subject to qualification were screened on ESG criteria, with 561 processes completed and more than 4,670 suppliers examined. 89% of total spending was on suppliers with an ESG rating.

MAIRE also conducts regular social audits aligned with the SA8000 standard and offers providers HSE and SA8000 training programs, such as Safethink HSE and Stop & Coach, to promote safety and responsible practices.

There is also a focus on supply chain decarbonization, in line with the MET Zero Plan. Supplier involvement is crucial in reducing Scope 3 emissions, which account for the largest share of the Group's carbon footprint. MAIRE has therefore begun working tables with Tier 1 technology providers to improve emission tracking through LCA certifications and develop reduction actions.

Actions and resources related to the business conduct

Stakeholder engagement	
Description	MAIRE's suppliers are required to adhere to the founding principles of the Code of Ethics and respect the human rights principles in accordance with the Group's sustainability policy, committing to best practices in occupational health and safety and environmental responsibility.
Scope	The Group plans to engage five strategic suppliers to gather specific information on the risks and challenges of supply chain workers and on the definition of subsequent in-depth studies with a view to reducing the carbon footprint.
Time horizon	MAIRE has taken and planned a range of measures to prevent and mitigate material adverse impacts on value chain workers. These measures are integrated into management processes and do not have a specific expiry date.

Screening and ESG scoring of suppliers	
Description	MAIRE's policy on supplier ESG screening and scoring focuses on the assessment of new suppliers based on environmental and social sustainability criteria, with an established ESG screening program. ESG scores are awarded based on environmental, social and governance performance, calculated by third-party providers. These initiatives seek to integrate sustainability into the company's growth strategy and improve suppliers' ESG performance, also in order to prevent and mitigate material negative impacts on workers in the value chain.
Scope	All project-based suppliers subject to qualification.
Time horizon	The actions are integrated into management processes and do not have a specific deadline.
Monitoring	In 2024, 100% of new qualifications were based on ESG criteria (100% in 2023). In 2024, approximately 1,330 new suppliers were assessed with ESG criteria (950 in 2023) for a total of 4,670 suppliers (3,336 in 2023). In 2024, 89% of annual spending on ESG-rated suppliers (70% in 2023).

ESG Campaigns	
Description	MAIRE conducts campaigns to engage and raise awareness of suppliers to complete the ESG questionnaire, based on shared industry-wide methodologies, to monitor its suppliers' ESG scores.
Scope	All project-based suppliers subject to qualification.
Time horizon	The campaign is carried out every two years.

In 2024, MAIRE participated in a UN Global Compact Network Italy permanent working group on sustainable procurement. The group was initiated to foster discussion among Global Compact member companies on sustainable supply chain management. The group involved three meetings focused on ESG dimensions: social, environmental and governance. In 2024, the group achieved the goal of drawing up guidelines for a supplier code of conduct.

MAIRE is committed to avoiding negative impacts on workers in the value chain by promoting sustainable practices and ensuring a safe working environment. The Group strengthens its relationships with strategic suppliers, integrating the principles of environmental, social and governance responsibility throughout the entire production chain. 100% of new suppliers are assessed according to sustainability criteria.

In addition to the information given under "Management of relationships with suppliers", it is noted that suppliers subject to qualification complete a Basic Questionnaire and, where necessary, a Category Questionnaire for detailed technical evaluations and ESG criteria. Following quality audits to ensure compliance with MAIRE requirements, the final assessment combines technical judgments with ESG criteria that account for 20% of the score. Suppliers must obtain a minimum score to qualify, and this is renewed every five years to ensure high standards and alignment with sustainability practices.

For more details, see section S2 on workers in the value chain.

Tracking effectiveness of policies and actions through targets

Extended coverage of ESG-rated suppliers	
Description	MAIRE aims to expand coverage of ESG-rated suppliers, with a particular focus on sustainability matters during the annual onboarding and qualification renewal campaigns, with the ultimate goal of reaching 100%.
Target	Share of spending from suppliers with ESG screening: 90%.
Scope	Mainly suppliers of goods for the Group, focusing on regions at human rights risk.
Baseline	2023: 70%.
Monitoring	In 2024, the volume of spending by suppliers with ESG screening was 89%.

ACCOUNTING POLICY

Spending on ESG-rated suppliers

The percentage calculated represents the spend on suppliers that received ESG ratings out of the total spend.

Number of qualification processes completed by suppliers

The number reported represents the numbers of successfully completed supplier qualification processes. This process includes the evaluation of HSE and SA aspects carried out by the relevant function.

Number of ESG-assessed suppliers

This represents the number of suppliers that have completed MAIRE's ESG screening process.

Prevention and detection of corruption and bribery

G1-3

The section provides evidence of the management system that MAIRE has adopted, including related policies and actions, to prevent and combat corruption.

MAIRE adopts a structured and systematic approach to detecting and preventing bribery and corruption through risk assessments, mapping, monitoring programs and internal control procedures extended to all Group operations. The Company has implemented a series of procedures and policies to prevent, detect, and manage cases of bribery and corruption, including kickbacks. These include:

1) PREVENTION

Code of Ethics: incorporates the ethical principles and values that are the cornerstone of the MAIRE Group's identity and culture. In the conduct of business or performance of activities, this code should guide the behavior of all those acting on behalf of or having dealings with the MAIRE Group. The Code of Ethics requires addressees to operate with legality, integrity, fairness, transparency and loyalty; moreover, it is forbidden to (i) engage in any behavior that could be construed as seeking to obtain improper advantages, and (ii) exploit relationships with public officials to obtain illicit benefits.

Business Integrity Policy: seeks to prohibit and prevent any corrupt behavior, in accordance with the principle of "zero tolerance" of corruption. To achieve this goal, the Policy provides the principles and rules to be followed to ensure compliance with anti-corruption laws, and requires employees and stakeholders of Group Companies to share the same values and principles, and behave lawfully and properly.

Organization, Management and Control Model: provides a set of protocols and procedures that seek to identify, prevent and manage the risks of committing the offenses set forth in Legislative Decree No. 231/2001, which include corruption offenses.

Further operating procedures: MAIRE and Group companies have adopted specific procedures to regulate relations with third parties; through the provision of rules of conduct and controls, the risk of corrupt conduct is diminished.

2) IDENTIFICATION AND MANAGEMENT

Information flows and whistleblowing: MAIRE's compliance system provides for the transmission to supervisory bodies of information from which cases of corruption can be detected. These include the information flows provided for under the 231 Model that must be transmitted to the Supervisory Board and whistleblowing reports.

Control Plan: the Supervisory Board and the Group Internal Audit Function prepare control plans on the various business processes designed to verify that employee behavior complies with the rules stipulated in the current document system.

The "Whistleblowing Procedure", as also described above, stipulates that reports should be received by MAIRE's Group Corporate Affairs, Governance, Ethics & Compliance Function or by the Company's Supervisory Board. If the subject of the report is conduct engaged in by a member of the Supervisory Board or the entire Supervisory Board of MAIRE, the reporting party should directly contact the MAIRE Board of Directors, which, in turn, will assign the Group Corporate Affairs Governance & Compliance Vice-Chairperson as the operational manager for handling the report.

In addition, the procedure stipulates that the Working Group and all individuals involved in various capacities in this Procedure are obliged to refrain from dealing with the Report in case of possible conflicts of interest.

The "Whistleblowing Procedure" stipulates that, as part of their periodic flows, MAIRE's Group Internal Audit Function and Group Corporate Affairs, Governance, Ethics & Compliance Function report to the ICRM Committee, Control, Risk and Sustainability Committee, Board of Statutory Auditors and Board of Directors of MAIRE on the proper functioning of the internal reporting channel. In addition to the results of the verification of the smooth running of the reporting process and compliance with the general principles on which the internal reporting system is based, they should also provide indications regarding the reports received.

MAIRE adopts a structured and transparent approach to communicating its policies to all stakeholders, ensuring that they are accessible and understood. The methods differ depending on whether the addressee is an employee or otherwise internal to the Group, or an external party.

Internal stakeholders: documentation of anti-corruption policies adopted is available both on the institutional website and on the intranet. When an employee is hired, the employee is asked to accept the principles and rules contained in the Code of Ethics, Business Integrity Policy, 231 Model and the current document system. In addition, in the event of changes or updates to the aforementioned documentation, apposite information is sent to the entire company population. Internal individuals are also required to undertake mandatory compliance training courses, provided upon their arrival at the company. During these courses, employees are reminded of the contents of the Code of Ethics, Business Integrity Policy, 231 Model and whistleblowing system. It is also noted that training for all members of the administrative, management and supervisory bodies is provided when they take office. They also receive regular refresher courses on the latest regulatory changes and industry best practices. 100% of members received the required training.

External parties: all documentation related to anti-corruption policies adopted is available on the institutional website. In addition, contractual clauses inform third parties that MAIRE has adopted a Code of Ethics, Business Integrity Policy and 231 Model, and contracting parties are asked to comply with the principles expressed in the aforementioned documents.

Tracking effectiveness of policies and actions through targets

Number of employees trained on anti-corruption matters	
Description	Delivery of an e-learning course for all Group employees on the Code of Ethics and Business Integrity Policy.
Target	80% of employees.
Scope	All employees.
Monitoring	In 2024, 80% of employees received anti-corruption training.

Confirmed incidents of corruption or bribery

G1-4

No incidents of corruption occurred in 2023 or in 2024; as such, Group companies were not subject to sanctions under anti-corruption regulations.

20.5. Annex

Disclosure requirement and corresponding datapoint	SFDR Reference[20]	Pillar 3 Reference[21]	Benchmark Regulation Reference[22]	EU Climate Law Reference[23]	Sustainability Statement 2024	Page
ESRS 2 GOV-1 Board's gender diversity, paragraph 21(d)	Annex I, table 1, indicator no. 13		Delegated Regulation (EU) 2020/1816 of the Commission[24], Annex II		M	144
ESRS 2 GOV-1 Percentage of Board members who are independent, paragraph 21(e)			Delegated regulation (EU) 2020/1816 of the Commission, Annex II		M	144
ESRS 2 GOV-4 - Statement on due diligence, paragraph 30	Annex I, table 3, indicator no. 10				M	149
ESRS 2 SBM-1 Involvement in activities related to fossil fuel activities, paragraph 40(d)(i)	Annex I, table 1, indicator no. 4	Article 449a of Regulation (EU) no. 575/2013; Commission Implementing Regulation (EU) 2022/2453[25] table 1 - Qualitative information on environmental risk and Table 2 - Qualitative information on social risk	Regolamento delegato (UE) 2020/1816 della Commissione, allegato II		NR	
ESRS 2 SBM-1 Involvement in activities related to chemical production, paragraph 40(d)(ii) (d)(ii)	Annex I, Table 2, indicator no. 9		Delegated regulation (EU) 2020/1816 of the Commission, Annex II		NR	
ESRS 2 SBM-1 Involvement in activities related to controversial weapons, paragraph 40(d)(iii) (d)(iii)	Annex I, Table 1, indicator no. 14		Article 12, paragraph 1 of Delegated Regulation (EU) 2020/1818 and Annex II of Delegated Regulation (EU) 2020/1816		NR	

Continued

20 Regulation (EU) 2019/2088 of the European Parliament and of the Council of 27 November 2019 on sustainability-related disclosures in the financial services sector (SFDR) (OG L 317, 9.12.2019, p. 1).
21 Regulation (EU) No. 575/2013 of the European Parliament and of the Council of 26 June 2013 on prudential requirements for credit institutions and investment firms and amending Regulation (EU) No. 648/2012 (Capital Requirements Regulation "CRR") (OJ L 176, 27.6.2013, p. 1).
22 Regulation (EU) 2016/1011 of the European Parliament and of the Council of 8 June 2016 on indices used as benchmarks in financial instruments and financial contracts or to measure the performance of investment funds and amending Directives 2008/48/EC and 2014/17/EU and Regulation (EU) No 596/2014 (OJ L 171, 29.6.2016, p. 1).
23 Regulation (EU) 2021/1119 of the European Parliament and of the Council of 30 June 2021 establishing the framework for achieving climate neutrality and amending Regulations (EC) No 401/2009 and (EU) 2018/1999 ('European Climate Law') (OJ L 243, 9.7.2021, p. 1).
24 Commission Delegated Regulation (EU) 2020/1816 of 17 July 2020 supplementing Regulation (EU) 2016/1011 of the European Parliament and of the Council as regards the explanation in the benchmark statement of how environmental, social and governance factors are reflected in each benchmark provided and published (OJ L 406, 3.12.2020, p. 1).
25 Implementing Regulation (EU) 2022/2453 of November 30, 2022 amending the implementing technical standards laid down in Implementing Regulation (EU) 2021/637 as regards the disclosure of environmental, social and governance risks (Official Gazette L 324 of 19/12/2022, p. 1).

Disclosure requirement and corresponding datapoint	SFDR Reference[20]	Pillar 3 Reference[21]	Benchmark Regulation Reference[22]	EU Climate Law Reference[23]	Sustainability Statement 2024	Page
ESRS 2 SBM-1 Involvement in activities related to cultivation and production of tobacco, paragraph 40, (d)(iv)			Article 12, paragraph 1 of Delegated Regulation (EU) 2020/1818[26] and Annex II of Delegated Regulation (EU) 2020/1816		NR	
ESRS E1-1 Transition plan to reach climate neutrality by 2050, paragraph 14				Article 2, paragraph 1 of Regulation (EU) 2021/1119	M	173
ESRS E1-1 Undertakings excluded from Paris-aligned Benchmarks paragraph 16, (g)		Article 449a of Regulation (EU) no. 575/2013; Commission Implementing Regulation (EU) 2022/2453, Template 1: Banking book - potential Climate Change transition risk: Credit quality of exposures by: sector, emissions and residual maturity	Article 12(1)(d) to (g), and paragraph 2, of Delegated Regulation (EU) 2020/1818		M	173
ESRS E1-4 GHG emission reduction targets, paragraph 34	Annex I, Table 2, Indicator no. 4	Article 449a of Regulation (EU) No. 575/2013; Commission Implementing Regulation (EU) 2022/2453, Template 3: Banking book - Climate change transition risk: alignment metrics	Article 6 of Delegated Regulation (EU) 2020/1818		M	205
ESRS E1-5 – Energy consumption from fossil sources disaggregated by sources (only high climate impact sectors), paragraph 38	Annex I, Table 1, Indicator No. 5 and Annex I, Table 2, Indicator no. 5				NA	
ESRS E1-5 – Energy consumption and mix, paragraph 37	Annex I, Table 1, Indicator no. 5				M	209
ESRS E1-5 Energy intensity associated with activities in high climate impact sectors, paragraphs 40 to 43	Annex I, Table 1, Indicator no. 6				NA	

Continued

26 Commission Delegated Regulation (EU) 2020/1818 of July 17, 2020 supplementing Regulation (EU) 2016/1011 of the European Parliament and of the Council as regards minimum standards for EU Climate Transition Benchmarks and EU Paris-aligned Benchmark (OJ L 406, 3.12.2020, p. 17).

Disclosure requirement and corresponding datapoint	SFDR Reference[20]	Pillar 3 Reference[21]	Benchmark Regulation Reference[22]	EU Climate Law Reference[23]	Sustainability Statement 2024	Page
ESRS E1-6 Gross Scope 1, 2, 3 and Total GHG emissions, paragraph 44	Annex I, Table 1, Indicators nos. 1 and 2	Article 449a of the Regulation (EU) No. 575/2013; Commission Implementing Regulation (EU) 2022/245 3 of the Commission, Model 1: Banking book – Climate change transition risk: Credit quality of exposures by sector, emissions and residual maturity	Article 5, paragraph 1, Article 6 and Article 8, paragraph 1 of Delegated Regulation (EU) 2020/1818		M	210
ESRS E1-6 Gross GHG emissions intensity, paragraphs 53 to 55	Annex I, Table 1, Indicator no. 3	Article 449a of the Regulation (EU) No. 575/2013; Commission Implementing Regulation (EU) 2022/2453, Template 3: Banking book - Climate change transition risk: alignment metrics	Article 8, paragraph 1 of Delegated Regulation (EU) 2020/1818		M	210
ESRS E1-7 GHG removals and carbon credits, paragraph 56				Article 2, paragraph 1 of Regulation (EU) 2021/1119	NA	
ESRS E1-9 Exposure of the benchmark portfolio to climate-related physical risks, paragraph 66			Annex II of Delegated Regulation (EU) 2020/1818 and Annex II of Delegated Regulation (EU) 2020/1816		NR	
ESRS E1-9 Disaggregation of monetary amounts by acute and chronic physical risk, paragraph 66(a) ESRS E1-9 Location of significant assets at material physical risk, paragraph 66(c)		Article 449a of Regulation (EU) No. 575/2013; paragraphs 46 and 47 of Commission Implementing Regulation (EU) 2022/2453; Template 5: Banking book - Potential climate change transition risk indicators: exposures subject to physical risk			NR	
ESRS E1-9 Breakdown of the carrying value of its real estate assets by energy-efficiency classes, paragraph 67(c)		Article 449a of Regulation (EU) No. 575/2013; Item 34 of Commission Implementing Regulation (EU) 2022/2453; Template 2: Banking book - Climate change transition risk: Loans collateralized by immovable property - Energy efficiency of the collateral			NR	

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Disclosure requirement and corresponding datapoint	SFDR Reference[20]	Pillar 3 Reference[21]	Benchmark Regulation Reference[22]	EU Climate Law Reference[23]	Sustainability Statement 2024	Page
ESRS E1-9 Degree of exposure of the portfolio to climate-related opportunities, paragraph 69			Annex II of Delegated regulation (EU) 2020/1818		NR	
ESRS E2-4 Amount of each pollutant listed in Annex II of the E-PRTR Regulation (European Pollutant Release and Transfer Register) emitted to air, water and soil, paragraph 28[27]	Annex I, Table 1, Indicator no. 8; Annex I, Table 2, Indicator no. 2; Annex 1, Table 2, Indicator no. 1; Annex I, Table 2, Indicator no. 3				NM	
ESRS E3-1 Water and marine resources, paragraph 9	Annex I, Table 2, Indicator no. 7				M	218
ESRS E3-1 Dedicated policy, paragraph 13	Annex I, Table 2, Indicator no. 8				M	218
ESRS E3-1 Sustainable oceans and seas paragraph 14	Annex I, Table 2, Indicator no. 12				M	218
ESRS E3-4 Total water recycled and reused, paragraph 28(c)	Annex I, Table 2, Indicator no. 6.2				M	222
ESRS E3-4 Total water consumption in m3 per net revenue on own operations, paragraph 29	Annex I, table 2, indicator no. 6.1				M	222
ESRS 2 IRO-1 - E4 paragraph 16(a) i	Annex I, Table 1, Indicator no. 7				M	225
ESRS 2 IRO-1 - E4 paragraph 16(b)	Annex I, Table 2, Indicator no. 10				M	225
ESRS 2 IRO-1 - E4 paragraph 16(c)	Annex I, Table 2, Indicator no. 14				M	225
ESRS E4-2 Sustainable land/ agriculture practices or policies, paragraph 24(b)	Annex I, Table 2, Indicator no. 11				M	226

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27 MyReplast Industries does not produce microplastics as the polyolefin granule, produced downstream of recycling operations, being directly destined for industrial activity, does not fall within the microplastics legislation. MyReplast Industries' activities can generate microplastics in the handling and processing phase of incoming waste. These microplastics are managed through a suction and filtration system in the MyReplast Industries system. MyReplast Industries does not produce microplastics as the polyolefin granule, produced downstream of recycling operations, being directly destined for industrial activity, does not fall within the microplastics legislation. MyReplast Industries' activities can generate microplastics in the handling and processing phase of incoming waste. These microplastics are managed through a suction and filtration system in the plant, with treatment water management and controlled disposal of waste products.

Disclosure requirement and corresponding datapoint	SFDR Reference[20]	Pillar 3 Reference[21]	Benchmark Regulation Reference[22]	EU Climate Law Reference[23]	Sustainability Statement 2024	Page
ESRS E4-2 Sustainable oceans/ seas practices or policies, paragraph 24(c)	Annex I, Table 2, Indicator no. 12				M	226
ESRS E4-2 Policies to address deforestation, paragraph 24(d)	Annex I, Table 2, Indicator no. 15				M	226
ESRS E5-5 Non-recycled waste, paragraph 37(d)	Annex I, Table 2, Indicator no. 13				M	235
ESRS E5-5 Hazardous Waste and radioactive waste, paragraph 39	Annex I, Table 1, Indicator no. 9				M	235
ESRS 2 - SBM3 - S1 Risk of incidents of forced labor, paragraph 14(f)	Annex I, Table 3, Indicator no. 13				M	239
ESRS 2 - SBM3 - S1 Risk of incidents of child labor, paragraph 14(g)	Annex I, Table 3, Indicator no. 12				M	239
ESRS S1-1 Human rights policy commitments, paragraph 20	Annex I, Table 3, Indicator No. 9 and Annex I, Table 1, Indicator no. 11				M	241
ESRS S1-1 Due diligence policies on issues addressed by the fundamental International Labor Organization Conventions 1 to 8, paragraph 21			Delegated regulation (EU) 2020/1816 of the Commission, Annex II		M	241
ESRS S1-1 Processes and measures for preventing trafficking in human beings, paragraph 22	Annex I, Table 3, Indicator no. 11				M	241
ESRS S1-1 Workplace accident prevention policy or management system, paragraph 23	Annex I, Table 3, Indicator no. 1				M	241
ESRS S1-3 Grievance/complaints handling mechanisms, paragraph 32(c)	Annex I, Table 3, Indicator no. 5				M	245
ESRS S1-14 Number of fatalities and number and rate of work-related accidents, paragraph 88, (b) and (c)	Annex I, Table 3, Indicator no. 2		Delegated regulation (EU) 2020/1816 of the Commission, Annex II		M	261

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Disclosure requirement and corresponding datapoint	SFDR Reference[20]	Pillar 3 Reference[21]	Benchmark Regulation Reference[22]	EU Climate Law Reference[23]	Sustainability Statement 2024	Page
ESRS S1-14 Number of days lost due to injuries, accidents, fatalities or illness, paragraph 88(e)	Annex I, Table 3, Indicator no. 3				M	261
ESRS S1-16 Unadjusted gender pay gap, paragraph 97(a)	Annex I, Table 1, Indicator no. 12		Delegated Regulation (EU) 2020/1816 of the Commission, Annex II		M	263
ESRS S1-16 Excessive CEO pay ratio, paragraph 97(b)	Annex I, Table 3, Indicator no. 8				M	263
ESRS S1-17 Incidents of discrimination, paragraph 103, a)	Annex I, Table 3, Indicator no. 7				M	263
ESR S1-17 Non-respect of UNGPs on Business and Human Rights and OECD, paragraph 104(a)	Annex I, Table 1, Indicator No. 10 and Annex I, Table 3, Indicator no. 14		Annex II of Delegated Regulation (EU) 2020/1816 and Article 12, paragraph 1 of Delegated Regulation (EU) 2020/1818		M	263
ESRS 2 SBM-3 - S2 Significant risk of child labor or forced labor in the value chain, paragraph 11(b)	Annex I, Table 3, Indicators no. 12 and 13				M	263
ESRS S2-1 Human rights policy commitments, paragraph 17	Annex I, Table 3, Indicator No. 9 and Annex I, Table 1, Indicator no. 11				M	265
ESRS S2-1 Policies related to value chain workers, paragraph 18	Annex I, Table 3, Indicators nos. 11 and 4				M	265
ESRS S2-1 Non-respect of UNGPs on Business and Human Rights principles and OECD guidelines, paragraph 19	Annex I, Table 1, Indicator no. 10		Annex II of Delegated Regulation (EU) 2020/1816 and Article 12, paragraph 1 of Delegated Regulation (EU) 2020/1818		M	265
ESRS S2-1 Due diligence policies on issues addressed by the fundamental International Labor Organization Conventions 1 to 8, paragraph 19			Delegated regulation (EU) 2020/1816 of the Commission, Annex II		M	265
ESRS S2-4 Human rights issues and incidents connected to its upstream and downstream value chain, paragraph 36	Annex I, Table 3, Indicator no. 14				M	268

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Disclosure requirement and corresponding datapoint	SFDR Reference[20]	Pillar 3 Reference[21]	Benchmark Regulation Reference[22]	EU Climate Law Reference[23]	Sustainability Statement 2024	Page
ESRS S3-1 Human rights policy commitments, paragraph 16	Annex I, Table 3, Indicator No. 9 and Annex I, Table 1, Indicator no. 11				M	273
ESRS S3-1 Non-respect of UNGPs on Business and Human Rights, ILO principles or OECD guidelines, paragraph 17	Annex I, Table 1, Indicator no. 10		Annex II of Delegated Regulation (EU) 2020/1816 and Article 12, paragraph 1 of Delegated Regulation (EU) 2020/1818		M	273
ESRS S3-4 Human rights issues and incidents, paragraph 36	Annex I, Table 3, Indicator no. 14				M	276
ESRS S4-1 - Policies related to consumers and end-users, paragraph 16	Annex I, Table 3, Indicator No. 9 and Annex I, Table 1, Indicator no. 11				NM	
ESRS S4-1 Non-respect of UNGPs on Business and Human Rights principles and OECD guidelines, paragraph 17	Annex I, Table 1, Indicator no. 10		Annex II of Delegated Regulation (EU) 2020/1816 and Article 12, paragraph 1 of Delegated Regulation (EU) 2020/1818		NM	
ESRS S4-4 Human Rights Issues and Incidents, paragraph 35	Annex I, Table 3, Indicator no. 14				NM	
ESRS G1-1 United Nations Convention against corruption, paragraph 10, subparagraph b)	Annex I, Table 3, Indicator no. 15				M	280
ESRS G1-1 Protection of whistleblowers, paragraph 10(d)	Annex I, Table 3, Indicator no. 6				M	280
ESRS G1-4 Fines for violation of anti-corruption and anti-bribery laws paragraph 24 (a)	Annex I, Table 3, Indicator no. 17		Annex II of Delegated Regulation (EU) 2020/1816		M	285
ESRS G1-4 Standards of anti-corruption and anti-bribery, paragraph 24(b)	Annex I, Table 3, Indicator no. 16				M	285

21. Subsequent events and outlook

NEXTCHEM STRENGTHENS ITS FINANCIAL STRUCTURE WITH A NEW EURO 125 MILLION CREDIT LINE TO SUPPORT INVESTMENTS IN TECHNOLOGICAL INNOVATION AND R&D FOR THE ENERGY TRANSITION

On January 2, 2025, MAIRE announced that NEXTCHEM S.p.A. had signed a new Euro 125 million loan, 70% of which is backed by SACE S.p.A.'s Archimede Guarantee, strengthening its financial capacity to support investments in technological innovation and R&D.

The financing is for a period of 7 years, including a 2 year grace period. It will have a variable interest rate based on 3-month Euribor plus a margin of 1.6% and the cost of the guarantee granted by SACE, and can be repaid in whole or in part at any time without penalty.

In accordance with the provisions of the Archimedes Guarantee, an instrument introduced by the 2024 Budget Law to support new investments by Italian companies, the financing will mainly support strategic investments, including M&A transactions, technological innovation, digitization, ecological transition and R&D projects of NEXTCHEM S.p.A., the Italian company heading the Sustainable Technology Solutions business unit, and its subsidiaries.

The loan will be provided by a syndicate of leading Italian financial institutions including Banca Monte dei Paschi di Siena, Banco BPM, BNL BNP Paribas, Cassa Depositi e Prestiti and Intesa Sanpaolo (IMI Corporate & Investment Banking Division). Intesa San Paolo will also act as SACE Agent, Global Coordinator, Sustainability Coordinator and FacilityAgent.

With this funding, NEXTCHEM is further strengthened to meet the challenges of energy transition and sustainability. Archimedes Guarantee support enables accelerated investment in technological innovation and research and development, consolidating leadership in the field of sustainable solutions.

KT WINS CONTRACT FOR HYDROGEN UNIT AT PENGERANG BIOREFINERY (MALAYSIA) BASED ON LICENSING OF PROPRIETARY NEXTCHEM REFORM TECHNOLOGY™ FOR A TOTAL VALUE OF USD 125 MILLION

On January 14, 2025 - MAIRE announced that KT-Kinetics Technology, supported by the technological know-how of NEXTCHEM, has been awarded by Pengerang Biorefinery Sdn. Bhd (a joint venture between PETRONAS Mobility Lestari Sdn. Bhd., Enilive S.p.A. and Euglena Co., Ltd.), the licensing and engineering, procurement, construction and commissioning (EPCC) services for a hydrogen production unit to be located in Johor, Malaysia. NEXTCHEM will provide licensing of proprietary NX Reform technology™.

The hydrogen unit will be integrated into the new biorefinery within the Pengerang Integrated Complex and will produce about 38,000 cubic meters of hydrogen per hour, which is essential for the biorefinery's conversion processes. When completed, the biorefinery will process about 650,000 tons per year of feedstock such as waste vegetable oils, animal fats and vegetable oil processing waste to produce sustainable aviation fuel (SAF), hydrogenated vegetable oils (HVO) and bio-naphtha.

The contract value is about USD 125 million, and the plant is scheduled to be built by 2028.

MAIRE will use NEXTCHEM's NX Reform™ technology, a cutting-edge solution that combines circularity and efficiency to produce sustainable hydrogen that reduces emissions while maximizing resource recovery. This project is in line with MAIRE's strategy to support clients such as PETRONAS and its initiatives aimed at enabling the transition to sustainable fuels as well as in designing state-of-the-art SAF production facilities.

NEXTCHEM AWARDED PROCESS DESIGN PACKAGE BASED ON PROPRIETARY NX STAMI UREA™ TECHNOLOGY TO UPGRADE A UREA PLANT IN CHINA

On January 31, 2025 - MAIRE announced that NEXTCHEM, through its subsidiary Stamicarbon, the licensee of nitrogen fertilizer technology, has been selected to provide the Process Design Package for the modernization of Hulunbeier New Gold Chemical Co., Ltd.'s urea plant in Hulunbuir, China, leveraging its proprietary NX STAMI Urea™ technology.

NEXTCHEM will integrate the proprietary EVOLVE MELT MP Flash design, part of the NX STAMI Urea™ portfolio, to improve operational efficiency and reliability while minimizing process steam consumption. After the upgrade activities, the plant capacity will reach 3,600 metric tons per day with an increase of about 26%, with a projected 15% reduction in high-pressure steam, confirming the effectiveness of NEXTCHEM's technology proposition in providing energy-efficient solutions for the nitrogen fertilizer industry.

TECNIMONT, PARADEEP MUNICIPALITY AND NITK - SURATHKAL LAUNCHED THE BIOGAS PLANT PROJECT IN PARADEEP, INDIA

On February 11, 2025 - TECNIMONT Private Limited (TCMPL), the Indian subsidiary of TECNIMONT, the Municipality of Paradeep and the National Institute of Technology of Karmataka Surathkal (NITK) held the opening ceremony for the construction of a one-ton biogas plant at the Municipality of Paradeep, Jagatsinghpur District, Odisha in northeast India.

The event was held in the presence of Shri. Sampad Chandra Swain, Minister of Industry, Skill Development and Technical Education, Government of Odisha, Shri. Basanta Biswal, President of Paradeep Municipality and Alessandro Bernini, CEO of MAIRE Group, as well as other important government dignitaries and representatives of NITK.

This biogas plant is part of TCMPL's Corporate Social Responsibility initiatives, executed under a cooperative agreement with Paradeep Municipality, Jagatsinghpur District Administration and NITK. The project aims to build a small-scale plant to produce biogas from food and vegetable waste as raw material for community kitchens, turning waste into a resource. The plant is expected to be operational within the next 12 months to serve local communities.

NEXTCHEM COLLABORATES TO DEVELOP CIRCULAR ECONOMY INITIATIVES IN EAU, LEVERAGING ITS PROPRIETARY TECHNOLOGIES

On February 24, 2025, during the institutional visit of His Highness Sheikh Mohamed bin Zayed Al Nahyan, President of the United Arab Emirates, to the Italian Prime Minister, the Honorable Giorgia Meloni, held in Rome, NEXTCHEM (MAIRE) and Mr. Yousif Mohamed Al Nowais, a longtime industrial partner of MAIRE, have signed a Memorandum of Understanding (MoU) to collaborate on further enhancing advanced plastics recycling in the UAE by improving activities dedicated to sorting and classifying waste as well as compounding end-of-waste materials. These materials will be processed into recycled polymers to be supplied to local manufacturers and exported outside the UAE.

This MoU confirms and strengthens the relationship between the parties that dates back to the 1990s, when MAIRE entered the UAE's energy arena by implementing several strategic projects to transform natural resources into value-added products for the manufacturing industry. The MoU is a further step to collaborate on the development of the circular economy in the UAE, following the first step taken in 2022 with the launch of an advanced plastic recycling plant in Abu Dhabi's Kezad Industrial Zone. This unit has the capacity to process up to 100,000 tons of semi-finished plastic products. The technology used is part of NEXTCHEM's broad portfolio of innovative and efficient solutions to support the energy transition through the decarbonization of processes and products.

MET DEVELOPMENT (MAIRE), ENI AND IREN BEGIN THE PERMITTING PROCESS FOR A CIRCULAR METHANOL AND HYDROGEN PLANT IN ITALY BASED ON NEXTCHEM'S NX CIRCULAR™ TECHNOLOGY

On February 24, 2025 - MET Development (MAIRE), Eni and Iren Ambiente began the permitting process for an innovative methanol and circular hydrogen production plant at the industrial site in Sannazzaro de' Burgondi (Pavia), Italy.

The plant will be developed by MAIRE together with Eni and Iren, employing NEXTCHEM's (MAIRE's technology BU) proprietary NX Circular™ technology, which is currently completing engineering activities preparatory to the execution phase.

This technology involves the conversion of specific types of waste by generating synthesis gas (syngas), which is subsequently used to produce high-quality sustainable fuels and chemicals. Once built, in fact, the plant will be able to convert about 200,000 tons per year of non-recyclable waste, which will be supplied by Iren Ambiente, into synthesis gas.

The synthesis gas will, in turn, be converted to produce up to 110,000 tons per year of circular methanol, which is an innovative alternative for decarbonizing the maritime sector, and up to 1,500 tons per year of circular hydrogen, which could be used in refinery processes, reducing CO_2 emissions compared to fossil-generated hydrogen, or, alternatively, could be used for sustainable mobility in road and rail transport. In addition, the plant will be able to recover 33,000 tons per year of inert granulate that can be used for the cement industry, contributing to the decarbonization of this sector as well. The circular methanol produced meets the criteria of the EU Renewable Energy Directive for Recycled Carbon Fuels (RCF) and is an effective and innovative solution for reducing carbon emissions.

The plant will take advantage of the infrastructure and services already available at the refinery site, thus optimizing costs and enhancing the great wealth of technical expertise at the Sannazzaro site.

NEXTCHEM AWARDED A LICENSE CONTRACT BY TRANSITION INDUSTRIES FOR A 2.1 MILLION TON PER YEAR ULTRA-LOW-CARBON METHANOL PLANT IN MEXICO, BASED ON ITS PROPRIETARY NX ADWINMETHANOL® ZERO TECHNOLOGY

On February 26, 2025 - MAIRE announced that NEXTCHEM, through its subsidiary KT Tech, has been awarded a license agreement related to the implementation of the proprietary NX AdWinMethanol®

Zero technology for Pacifico Mexinol, an ultra-low carbon methanol (ultra-low carbon) plant near Los Mochis, Sinaloa, on the west coast of Mexico, with a total production of more than 2.1 million tons per year.

Transition Industries LLC is a company based in Houston, Texas, that develops projects for ultra-low emission methanol and hydrogen production in North America. Transition Industries is jointly developing the Pacific Mexinol project with support from the International Finance Corporation (IFC), part of the World Bank.

When production starts in 2028, Pacifico Mexinol is expected to be the world's largest ultra-low-carbon methanol plant, with a capacity of more than 2.1 million tons per year. Production includes about 350 thousand tons per year of green methanol and 1.8 million tons per year of blue methanol, produced from natural gas with CO_2 capture.

The value of the license agreement, which will be partly recognized at signing and partly on the Final Investment Decision, is in the range of several tens of millions of euros, in line with this type of contract. The entire package for the project is estimated to be about Euro 250 million, and also includes basic engineering, supply of proprietary equipment and support for the testing, start-up and operational phase of the plant.

The NX AdWinMethanol® Zero technology developed by GasConTec, NEXTCHEM's subsidiary dedicated to low-emission hydrogen and methanol production solutions, integrates the proprietary Autothermal Reforming (ATR) process and methanol synthesis cycle with proprietary CO_2 capture technologies. This technology reduces carbon emissions to almost zero by converting captured CO_2 and green hydrogen into ultra-low carbon methanol.

This innovative technological approach increases the sustainability of the methanol production process, confirming Pacifico Mexinol's commitment to combating climate change. Methanol produced with very low carbon emissions can be used to decarbonize so-called hard-to-abate sectors of the chemical industry. Methanol produced by Pacifico Mexinol will be able to significantly lower the carbon content of hundreds of everyday products and applications, including plastics, paints, car parts and building materials.

MAIRE AND KAZAKH-BRITISH TECHNICAL UNIVERSITY SIGN MEMORANDUM TO COOPERATE IN SCIENCE AND EDUCATION, PROMOTING SKILLS FOR ENERGY TRANSITION

On February 28, 2025 - MAIRE signed a Memorandum of Understanding with Kazakh-British Technical University (KBTU) with the aim of further enhancing international collaboration in the fields of research and education, promoting innovation to support the energy transition.

This three-year agreement aims to promote a number of initiatives, including lectures by MAIRE experts for KBTU students, internship opportunities at Group facilities, sponsorship awards and research grants for outstanding students, support for KBTU graduates in job placement and career development and joint supervision of master's theses. In addition, KBTU will launch a new education program focusing on energy transition, as well as modular courses aimed at master's students. The program aims to train highly qualified specialists with expertise in sustainable energy and innovative technologies.

The agreement was signed by Prof. Maratbek T. Gabdullin, Rector of KBTU, and Niccolò Heilpern, Vice President of the Central Asia, Caspian and Turkey Region of MAIRE Group, in the presence of Mr. Edoardo Crisafulli, Cultural Attaché of the Italian Embassy in Kazakhstan and Director of the Italian Cultural Institute in Almaty and Mr. Martino Castellani, Director of ITA/ICE.

This collaboration confirms the Group's belief that partnerships with universities are crucial to the development of technical and engineering skills needed today to meet the challenges of the energy transition with a new perspective. This is the finding of the study conducted by the MAIRE Foundation and presented during COP29 in Baku "Climate goals: winning the challenge of climate goals through the creation of skills and competencies worldwide. Addendum 1: Azerbaijan-Kazakhstan focus".

The energy transition process in the country requires substantial improvement in workforce skills, recognizing the need for additional specialized training to position itself advantageously in the emerging green economy landscape.

MAIRE ANNOUNCES NEW AWARDS WORTH A TOTAL OF APPROX. USD 3.5 BILLION

On March 3, 2025 - MAIRE announced that TECNIMONT, KT Kinetics Technology and NEXTCHEM have been awarded new contracts with a total value of approximately USD 3.5 billion for petrochemical and hydrotreating projects on an engineering, procurement and construction (EPC) basis and for high value-added engineering for a waste-to-chemical project.

These projects - whose engineering activities have already begun - have been awarded by major clients internationally, in Southern Europe, Sub-Saharan Africa, and Central Asia, and will be executed through MAIRE's Integrated E&C Solutions and Sustainable Technology Solutions business units.

These new orders will allow the Group to diversify its geographic presence and confirm its ability to execute large complex projects, as well as its technological know-how in accompanying clients on their decarbonization journeys.

MAIRE ANNOUNCES THAT AZURE CAPITAL ACQUIRES STRATEGIC STAKE IN NEXTCHEM'S SHARE CAPITAL

On March 3, 2025 - MAIRE, also on behalf of MAIRE Investments S.p.A. ("MI") and Azzurra Capital Management ("Azzurra Capital"), announced the signing of an agreement with Azzurra Capital to acquire a strategic stake of approximately 8% (the "Equity Interest") in the share capital of NEXTCHEM S.p.A. ("NEXTCHEM") from MI.

NEXTCHEM is the subsidiary of MAIRE heading the Sustainable Technology Solutions business unit.

The total consideration for the stake is approx. Euro 110 million, which corresponds to an implied valuation of NEXTCHEM of Euro 1.4 billion.

Azzurra Capital is part of an international private equity Group focused on investing in companies that are leaders in their industries and that can deliver sustainable growth and superior value generation. Its successful experience as a long-term investor will further contribute to NEXTCHEM's development path.

Following the transaction, MAIRE will hold approximately 82% of NEXTCHEM's share capital (unchanged, following MAIRE's Board of Directors' motion to waive the right of first refusal, having received the non-binding favorable opinion of the Related Parties Committee), Azzurra Capital approximately 8%, Yousef Al Nowais 5%, and MI approximately 5%. The agreed terms of the transaction, expected to close by May 2025, are substantially in line with those of Al Nowais.

This agreement is another important step on NEXTCHEM's development path. The company has attracted great interest from leading international players, with significant market valuations. The investment of a partner with a strong track record like Azzurra Capital is further confirmation of the effectiveness of NEXTCHEM's strategy and positioning as a major technology player in the energy transition.

Outlook

GUIDANCE 2025

	Sustainable Technology Solutions	Integrated E&C Solutions	Group
Revenues	Euro 490 – 510 million	Euro 5.9 – 6.1 billion	**Euro 6.4 – 6.6 billion**
EBITDA	Euro 110 – 125 million	Euro 310 – 330 million	**Euro 420 – 455 million**
% of revenues	22% - 25%	5.3% - 5.4%	**6.6% - 6.9%**
Investments	Euro 85 – 95 million	Euro 45 – 55 million	**Euro 130 – 150 million**
Adjusted Net Liquidity			**In line with December 31, 2024 (Euro 375.1 million)**

2025 Is forecast to be another year of solid revenue growth and margin expansion, driven mainly by the existing projects in portfolio, whose advancement is expected to accelerate in the second half of the year. The EBITDA margin is forecast to increase, thanks to the contribution of the technology solutions and higher value-added services, in addition to operating leverage.

Investments will focus on expanding the technology portfolio to support the energy transition, including through selected acquisitions and digital innovation.

Even taking into account the increased capex, the proposed dividend distribution and the treasury share purchases to serve the incentive plans, the adjusted net liquidity is expected to be in line with the end of 2024.

2025-2034 STRATEGIC PLAN

A significant increase in the projected demand for energy is forecast globally, driven by the increasingly widespread adoption of Artificial Intelligence, as well as a growing demand for raw materials such as fertilizers and polymers, due to increases in population and wealth and particularly in the emerging markets. These megatrends are behind an extension of the downstream investment cycle, with a pragmatic approach focused on diversifying energy sources. The Group's unique positioning - which integrates technological leadership and executive excellence - is a key competitive advantage in this changing environment.

The Sustainable Technology Solutions business unit will continue to develop its portfolio of proprietary technologies, which includes more than 30 market-ready solutions, protected by approx. 2,500 patents, for the production of numerous raw materials from differing feedstocks. This strong technology offering enables NEXTCHEM to provide comprehensive and economically-viable solutions in the areas of sustainable fertilizers (Sustainable Fertilizers), low-emission chemicals and fuels (Low Carbon Energy Vectors), and the circular economy (Circular Solutions), key segments for the decarbonization of industry. In order to accelerate innovation and reduce time-to-market, NEXTCHEM will continue to pursue its market-driven technology development model, identifying proven solutions, scaling them to an industrial level, and accelerating their commercialization globally.

In parallel, the Integrated E&C Solutions business unit will tap into the opportunities presented also in new regions by the increased demand for energy and chemical projects, leveraging its decades of experience and established execution capabilities to construct complex, large-scale infrastructure. This model of operational excellence will be supported by enhancing the engineering capacity of the existing hubs and newly opened hubs in strategic areas. Procurement will focus on expanding and diversifying the supply chain, giving preference to local counterparties, in line with the Group's commitment to in-country value. All these activities will be optimized by the use of digital solutions, including the increasing adoption of advanced Artificial Intelligence tools, which will further improve project execution productivity and quality.

FINANCIAL TARGETS 2025-2034

	Sustainable Technology Solutions	Integrated E&C Solutions	Group
Revenues 2029	**Euro 900 – 1,000 million**	**Euro 7.1 – 7.5 billion**	**Euro 8.0 – 8.5 billion**
Revenues 2034	**~Euro 1.8 billion**	**~Euro 10 billion**	**Euro 11+ billion**
2024-2029 CAGR	+20-25%	+4-7%	+6-10%
2029-2034 CAGR	+12-17%	+4-7%	+5-9%
EBITDA 2029	**Euro 200 – 250 million**	**Euro 420 – 470 million**	**Euro 620 – 720 million**
EBITDA 2034	**~Euro 450 million**	**~Euro 650 million**	**~Euro 1.1 billion**
2024-2029 CAGR	+20-25%	+6-10%	+10-15%
2029-2034 CAGR	+12-17%	+7-11%	+8-13%
EBITDA Margin			
2024-2029	22-27%	6-7%	**8-9%**
2029-2034	22-27%	7-8%	**9-10%**
Investments[28] 2025-2034	**Euro 450 – 500 million**	**Euro 450 – 500 million**	**Euro 900 – 1,000 million**
of which in 2025	Euro 85 – 95 million	Euro 45 – 55 million	Euro 130 – 150 million
of which in 2026-2029	Euro 250 – 280 million	Euro 200 – 220 million	Euro 450 – 500 million
of which in 2030-2034	Euro 110 – 140 million	Euro 190 – 210 million	Euro 300 – 350 million
Expected Dividends			**66% from 2026**
Pay-out ratio			
Adjusted Net Liquidities			
Adjusted Net Liquidity 2029			~Euro 700 million
Adjusted Net Liquidity 2034			~Euro 1.9 billion

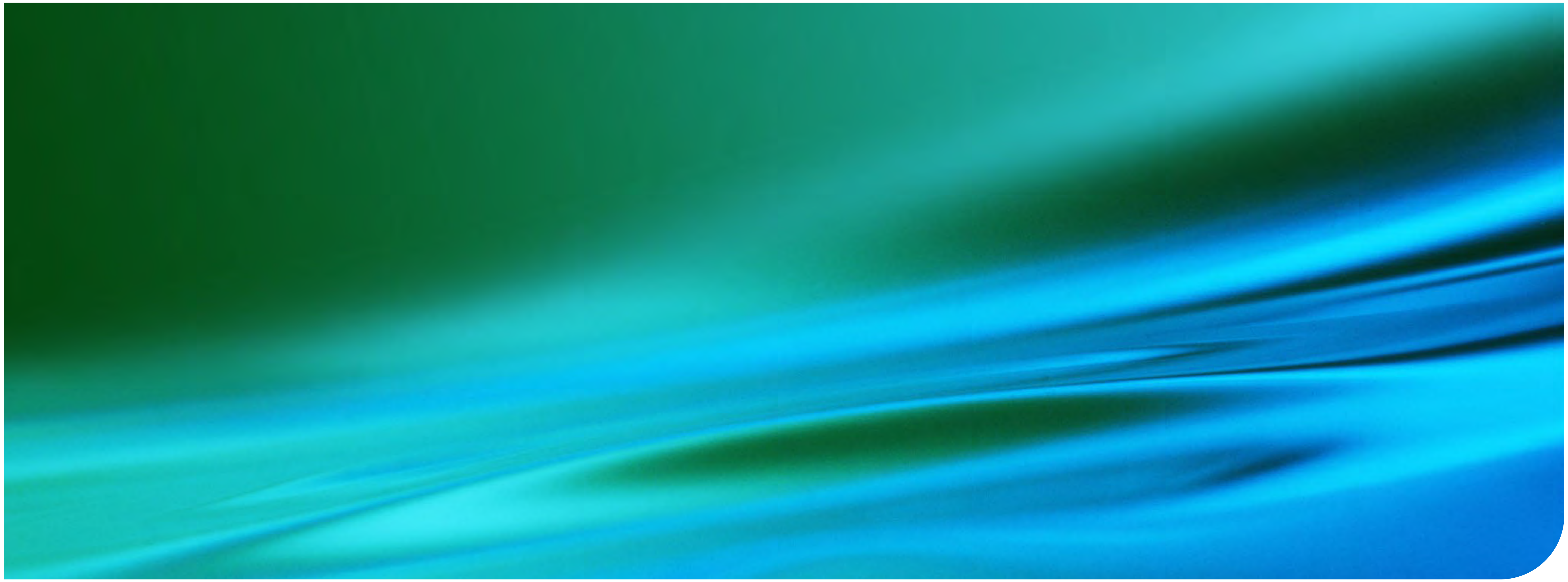
MAIRE's 2025-2034 Strategic Plan updates the financial targets of the 2024 plan, while confirming the growth trend and maintaining the organization's financial solidity and flexibility.

28 Gross amount not including dividends and proceeds from divestment transactions related to minority investments of projects and potential transformational M&A transactions.

By 2034, revenues are expected to surpass Euro 11 billion on EBITDA of more than Euro 1.1 billion, for an expected margin of 10%, on the strength of a growing contribution of technologies and integrated, high-value projects. This growth will be driven by a plan for major energy investments, aimed mainly at developing natural gas to produce low-emission fuels and chemicals through the first few years before increasing the focus on green molecules and e-fuels.

Expansion will be supported by some Euro 1 billion in investment over the time horizon of the plan. STS business unit investment will be concentrated in the initial years of the plan and will focus on expanding the technology portfolio and testing new solutions, either through selective acquisitions or internal R&D. IE&CS business unit investment shall include smaller M&A's to expand engineering capacity, investments to introduce the MET Zero carbon neutrality plan and digital innovation initiatives, in addition to co-investments in selected integrated projects. The subsidiary MET Development, in particular, will be contributing as a minority investor in initiatives that adopt NEXTCHEM technologies and call for the involvement of TECNIMONT for the execution phase, for a total ranging from Euro 250 to Euro 300 million over the course of the plan[29].

Also taking into consideration the major investment plan, the Group intends to maintain a solid and flexible financial structure. Adjusted net liquidity is expected to reach approx. Euro 700 million in 2029 and over Euro 1.9 billion in 2034, also thanks to a more normalized level of investment and the returns from the MET Development investments in the second half of the plan. A reduction in gross debt and an increase in the dividend pay-out ratio to 66% beginning in 2026 are also expected.



29 Figure does not include dividends or gains on divestments.

22. Other information

Parent Company Operating Performance

MAIRE S.p.A. is a company incorporated in Italy at the Rome Companies Registration Office, acting as the MAIRE Group holding company. The company MAIRE S.p.A. reported net income of Euro 153.9 million for 2024, with an EBITDA of Euro 134.4 million and shareholders' equity of Euro 568.8 million.

INCOME STATEMENT

(In Euro)	2024	2023
Total Revenues	232,155,272	100,127,985
Total Costs	(97,797,218)	(80,357,132)
EBITDA	**134,358,054**	**19,770,853**
Amortization, depreciation and write-downs	(1,440,517)	(1,325,130)
EBIT	**132,917,536**	**18,445,723**
Financial income	80,368,460	62,362,882
Financial expenses	(56,940,086)	(48,479,110)
Investment income/(expense)	0	0
Income (loss) before tax	**156,345,910**	**32,329,495**
Income taxes	(2,398,849)	2,550,905
Net income (loss) for the year	**153,947,060**	**34,880,400**
Basic earnings (loss) per share	0.469	0.106
Diluted earnings (loss) per share	0.469	0.106

Revenues in 2024 mainly comprised dividends received from the subsidiaries for Euro 175.5 million - from TECNIMONT S.p.A. of Euro 120 million, from KT-Kinetics Technology S.p.A. of Euro 25 million and from NEXTCHEM S.p.A. of Euro 30.5 million.

Revenues from sales and services were Euro 51,303 thousand and principally concern "Inter-company services" provided to the direct subsidiaries. Service revenues specifically concern those provided by the Parent Company as part of the management, co-ordination and control from a legal, administrative, tax, financial and strategic viewpoint in the interest of Group companies.

Production costs increased in relation to Service costs and more so in relation to Personnel expense. The increase is a result of both a higher average workforce than in the previous year and a general increase in activities.

Financial income amounts to Euro 80.4 million and increased on the previous year Euro 18 million, with the 2024 figure including for Euro 29.2 million the positive contribution of the net valuation of cash-settled Total Return Equity Swap (TRES) derivatives hedging against MAIRE share price fluctuations, essentially linked to the existing personnel incentive plans, which however in 2023 amounted only to Euro 20.4 million.

The residual amount of financial income of Euro 51.2 million also increased by approx. Euro 9.2 million and refers mainly to earnings on cash held, income from subsidiaries relating to interest income accrued on loans and current accounts; as previously reported, the company adopted with the subsidiaries cash pooling systems to streamline the management of Group cash flows, avoiding the dispersion of liquidity and minimizing financial charges and other costs.

Financial expenses amount to Euro 56.9 million, increasing Euro 8.4 million on the previous year and refer for Euro 9.7 million to interest on loans received from subsidiaries and financial expenses for cash pooling related to interest paid to subsidiaries on the cash pooling current accounts overdrafts during the year, for Euro 25.5 million to interest on bank loans used during the year, including the Euro 365 million loan backed 80% by SACE's Italy Guarantee and subsequently repaid in advance in Q4 2024, two loans respectively of Euro 150 million and Euro 40 million with Italian-based banks, backed 80% by SACE S.p.A.'s guarantee, in line with Legislative Decree of May 17, 2022 and also in relation to the new revolving Sustainability-Linked credit line with maturity May 2028, for a total amount of Euro 200 million which at December 31, 2024 was utilized for approx. 63.2 million.

The "Interest Bond" charges, amounting to Euro 21.5 million, increased significantly on the previous year (+Euro 12.1 million), essentially due to the greater use of the Euro Commercial Paper program and higher interest on the Bond of a nominal Euro 200 million issued in H2 2023 and specifically concern: for Euro 13.5 million, the monetary and non-monetary components of the interest on the new non-convertible "Senior Unsecured Sustainability-Linked due 5 October 2028" bond for a nominal value of Euro 200 million, net of accessory charges, and for Euro 8 million includes the interest on the Euro Commercial Paper program.

Net income is Euro 153.9 million, a significant increase over the previous year due essentially to the greater dividends received from the Italian subsidiaries and to positive trends in the management of financing.

BALANCE SHEET

(In Euro)	2024	2023
Non-current assets	929,405,348	1,065,945,632
Current assets	757,387,746	561,181,645
Total Assets	**1,686,793,094**	**1,627,127,277**

(In Euro)	2024	2023
Shareholders' Equity	568,806,486	477,581,199
Non-current liabilities	594,012,801	536,600,692
Current liabilities	523,973,807	612,945,385
Total Shareholders' Equity and Liabilities	**1,686,793,094**	**1,627,127,277**

The main decrease in non-current assets may be attributed to the extinction and early repayment of two loans that MAIRE S.p.A. had disbursed to TECNIMONT S.p.A. and KT-Kinetics Technology S.p.A. for Euro 250 million (remaining balance of Euro 126 million) and Euro 70 million (remaining balance of Euro 35 million), respectively, as a result of the financing agreement for Euro 365 million, 80% backed by SACE's "Italy Guarantee", issued to MAIRE by a pool of leading Italian banks and paid in full ahead of schedule in 2024.

Current assets mainly comprise trade receivables from subsidiaries, also relating to the tax and VAT consolidation of the Group; tax receivables, mainly for VAT regarding the Group VAT consolidation and IRES excess payments and current financial assets for Euro 286 million referring to financial receivables from subsidiaries, in addition to receivables for current accounts from subsidiaries.

In relation to this, it is recalled that MAIRE S.p.A. adopted the cash pooling system to streamline the management of Group cash flows, avoiding the dispersion of liquidity and minimizing financial charges.

Cash and cash equivalents at December 31, 2024 amount to Euro 218 million, an increase of Euro 84.7 million compared to December 31, 2023.

Shareholders' equity at December 31, 2024 amounted to Euro 568.8 million (Euro 477.6 million at December 31, 2023), with a net increase compared to the previous year of Euro 91.2 million, essentially linked to the net income for the year, net of the distribution of the dividend resolved by the Shareholders' Meeting.

The other non-current liabilities increased compared to December 31, 2023 mainly due to the placement of a new Sustainability-Linked Schuldschein Loan undertaken by MAIRE S.p.A. for a notional total amount of Euro 200 million, with two maturities at 3 and 5 years, whose proceeds were allocated to support the financial needs of the company, the early repayment of existing lines, including the settlement of the ESG-Linked Schuldschein loan undertaken in December 2019 for a residual nominal amount of Euro 55 million. The movement in the debt beyond 12 months also reflects the repayment of capital portions for approx. Euro 229.1 million regarding the MAIRE loan of a nominal Euro 365 million, backed for 80% by SACE's Italy Guarantee, of which Euro 182.5 million concerning the capital portion voluntarily repaid in advance at the end of September 2024.

Current financial payables amounted to Euro 71.2 million, a decrease from December 31, 2023, following repayments of principal for a total of Euro 229.1 million on the MAIRE loan with a nominal value of Euro 365 million, 80% of which is backed by SACE's "Italy Guarantee", with Euro 182.5 million in principal voluntarily repaid ahead of schedule at the end of September 2024. At December 31, 2023, current financial payables included approximately Euro 92 million for the current portion repaid in 2024.

An additional reduction in short-term debt in 2024 is also attributable to the repayment of Euro 55 million on the ESG-linked Schuldschein loan received in December 2019.

Simultaneously at the end of 2024, MAIRE signed a new Sustainability-linked credit line maturing in May 2028 for a total amount of Euro 200 million. The revolving credit line complies with the Sustainability-Linked Financing Framework and as of December 31, 2024, approximately Euro 63.2 million had been drawn down.

Other current financial liabilities concern for Euro 287.8 million payables to subsidiaries for current accounts, in relation to the cash pooling system and others for intercompany loans, and for the use of the Euro Commercial Paper Program.

Trade payables amounted to Euro 5.2 million to external suppliers for ordinary operations and Euro 4.6 million to subsidiaries.

Other current liabilities include also Euro 68.9 million concerning payables to subsidiaries for Group VAT. Again in 2024 a number of Group companies renewed the tax consolidation, transferring their VAT settlement credit balances to the consolidating MAIRE S.p.A..

The "Reconciliation between the net income of MAIRE S.p.A. and Group net income" and the "Net equity of MAIRE S.p.A. and Group net equity" is reported in the explanatory notes to the consolidated financial statements.

Collaborative Compliance Regime

On December 21, 2023, MAIRE (together with its subsidiary TECNIMONT S.p.A.) was admitted to the "Collaborative Compliance" regime, following the positive assessment by the Tax Agency on the adequacy of the 'Tax Control Framework', i.e. the internal control system adopted for the detection, measurement, management and control of tax risk.

Admission to the scheme, effective from the 2022 tax year, allows for the establishment of a collaborative and transparent relationship with the tax authorities, also permitting the prior analysis of situations likely to generate potential tax risks and thus ensuring an increased level of certainty and oversight over the main tax issues.

MAIRE S.p.A. has also adopted a Tax Strategy, applicable to all Group subsidiaries, which contains the basic principles and guidelines of the tax policy aimed at complying with tax regulations.

Markets Regulation Article 15 (previously Article 36) of Consob Markets Regulation (adopted with Consob Motion No. 20249)

In relation to the regulations concerning the conditions for the listing of companies that control companies constituted and regulated according to laws outside of the European Union and of significant importance for the purposes of the consolidated financial statements, the MAIRE Group has identified 3 subsidiaries, with headquarters in 3 countries not belonging to the European Union, which are considered significant in accordance with the regulation.

With regards to that outlined above, the current administrative-accounting and reporting systems of the MAIRE Group are considered appropriate to provide regular reporting to management and the Auditor of the Parent Company of the income statement, balance sheet and financial data necessary for the preparation of the Consolidated Financial Statements and to ensure compliance with the above regulation.

Participation in the Reporting Simplification Scheme in accordance with Consob Motion No. 18079 of January 20, 20122

In accordance with Article 3 of Consob motion No. 18079 of January 20, 2012, MAIRE S.p.A decided to adopt the opt-out as per Articles 70, paragraph 8, and 71, paragraph 1-bis of Consob motion no. 11971/99, as amended, applying therefore the exception from publication of the required disclosure documents provided for in Annex 3B of the aforementioned Consob Regulation concerning significant merger, spin-off, share capital increases through conferments of assets in kind, acquisitions, and significant sales operations..

MAIRE

Consolidated Financial Statements and Explanatory Notes

at December 31, 2024

23. Financial Statements

23.1. Consolidated Income Statement

(In Euro thousands)	Note	2024	2023
Revenues	27,1	5,861,113	4,231,721
Other operating revenues	27,2	38,925	27,790
Total Revenues		**5,900,038**	**4,259,511**
Raw materials and consumables	27,4	(2,316,606)	(1,623,108)
Service costs	27,5	(2,359,902)	(1,647,930)
Personnel expenses	27,6	(720,674)	(618,428)
Other operating costs	27,7	(116,492)	(95,638)
Total Costs		**(5,513,674)**	**(3,985,104)**
EBITDA		**386,364**	**274,407**
Amortization, depreciation and write-downs	27,8	(60,530)	(56,543)
Write-down of current assets	27,9	(4,226)	(1,245)
Provisions for risks and charges	27,9	0	(79)
EBIT		**321,608**	**216,540**
Financial income	27,10	62,891	39,809
Financial expenses	27,11	(71,457)	(70,263)
Investment income/(expense)	27,12	(1,718)	129
Income (loss) before tax		**311,324**	**186,215**
Income taxes, current and deferred	27,13	(98,921)	(56,707)
Net income for the year		**212,403**	**129,508**
Group net income		198,682	125,356
Minorities		13,721	4,152
Basic earnings per share	**27,14**	**0.605**	**0.382**
Diluted earnings per share		**0.605**	**0.382**

The transactions with related parties, pursuant to Consob Resolution No. 15519 of July 27, 2006, are illustrated in the separate disclosure "Related Party Transactions", while in the tables no separate indication was provided as not considered significant.

23.2. Consolidated Comprehensive Income Statement

(In Euro thousands)	Note	2024	2023
Net income for the year		212,403	129,508
Other comprehensive income/(expense) which may not be subsequently reclassified to income/(loss) for the year:			
Actuarial gains/(losses)	28,19	(2,139)	(1,210)
Relative tax effect		513	290
Fair value changes of investments with OCI effects	28,19	712	(372)
Total other comprehensive income/(expense) which may not be subsequently reclassified to income/(loss) for the year:		(914)	(1,292)
Other comprehensive income/(expense) which may be subsequently reclassified to income/(loss) for the year:			
Translation differences	28,19	(29,379)	(65,725)
Net valuation of derivative instruments:			
– measurement derivative instruments	28,19	(31,257)	18,077
– relative tax effect		7,502	(4,338)
Total other comprehensive income/(expense) which may be subsequently reclassified to income/(loss) for the year:		(53,134)	(51,986)
Total other comprehensive income/(expense), net of the tax effect		(54,048)	(53,278)
Comprehensive income/(loss)		158,355	76,230
Attributable to:			
– Group		144,634	72,078
– Minorities		13,721	4,152

23.3. Consolidated Balance Sheet

(In Euro thousands)	Note	December 31, 2024	December 31, 2023
Assets			
Non-current assets			
Property, plant and equipment	28,1	53,655	48,638
Goodwill	28,2	368,105	327,179
Other intangible assets	28,3	152,506	137,763
Right-of-use - Leasing	28,4	134,482	127,742
Investments in associates	28,5	14,030	13,450
Financial instruments - Derivatives (Non-current assets)	28,6	0	1,631
Other non-current financial assets	28,7	80,757	77,953
Other non-current assets	28,8	44,498	49,217
Deferred tax assets	28,9	83,020	57,190
Total non-current assets		**931,053**	**840,763**
Current assets			
Inventories	28,10	10,273	9,219
Advances to suppliers	28,10	694,158	353,225
Contractual Assets	28,11	2,560,082	2,541,628
Trade receivables	28,12	1,508,009	1,161,811
Current tax assets	28,13	276,526	187,680
Financial instruments - Derivatives (Current assets)	28,14	39,624	29,322
Other current financial assets	28,15	16,999	60,003
Other current assets	28,16	218,779	212,003
Cash and cash equivalents	28,17	1,153,779	915,501
Total current assets		**6,478,229**	**5,470,392**
Non-current assets classified as held-for-sale	28,18	0	30,791
Total Assets		**7,409,282**	**6,341,946**

The transactions with related parties, pursuant to Consob Resolution No. 15519 of July 27, 2006, are illustrated in the separate disclosure "Related Party Transactions", while in the tables no separate indication was provided as not considered significant.

(In Euro thousands)	Note	December 31, 2024	December 31, 2023
Shareholders' Equity			
Share capital	28,19	19,921	19,921
Share premium reserve	28,19	272,921	272,921
Other reserves	28,19	(97,263)	(54,997)
Valuation reserve	28,19	(43,765)	(19,097)
Total shareholders' equity & reserves		**151,814**	**218,748**
Retained earnings/(accumulated losses)	28,19	245,298	182,737
Net income for the year	28,19	198,682	125,356
Total Group Net Equity		**595,794**	**526,841**
Total Minorities Shareholders' Equity		45,275	52,859
Total Net Equity		**641,069**	**579,700**
Non-current liabilities			
Financial debt - non-current portion	28,20	397,869	334,824
Provisions for charges - beyond 12 months	28,21	11,161	15,792
Deferred tax liabilities	28,9	60,842	61,802
Post-employment & other employee benefits	28,22	12,583	10,529
Other non-current liabilities	28,23	178,416	83,438
Financial instruments - Derivatives (Non-current liabilities)	28,24	6,104	3,225
Other non-current financial liabilities	28,25	234,461	200,004
Non-current financial liabilities - Leasing	28,26	108,135	103,718
Total non-current liabilities		**1,009,571**	**813,332**
Current liabilities			
Short-term debt	28,27	99,023	180,355
Current financial liabilities - Leasing	28,26	28,460	24,655
Provisions for charges - within 12 months	28,28	63,085	41,736
Tax payables	28,29	140,822	41,039
Financial instruments - Derivatives (Current liabilities)	28,30	15,381	4,014
Other current financial liabilities	28,31	185,172	43,565
Client advance payments	28,32	901,914	949,336
Contractual Liabilities	28,33	396,656	580,024
Trade payables	28,34	3,497,337	2,625,845
Other Current Liabilities	28,35	430,792	448,079
Total current liabilities		**5,758,642**	**4,938,648**
Liabilities directly associated with non-current assets classified as held-for-sale	28,18	0	10,266
Total Shareholders' Equity and Liabilities		**7,409,282**	**6,341,946**

The transactions with related parties, pursuant to Consob Resolution No. 15519 of July 27, 2006, are illustrated in the separate disclosure "Related Party Transactions", while in the tables no separate indication was provided as not considered significant.

24. Statement of changes in Consolidated Shareholders' Equity

(In Euro thousands)	Share capital	Share premium reserve	Other reserves	Translation reserve	Valuation reserve	Retained earnings/ accum. losses	Income/ (losses) for year	Group Shareholders' equity	Minority interest capital & reserves	Group & Minority int. consol. share. equity
December 31, 2022	**19,921**	**272,921**	**35,035**	**(40,266)**	**(31,543)**	**145,616**	**89,890**	**491,574**	**36,477**	**528,051**
Allocation of the result	0	0	0	0	0	89,890	(89,890)	0	0	0
Change to consolidation scope	0	0	0	0	0	(11,019)	0	(11,019)	12,317	1,298
Distribution dividends	0	0	0	0	0	(40,738)	0	(40,738)	0	(40,738)
Other changes	0	0	(60)	0	0	(1,013)	0	(1,073)	(89)	(1,162)
IFRS 2 (Employee share plans)	0	0	16,118	0	0	0	0	16,118	0	16,118
Utilization Treasury Shares for staff plans	0	0	3,725	0	0	0	0	3,725	0	3,725
Acquisition of Treasury Shares 2023	0	0	(3,824)	0	0	0	0	(3,824)	0	(3,824)
Comprehensive income/(loss) for year	0	0	0	(65,725)	12,446	0	125,356	72,078	4,152	76,230
December 31, 2023	**19,921**	**272,921**	**50,995**	**(105,992)**	**(19,097)**	**182,737**	**125,356**	**526,841**	**52,859**	**579,700**

(In Euro thousands)	Share capital	Share premium reserve	Other reserves	Translation reserve	Valuation reserve	Retained earnings/ accum. losses	Income /(losses) for year	Group Shareholders' equity	Minority interest capital & reserves	Group & Minority int. consol. share. equity
December 31, 2023	**19,921**	**272,921**	**50,995**	**(105,992)**	**(19,097)**	**182,737**	**125,356**	**526,841**	**52,859**	**579,700**
Allocation of the result	0	0	0	0	0	125,356	(125,356)	0	0	0
Change to consolidation scope	0	0	0	0	0	(5,188)	0	(5,188)	(3,285)	(8,474)
Distribution dividends	0	0	(16,748)	0	0	(46,719)	0	(63,467)	(18,618)	(82,085)
Other changes	0	0	(10,555)	0	0	731	0	(9,824)	1,096	(8,727)
IFRS 2 (Employee share plans)	0	0	15,366	0	0	0	0	15,366	0	15,366
Utilization Treasury Shares for staff plans	0	0	46,360	0	0	(11,618)	0	34,742	(498)	34,245
Acquisition of Treasury Shares 2024	0	0	(47,310)	0	0	0	0	(47,310)	0	(47,310)
Comprehensive income/(loss) for year	0	0	0	(29,379)	(24,669)	0	198,682	144,634	13,721	158,355
December 31, 2024	**19,921**	**272,921**	**38,108**	**(135,371)**	**(47,765)**	**245,298**	**198,682**	**595,794**	**45,275**	**641,069**

25. Consolidated Cash Flow Statement (indirect method)

(In Euro thousands)	December 31, 2024	December 31, 2023
Cash and cash equivalents at beginning of the year (A)	**915,501**	**762,463**
Operations		
Net Income of Group and Minorities	**212,403**	**129,508**
Adjustments:		
- Amortization of intangible assets	22,801	23,752
- Depreciation of non-current property, plant and equipment	7,663	5,871
- Depreciation of right-of-use - Leasing	30,066	26,920
- Provisions	4,226	1,324
- (Revaluations)/Write-downs of investments	1,718	(129)
- Financial expenses	71,457	70,263
- Financial income	(62,891)	(39,809)
- Income & deferred tax	98,921	56,707
- (Gains)/Losses	6,134	(412)
- (Increase) / Decrease in inventories / advances to suppliers	(341,987)	2,358
- (Increase)/Decrease in trade receivables	(322,678)	(463,924)
- (Increase) / Decrease in receivables for contract assets	(41,213)	(395,685)
- Increase/(Decrease) in other liabilities	43,971	49,333
- (Increase)/Decrease in other assets	(13,773)	81,745
- Increase/(Decrease) in trade payables / Client advances	753,244	642,750
- Increase / (Decrease) payables for contractual liabilities	(203,784)	219,790
- Increase/(Decrease) in provisions (incl. post-employ. benefits)	77,626	29,492
- Income taxes paid	(58,960)	(70,153)
Cash flow from operations (B)	**284,944**	**369,701**
Investments		
(Investment)/Disposal of non-current tangible assets	(10,211)	(10,265)
(Investment)/Disposal of intangible assets	(29,975)	(24,280)
(Investment)/Disposal of associated companies	(571)	1,157
(Increase)/Decrease in other investments	0	0
Investments)/Disposal of companies net of cash and cash equivalents acquired	(10,808)	(25,577)
Cash flow from investments (C)	**(51,565)**	**(58,965)**
Financing		
Repayments of principal of financial lease liabilities	(28,564)	(26,279)
Payment interest on financial lease liabilities	(5,845)	(5,576)

(In Euro thousands)	December 31, 2024	December 31, 2023
Increase/(Decrease) in short-term debt	(10,555)	(142,019)
Repayments of long-term debt	(229,114)	(157,322)
Proceeds from long-term debt	198,403	190,121
(Increase)/Decrease bonds	141,300	51,400
Change in other financial assets and liabilities	68,670	(21,590)
Dividends	(82,085)	(40,738)
Treasury shares	(47,310)	(3,824)
Cash flow from financing (D)	**4,900**	**(155,827)**
Increase/(Decrease) in cash and cash equivalents (B+C+D)	**238,279**	**154,909**
Cash and cash equivalents at end of the year (A+B+C+D)	**1,153,779**	**917,372**
of which: Cash and cash equivalents of Discontinued Operations	0	1,871
CASH AND CASH EQUIVALENTS AT END OF YEAR REPORTED IN FINANCIAL STATEMENTS	**1,153,779**	**915,501**

The transactions with related parties, pursuant to Consob Resolution No. 15519 of July 27, 2006, are illustrated in the separate disclosure "Related Party Transactions", while in the tables no separate indication was provided as not considered significant.

26. Explanatory Notes at December 31, 2024

Basis of preparation

Introduction

MAIRE S.p.A. is a company incorporated in Italy at the Rome Companies Registration Office. The company has its registered office in Rome, Viale Castello della Magliana No. 27 and its operating headquarters in Milan, via Gaetano De Castillia, 6A, where the core activities are carried out.

MAIRE is an investment holding company, heading a Group operating on an international scale, in the field of natural resource transformation, with cutting-edge executive and technological skills. The Group is a leader in plant engineering in the downstream oil&gas, petrochemical, fertilizer and energy sectors. It also offers solutions in the field of green chemistry and energy transition technologies to meet the needs of clients engaged in the decarbonization process.

Effective May 8, 2024, MAIRE TECNIMONT S.p.A. changed its name to MAIRE S.p.A.

MAIRE, pursuant to Article 93 of the Consolidated Finance Act, is controlled by GLV Capital S.p.A. ("GLV Capital"). For further details, reference should be made to the Group's institutional website www.groupmaire.com

The consolidated financial statements for the year 2024 were prepared in accordance with IFRS issued by the International Accounting Standards Board ("IASB") and approved by the European Union, as well as the provisions issued under Article 9 of Legislative Decree No. 38/2005. IFRS include all the revised international accounting standards (IAS) and all interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"), previously known as the Standing Interpretations Committee ("SIC"). The financial statements are prepared under the historical cost convention, modified where applicable for the valuation of certain financial instruments. The present consolidated financial statements at December 31, 2024 are expressed in Euro, as the majority of Group operations are carried out in this currency. Foreign assets and liabilities, expressed in foreign currency, are included in the consolidated financial statements in accordance with the principles indicated in the notes below.

Any differences between the data in the tables relates exclusively to rounding.

Going concern

Based on the results achieved, the Group and the Company consider the going concern principle appropriate for the preparation of the annual report at December 31, 2024. See also the "Key Events in the year" and the "Subsequent events and outlook" paragraphs of the Directors' Report.

Financial Statements

The financial statements prepared by the Group include the integrations introduced following the application of "IAS 1 revised", as follows:

The Consolidated Balance Sheet accounts are classified between current and non-current, while the Consolidated Income Statement and Consolidated Comprehensive Income Statement are classified by nature of expenses. The Consolidated Cash Flow Statement is presented in accordance with the indirect method, adjusting the income for the period with non-cash items. The Statement of change in Consolidated Shareholders' Equity reports comprehensive income (charges) for the period and the changes in Shareholders' Equity.

IFRS Accounting Standards, Amendments and Interpretations applied from January 1, 2024

The following amendments and interpretations applied from January 1, 2024 did not have a significant impact on the Group consolidated financial statements.

- On January 1, 2024, the Pillar 2 rules under EU Directive No. 2523 of December 14, 2022, implemented in Italy by Legislative Decree No. 209 of December 27, 2023 ("Decree"), came into effect, implementing the international tax reform. These rules apply to the GLV Group, (which includes the MAIRE Group) as GLV Capital S.p.A. is the parent company. Under Pillar 2 rules, entities included in the Group's scope (wherever they may be located) must be subject to an effective income tax level of at least 15%, to be determined on the basis of a comprehensive assessment based on accounting and tax data. In the event that these entities are subject to an effective taxation level of less than 15%, a minimum tax ("Top-Up Tax") will be applied such that the effective taxation level reaches 15%.

In accordance with the disclosure requirements of IAS 12, the GLV Group carried out an analysis, in order to identify the scope of application of the Pillar 2 rules, as well as the potential impacts resulting from the application of the regulations in the various states in which it operates.

Based on the analysis performed, for Pillar 2 purposes, GLV Capital S.p.A. qualifies as the "Ultimate Parent Company" ("UPE") and MAIRE S.p.A. qualifies as a "Partially-Owned Parent Entity" ("POPE").

In line with the provisions of the Decree and the OECD guidelines, the GLV Group has adopted Transitional Safe Harbours ("TSH"), with reference to each country in which it operates. With regard to the States for which none of the TSH tests have been passed, the GLV Group will be required to calculate the level of effective taxation on the basis of the entire set of Pillar 2 rules provided for in the Decree by making the adjustments under these rules therefore to the accounting and tax data of the entities located in those states, including for the purpose of determining - where the level of effective taxation is less than 15% - the amount of the minimum tax due.

The application of TSHs was conducted based on the information available in the Country-by-Country Report, prepared by UPE for FY 2023 and of further information relating to FY 2024, considering the "aggregate data" of the entities belonging to the GLV Group for each state in which it operates ("jurisdictional approach").

Based on this analysis, the following states are considered TSH: (i) Albania, (ii) Algeria, (iii) Angola, (iv) Saudi Arabia (v) Azerbaijan, (vi) Belgium (vii) Brazil, (viii) Bulgaria, (ix) Cameroon, (x) Chile (xi) China (xii) Croatia (xiii) Egypt, (xiv) Philippines, (xv) France, (xvi) Germany, (xvii) Greece, (xviii) India, (xix) Iran, (xx) Italy, (xxi) Kuwait, (xxii) Indonesia, (xxiii) Libya (xxiv) Mexico, (xxv) Nigeria, (xxvi) Oman (xxvii) Netherlands, (xxviii) Poland (xxix) Qatar (xxx) United Kingdom, (xxxi) Dominican Republic, (xxxii) Romania (xxxiii) Russia, (xxxiv) Spain (xxxv) Switzerland, (xxxvi) Turkey (xxxvii) USA, (xxxviii) Portugal.

The following states may not be considered TSH: (i) UAE and (ii) Malaysia However, the combined application of the TSH and Pillar 2 rules, according to the assessments so far, is not expected to result in any Top-Up-Tax related exposure for the MAIRE Group in FY2024.

The above considerations are based on a prospective assessment of the tax charge, determined in light of currently available data and information and based on a simplified approach. This estimate will be updated when the appropriate Pillar 2 statements are prepared (in the June 30, 2026 deadline currently stipulated in the regulations).

Finally, it should be noted that, in accordance with IAS 12, the company has not recognized any effect for deferred taxation purposes arising from the entry into force of the Pillar 2 rules as of January 1, 2024.

- On May 25, 2023, the IASB issued the document Amendment to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures: Supplier Finance Agreement", this amendment requires additional disclosure of such agreements. The disclosure requirements in the amendments are intended to help financial statement users understand the effects of supplier financing agreements on an entity's liabilities, cash flows, and exposure to liquidity risk. The transition rules clarify that an entity is not required to provide the disclosure in any interim period in the year in which the amendments are first implemented.

  The required disclosure can be found in the "trade payables" section.

  On July 15, 2020, the IASB issued the Amendment to IAS 1 "Classification of Liabilities as Current or Non-current - Deferral of Effective Date", which contains amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

  - What is meant by the right to defer settlement,
  - That there must be a right of deferment at the end of the reporting period,
  - This classification is not affected by the likelihood that an entity will exercise its right to defer,
  - Only where a derivative embedded in a convertible liability is itself an equity instrument do the terms of a liability not affect its classification.

  The amendments did not have any impact on the Group consolidated financial statements.

- On October 31, 2022, the IASB issued the Amendment to IAS 1 "Non-current Liabilities with Covenants" document. The amendments introduced a requirement that an entity must disclose when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent upon meeting future covenants within 12 months.

  The amendments did not have any impact on the Group consolidated financial statements.

- On September 22, 2022, the IASB issued the document Amendment to IFRS 16 "Leases: Lease Liability in a Sale and Leaseback" to specify the requirements that a selling lessee uses in assessing the lease liability arising from a sale and leaseback transaction to ensure that the selling lessee does not recognize any amount of the gain or loss that relates to the right of use it retains.

The amendments did not have any impact on the Group consolidated financial statements.

IFRS and IFRIC accounting standards, amendments and interpretations approved by the EU, not yet mandatory and not adopted in advance by the Group at December 31, 2024

- On August 15, 2023, the IASB published "Amendments to IAS 21 "The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability, to add requirements to help entities determine whether a currency is exchangeable for another currency and the spot exchange rate to use when it is not. Prior to these changes, IAS 21 established the exchange rate to be used when exchangeability is temporarily absent, but not what to do when the absence of exchangeability is not temporary.

  The application of these new requirements is expected to be effective for annual fiscal years beginning on or after January 1, 2025. Earlier application is permitted.

IFRS accounting standards, amendments and interpretations not yet approved by the European Union at December 31, 2024

At the date of the present Annual Report, the relevant bodies of the European Union have not yet concluded the process necessary for the implementation of the amendments and standards described below:

- On April 9, 2024, the IASB issued the document on the new standard IFRS 18 "Presentation and Disclosure in Financial Statements". The objective of IFRS 18 is to establish requirements for the presentation and disclosure of general purpose information in financial statements to help ensure that they provide relevant information that fairly represents an entity's assets, liabilities, shareholders' equity, income, and expenses. The amendments are scheduled to take effect on January 1, 2027.
- On May 9, 2024, the IASB published a new standard - IFRS 19 "Subsidiaries without Public Accountability Disclosure". This standard will allow eligible subsidiaries to use IFRS accounting standards with reduced disclosure.

  The amendments are scheduled to take effect on January 1, 2027.
- On May 30, 2024, the IASB issued Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7) to clarify issues identified during the post-implementation review of the classification and measurement requirements of IFRS 9 Financial Instruments. The amendments are scheduled to take effect on January 1, 2026.

The Group is currently assessing the possible impact of the above changes.

Consolidation scope

In addition to the Parent Company MAIRE S.p.A., the consolidation scope includes the directly and indirectly held subsidiaries. In particular, the companies consolidated are those in which MAIRE S.p.A. exercises control, either due to a direct shareholding or the indirect holding of the majority of the voting rights, or having the power to determine the financial and operating choices of the company/entity, obtaining the relative benefits, irrespective of the shareholding.

The Joint Operations in which two or more parties undertake an economic activity which is subject to joint control are consolidated under the proportional method. All the subsidiaries are included in the consolidated scope at the date in which control is acquired by the Group. Entities are excluded from the consolidation scope from the date the Group cedes control.

The changes in the consolidation scope compared to December 31, 2023 were as follows:

- On April 19, 2024, NEXTCHEM Tech S.p.A. acquired an additional 34% stake in the share capital of MyReplast Industries S.r.l. and MyReplast S.r.l., respectively. Effective from April 22, 2024, NEXTCHEM Tech S.p.A. holds an 85% stake in MyReplast Industries S.r.l. and an 85% stake in MyReplast S.r.l. As of April 22, 2024, the reduction in the share capital of MyReplast Industries S.r.l. became effective. From that date, the share capital of MyReplast Industries S.r.l., fully subscribed and paid-in, amounts to Euro 2,349,000. Subsequently, with effect from November 19, 2024, the share capital increase of MyReplast Industries S.r.l., resolved by the shareholders on October 22, 2024, became effective. The paid-in share capital increase, amounting to Euro 6,274,510.00 (of which Euro 2,250,206.00 allocated to capital and Euro 4,024,304.00 allocated to share premium), was fully subscribed by the shareholders, pro-rata, and paid in for a total of Euro 4,764,706.00. The remaining portion of the capital increase, subscribed but not yet paid in, amounting to Euro 1,509,804.00, is to be paid in, pro-rata, by the shareholders, including in multiple tranches, by no later than December 31, 2025. Therefore, as of November 19, 2024, the subscribed share capital of MyReplast Industries S.r.l. amounts to Euro 4,599,206.00, of which Euro 3,089,402.00 has been paid in.

- On April 30, 2024 - following the announcement of February 21, 2024, MAIRE announced that NEXTCHEM (Sustainable Technology Solutions), through its subsidiary NEXTCHEM Tech, had signed a binding agreement to acquire 80% of HyDEP S.r.l. and 100% of Dragoni Group S.r.l..

  Based in Italy, HyDEP and the Dragoni Group are reputable engineering services companies operating in the mechanical and electrochemical sectors. With more than two decades of experience in green hydrogen technology, both companies have strong capabilities in technology patenting and process design. Their services cover a broad spectrum, ranging from mechanical and process design to prototyping and certification of water electrolysis stacks and related boundary systems.

  The value of the transaction was approx. Euro 3.6 million, paid in advance. The agreement also provides for an earnout clause based on the achievement of technical targets within 30 months of closing, in addition to put and call options on the remaining 20% share of HyDEP, exercisable within 36 months of closing. On the basis of these agreements, a liability was recognized (at the present value of the repayment amount) to reflect the put option and simultaneously the minority holding was cancelled, de facto recognizing HyDEP's 100% holding in NEXTCHEM S.p.A..

  For further details on the acquisition, reference should be made to "Significant events in the year" paragraph.

  This latter transaction is recorded in the financial statements pursuant to the revised IFRS 3 ("business combinations"), that is, by recording the fair value of assets, liabilities and potential liabilities at the acquisition date, as per the Purchase Price Allocation (PPA) process. This process, carried out on the date of acquiring majority and, therefore, control, identified the amount of net assets at approx. Euro 1.1 million and additional goodwill of approx. Euro 3.6 million. These amounts are considered definitive.

The following table summarizes asset and liability figures identified as part of the above business combination and the acquisition prices of entities acquired, as from the acquisition date:

(In Euro thousands)	Fair Value - Assets/Liabilities Acquired
Intangible assets	186
Property, plant and equipment	23
Trade receivables	934
Current tax assets	25
Other receivables	37
Cash and cash equivalents	468
Total Assets	**1,672**
Trade payables	127
Tax payables	137
Deferred tax liabilities	0
Other payables	47
Total Liabilities	**311**
Net Assets Acquired	**1,361**
% pertaining to Group 100% Dragoni S.r.l.	124
% pertaining to Group 80% HyDep S.r.l.	990
% pertaining to Maire Group	**1,114**
Initial Acquisition Price	3,593
Price Adjustment	213
Cash and cash equivalents acquired	(468)
Net acquisition price	**3,339**
Potential payment - Earn-out valuation	371
Valuation PUT option minority 20%	803
Goodwill	**3,620**

- On May 15, 2024 - following on from that announced on March 4, 2024, MAIRE announced that NEXTCHEM (Sustainable Technology Solutions) had completed the acquisition of 100% of GasConTec GmbH ("GCT"), an innovative company specializing in technology development and process engineering. GCT was founded in 2017 and is based in Bad Homburg, Germany.

  GCT has more than 80 patents and significant know-how in the synthesis of low carbon footprint products such as hydrogen, methanol, olefins, gasoline and integrated methanol/ammonia processes. In particular, the company's portfolio includes Autothermal Reforming (ATR), a proven technology to produce low-carbon hydrogen with very high rates of CO_2 capture. This process enables the production of high-yield hydrogen while reducing external energy requirements, ensuring efficiency and cost-effectiveness, particularly in large-scale plants. Also known for its expertise in process engineering, the company can rely on an industrial-scale German demonstration plant for high-pressure partial oxidation, which is a global benchmark for the industry.

GCT's distinctive solutions will help significantly expand NEXTCHEM's commercial offerings in low-carbon, green and circular technologies.
The agreement provides for total consideration of Euro 30 million, including: i) Euro 15 million to be paid within 2 years upon achievement of specific objectives, of which Euro 5 million to be paid on closing; ii) earn-out of up to Euro 15 million based on the signing and performance of certain license agreements related to GCT technologies within 7 years.

For further details on the acquisition, reference should be made to "Significant events in the year" paragraph.

This latter transaction is recorded in the financial statements pursuant to the revised IFRS 3 ("business combinations"), i.e. by recording the fair value of assets, liabilities and potential liabilities at the acquisition date, as per the Purchase Price Allocation (PPA) process. This process, carried out on the date of acquiring a majority and, therefore, control, identified the amount of net assets at approx. Euro 0.4 million and additional goodwill of approx. Euro 23.2 million. These amounts are considered definitive.

The following table summarizes asset and liability figures identified as part of the above business combination and the acquisition prices of entities acquired, as from the acquisition date:

(In Euro thousands)	Fair Value - Assets/Liabilities Acquired
Intangible assets	3,613
Property, plant and equipment	45
Trade receivables	136
Current tax assets	296
Other receivables	86
Cash and cash equivalents	373
Total Assets	**4,548**
Trade payables	240
Tax payables	62
Provision for charges	948
Other payables	1,819
Deferred tax liabilities	1,060
Total Liabilities	**4,129**
Net Assets Acquired	**419**
% pertaining to Group	100%
% pertaining to Maire Group	**419**
Initial Acquisition Price	5,000
Price Paid Adjustment	208
Cash and cash equivalents acquired	(373)
Net acquisition price	**4,835**
Price To Be Paid Adjustment	787
Potential payment - Earn-out valuation	17,606
Goodwill	**23,183**

- On June 26, 2024, following the expiration of the legal terms and completion of the procedures required by current regulations, the deed for the partial and proportional demerger of KT S.p.A. (100% MAIRE) was signed, with the simultaneous establishment of KT TECH S.p.A. (100% MAIRE) and the allocation to the latter of the business unit known as "know-how and technology", which offers technologies, high value-added engineering services and proprietary equipment supply similar to NEXTCHEM's offerings, particularly for hydrogen and methanol production and sulfur recovery, previously under KT S.p.A. Both the demerger and the establishment of KT TECH S.p.A. - and the simultaneous allocation of the above-mentioned business unit - became effective upon registration of the relevant deed with the Rome Company Register on July 1, 2024.

  On July 5, 2024, the shareholders of NEXTCHEM S.p.A. ("NC") resolved to increase, on a paid basis, NC's share capital by a total of Euro 197,253,810.00 (of which Euro 5,713,653.00 as share capital and Euro 191,540,157.00 as share premium) with the exclusion of option rights pursuant to Article 2441(4) of the Italian civil code, and reserved for the shareholder MAIRE. The increase, reserved exclusively for the shareholder MAIRE S.p.A. ("MAIRE"), was therefore subscribed and paid in by said shareholder through the contribution of 100% of the shares of KT TECH S.p.A. ("KT TECH"). As a result, the new controlling shareholder of KT TECH S.p.A. is NC, which holds 100% of its shares. Effective as of July 24, 2024, the share capital of NEXTCHEM S.p.A. is therefore Euro 32,938,653.00, fully paid in, and represented by 784,599,318 ordinary shares with no par value, distributed as follows: 82.13% held by the shareholder MAIRE, owner of 644,356,045 ordinary shares with no par value; and 17.87% held by the shareholder MAIRE Investments S.p.A., owner of 140,243,273 ordinary shares with no par value.

As a result of the increase, MAIRE now holds 82.13% of the share capital of NEXTCHEM S.p.A., resulting in a redetermination of the minority holdings which resulted in a decrease of approx. Euro 4.7 million of the minority interest shareholders' equity and a similar increase in the Group shareholders' equity.

- On July 30, 2024, following its announcement on May 22, 2024, MAIRE (MAIRE.MI) announced that KT - Kinetics Technology (Integrated E&C Solutions) had completed the acquisition of 100% of APS Evolution S.r.l.

  APS Evolution S.r.l. is the holding company that controls APS Designing Energy S.r.l., with registered office in Italy, and KTI Poland S.A., with registered office in Poland. These are two globally-recognized engineering companies with strong reputations in project execution for natural resource processing (downstream segment), with a specific focus on innovative rubbers, and green chemistry, particularly in biofuels and bioplastics. In H1, 2024, the companies generated total revenues of Euro 61.7 million and at June 30, 2024 had an order backlog of Euro 137.3 million.

  This acquisition will allow MAIRE to expand its engineering capability by integrating a multidisciplinary team of around 290 highly qualified professionals in the fields of process, automation, mechanical, piping, electrical, and civil engineering. Specifically, the acquisition of TI Poland reinforces MAIRE's presence in Eastern Europe, where its objective is to pursue new business opportunities, particularly in upgrading existing plants.

  The agreement provides for a cash payment of approx. Euro 7.7 million, of which approx. Euro 1.2 million paid on closing, and Euro 6.5 million to be paid in four tranches by 2030.

  This acquisition will support the Group's planned growth in the coming years with the addition of highly qualified professionals. The decarbonization of industry is a key factor in achieving the goals of Europe's Green Deal, and MAIRE will contribute its technological and engineering know-how to create a more sustainable economy.

For the latter transaction, on the date of acquisition of the majority stake and thus control, the Group identified the existence of net liabilities of approximately Euro -4.9 million and consequent goodwill of approximately Euro 12 million. These values are to be considered provisional as, according to IFRS 3 revised, the Purchase Price Allocation (PPA) will be made within 12 months from the date of acquisition.

The following table summarizes asset and liability figures identified as part of the above business combination and the acquisition prices of entities acquired, as from the acquisition date:

(In Euro thousands)	Fair Value - Assets/Liabilities Acquired
Intangible assets	82
Property, plant and equipment	2,323
Right-of-use - leasing	1,260
Goodwill	0
Trade receivables	20,041
Contractual Assets	8,045
Tax assets	303
Deferred tax assets	4,071
Other receivables	2,071
Prepayments	4,612
Cash and cash equivalents	3,650
Total Assets	**46,457**
Trade payables	14,206
Tax payables	272
Deferred tax liabilities	599
Non-current financial liabilities - Leasing	970
Financial payables over 12 months	4,854
Current financial liabilities - Leasing	262
Short-term debt	692
Provisions for charges & post-em. bens.	1,551
Accrued expenses	5,620
Client advance payments	522
Contractual Liabilities	18,508
Other payables	3,312
Total Liabilities	**51,367**
Net Assets Acquired	**(4,909)**
% pertaining to Group 100% KT	(4,909)
% pertaining to Maire Group	**(4,909)**
Initial Acquisition Price	1,184
Cash and cash equivalents acquired	(3,650)
Net acquisition price	**(2,466)**
Deferred price	5,896
Goodwill	**11,989**

Other changes for internal Group reorganization purposes, but which did not impact the scope of consolidation in 2024, were:

- On January 1, 2024, the transfer from TECNIMONT S.p.A. to NEXTCHEM S.p.A. of the entire shareholding, equal to 100% of the share capital, of TECNIMONT Planung und Industrieanlagenbau GmbH (TPI), became effective, with the change of name from TPI - TECNIMONT Planung und Industrieanlagenbau GmbH to TPI GmbH becoming effective on April 16, 2024;
- on January 4, 2024, the sale by NexthChem Tech to NEXTCHEM Spa of the entire share capital of MDG Real Estate S.r.l. became effective. Therefore, from that date, NEXTCHEM S.p.A. became the Sole Shareholder of MDG Real Estate;
- on March 6, 2024, the changes to the by-laws of MyRetext S.r.l., including the name change from "MyRetext S.r.l." to "H2Lazio S.r.l.", came into effect in accordance with the resolution of shareholders passed at their extraordinary meeting of February 26, 2024. Finally, effective as of April 16, 2024, the company H2Lazio S.r.l. changed its name to H2 Circular District S.r.l.;
- on March 19, 2024, the deed of partial proportional "reverse" spin-off of NEXTCHEM Tech S.p.A. ("NXT") into MyRechemical S.r.l. ("MRC") was signed. The spin-off became effective upon the filing of the relative deed in the Companies' Register on March 22, 2024. Therefore, as of that date, NEXTCHEM S.p.A. is the Sole Shareholder of MyRechemical S.r.l;
- on March 20, 2024, TrachTeck Solutions S.r.l. was incorporated, a sole shareholder company entirely held by TECNIMONT Services S.p.A (previously MST S.p.A.). This incorporation became effective on March 21, 2024, the date of registration of the relative deed of incorporation with the Milan Companies' Register;
- on March 27, 2024, MAIRE S.p.A. transferred to TECNIMONT S.p.A. the entire holding equal to 100% of the share capital of MST S.p.A.. Therefore, as of that date, TECNIMONT S.p.A. is the Sole Shareholder of MST S.p.A.. On April 23, 2024, the Shareholders Meeting of MST S.p.A. (100% TECNIMONT S.p.A.) resolved to increase the share capital from Euro 400,000 to Euro 450,000, (by Euro 50,000), with a share premium of Euro 6,211,515, by issuing 50,000 new ordinary shares, all without par value, as a rights issue to the sole shareholder, through the contribution-in-kind by the sole shareholder of the "ICT and General Services" Business Unit which it owns. This contribution became effective on May 1, 2024. On May 1, 2024, an amendment to the By-Laws of MST S.p.A became effective, which provides, among other matters, for a change in the company name from "MST S.p.A." to "TECNIMONT Services S.p.A." (abbreviated as "TCMS S.p.A.");
- effective May 8, 2024, MAIRE TECNIMONT S.p.A. changed its name to MAIRE S.p.A;
- sale of the shares held by TECNIMONT Mexico SA in Met Newen Mexico sa (equal to 1% of SC) to Ingeniería y Construcción TECNIMONT chile y cia. ltda.
- On July 30, 2024, the shareholders of TrackTech Solutions S.r.l. resolved to increase, on a paid basis, the share capital from Euro 10,000.00 to Euro 50,000.00 through the issuance of a quota with a nominal value of Euro 40,000.00 and a share premium of Euro 1,589,226.00, to be offered for subscription to the sole shareholder "TECNIMONT Services S.p.A." and to be paid in by said shareholder through the contribution of the business unit "Transportation System", consisting of environmental engineering services, design and works supervision, the execution of railway track laying, electrification, data transmission, control systems, management and maintenance of plant which, for descriptive purposes only, are summarized within six main contracts, particularly concerning the automated metro system of Turin and the Turin–Lyon railway section. The contribution also included the transfer of shareholdings in Transfima SpA and Transfima GEIE to Tracktech. The subscription of the increase and the related contribution of the business unit became effective as of August 1, 2024.
- On November 5, 2024, the Shareholders' Meeting of TECNIMONT Services S.p.A. ("TCMS") resolved to increase the share capital for cash from Euro 450,000.00, to Euro 500,000.00 and so for Euro 50,000.00 with a share premium of Euro 428,222.00 by issuing 50,000 new ordinary shares, all with no par value, to be offered under option to the sole shareholder TECNIMONT S.p.A. ("TCM"), through the contribution in kind of the shareholding held by TCM in the Nigerian-registered company TECNIMONT Nigeria Limited ("TNL"). Consequently, the new controlling shareholder of TECNIMONT Nigeria Limited is TCMS, which holds 99.99% of its shares. In the future, TECNIMONT Nigeria will focus primarily on O&M opportunities in Nigeria.
- On December 17, 2024, the merger of Birillo 2007 S.r.l. into TECNIMONT Services S.p.A. became effective. Therefore, as of that date, Birillo 2007 S.r.l. has been removed from the Company Register.
- On December 18, 2024, the merger of APS Evolution S.r.l. into APS Designing Energy S.r.l. became effective. Therefore, as of that date, APS Evolution S.r.l. has been removed from the Company Register.

For the consolidation in accordance with IFRS, all consolidated subsidiaries prepared a specific "reporting package", based on IFRS accounting standards adopted by the Group and illustrated below, reclassifying and/or adjusting the accounts approved by the boards of the respective companies.

The following criteria and methods were utilized in the consolidation:

a. adoption of the line-by-line consolidation method, with the full recognition of assets, liabilities, costs and revenue, irrespective of the shareholding;

b. adoption of the proportion consolidation method, recognizing the percentage held in the assets, liabilities, costs and revenue;

c. elimination of balance sheet and income statement transactions between Group companies, including the reversal of any gains or losses not yet realized, deriving from operations between consolidated companies, recording any consequent deferred tax effects;

d. elimination of inter-company dividends and relative adjustment of opening equity reserves;

e. elimination of the book value of investments, relating to companies included in the consolidation, and the corresponding share in net equity and allocation of the positive and/or negative differences deriving from the relative accounts (assets, liabilities and equity), defined with reference to the date of acquisition of the investment and subsequent changes;

f. recognition, in separate equity and income statement accounts, of the share capital, reserves and income for the period of minorities;

g. adoption of the conversion method of financial statements of foreign companies which prepare their financial statements in currencies other than the Euro, which provides for the conversion of all monetary assets and liabilities at the period-end rate and the average period rate for income statement items. The difference deriving from the conversion is recorded under equity reserves.

The main exchange rates applied for the conversion of the financial statements in foreign currencies, illustrated below, are those published by the UIC:

Exchange rates	January-December 24	31.12.2024	January-December 23	31.12.2023
Euro/US Dollar	1.0824	1.0389	1.0813	1.1050
Euro/Brazilian Real	5.8283	6.4253	5.4010	5.3618
Euro/Indian Rupee	90.5563	88.9335	89.3001	91.9045
Euro/Nigeria Naira	1,597.577	1,598.2334	695.0115	974.0907
Euro/Chilean Peso	1,020.660	1,033.760	908.2000	977.0700
Euro/Russian Ruble (*)	100.2801	106.1028	92.8741	99.1919
Euro/Saudi Arabia Riyal	4.0589	3.8959	4.0548	4.1438
Euro/Polish Zloty	4.3058	4.2750	4.5420	4.3395
Euro/Malaysian Ringgit	4.9503	4.6454	4.9320	5.0775
Euro/Mexican Pesos	19.8314	21.5504	19.1830	18.7231
Euro/GBP	0.84662	0.82918	0.86979	0.86905
Euro/AED	3.9750	3.8154	3.9710	4.0581

(*) in relation to the ruble currency the Russian Central Bank's exchange rate was used.

The consolidation scope at December 31, 2024 is shown below:

Companies consolidated by the line-by-line method:

Consolidated companies	Location/Country	Currency	Share capital	% Group	Through:	
MAIRE S.p.A.	Italy (Rome)	EUR	19,920,679	–	Parent Company	
Met Development S.p.A.	Italy	EUR	10,005,000	100%	MAIRE S.p.A.	100%
Met T&S Ltd	UK	GBP	100,000	100%	Met Development S.p.A.	100%
Met Dev 1 S.r.l.	Italy	EUR	30,413,000	51%	Met Development S.p.A.	51%
H2 Circular District S.r.l.	Italy	EUR	10,000	100%	Met Development S.p.A.	100%
Nextchem S.p.A	Italy	EUR	32,938,653	82.13%	MAIRE S.p.A.	82.13%
Conser S.p.A.	Italy	Eur	130,800	82.13%	Nextchem S.p.A	100%
MDG Real Estate S.r.l.	Italy	EUR	50,000	82.13%	Nextchem S.p.A	100%
MyRechemical S.r.l.	Italy	EUR	500,000	82.13%	Nextchem S.p.A.	100%
TPI Gmbh	Germany	EUR	260,000	82.13%	Nextchem S.p.A.	100%
GasConTec GmbH	Germany	EUR	25,000	82.13%	Nextchem S.p.A.	100%
Nextchem Tech S.p.A.	Italy	EUR	18,095,252	82.13%	Nextchem S.p.A	100%
MyReplast S.r.l.	Italy	EUR	33,115	69.81%	Nextchem Tech S.p.A.	85%
MyReplast Industries S.r.l.	Italy	EUR	4,599,206	69.81%	Nextchem Tech S.p.A.	85%
U-Coat S.p.a.	Italy	EUR	1,444,971	41.15%	Nextchem Tech S.p.A.	50.1%
Met T&S Management Ltd	UK	GBP	473,535	82.13%	Nextchem Tech S.p.A.	100%

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Consolidated companies	Location/Country	Currency	Share capital	% Group	Through:	
MyRemono S.r.l.	Italy	EUR	100,000	41.89%	Nextchem Tech S.p.A.	51%
HyDEP S.r.l	Italy	EUR	10,000	82.13%	Nextchem Tech S.p.A.	100%
Gruppo Dragoni S.r.l.	Italy	EUR	10,000	82.13%	Nextchem Tech S.p.A.	100%
Stamicarbon B.V.	Netherlands	EUR	9,080,000	82.13%	Nextchem S.p.A	100%
Stamicarbon USA Inc	USA	USD	5,500,000	82.13%	Stamicarbon B.V.	100%
KT Tech S.p.A.	Italy	EUR	1,000,000	82.13%	Nextchem S.p.A	100%
KT S.p.A.	Italy	EUR	6,000,000	100%	MAIRE S.p.A.	100%
KTI Arabia LLC	Saudi Arabia	SAR	500,000	100%	KT S.p.A.	100%
KT Cameroun S.A.	Cameroon	XAF	120,000,000	75%	KT S.p.A.	75%
KT Star CO. S.A.E.	Egypt	USD	1,000,000	40%	KT S.p.A.	40%
KT Angola lda	Angola	AOA	93,064,320	100%	KT S.p.A.	100%
MTPOLSKA Sp.z.o.o	Poland	PLN	50,000	100%	KT S.p.A.	100%
APS Designing Energy S.r.l	Italy (Rome)	EUR	5,000,000	100%	KT S.p.A.	100%
KTI POLAND S.A.	Poland	PLN	3,000,000	100%	APS Designing Energy S.r.l	100%
Tecnimont S.p.A.	Italy (Milan)	EUR	1,000,000	100%	MAIRE S.p.A.	100%
TCM FR S.A.	France	EUR	37,000	100%	Tecnimont S.p.A.	99.99%
					Tecnimont do Brasil Ltda.	0.01%
Tecnimont Arabia Ltd.	Saudi Arabia	SAR	5,500,000	100%	Tecnimont S.p.A.	100%
OOO MT Russia	Russia	RUB	18,000,000	100%	Tecnimont S.p.A.	99%
					TPI Tecnimont Planung und Industrieanlagenbau Gmbh	1%
Tecnimont Private Limited	India	INR	13,968,090	100%	Tecnimont S.p.A.	100%
Tecni and Metal Private Limited	India	INR	81,523,500	51%	Tecnimont Private Limited	51%
Tecnimont do Brasil Ltda.	Brazil	BRL	607,111,501	100%	Tecnimont S.p.A.	99.34%
					TPI Tecnimont Planung und Industrieanlagenbau Gmbh	0.66%
Tecnimont E&I (M) Sdn Bhd	Malaysia	MYR	34,536,679	100%	Tecnimont S.p.A.	99.99%
					TPI Tecnimont Planung und Industrieanlagenbau Gmbh	0.01%
Ingeniería y Construcción -Tecnimont Chile Ltda	Chile	CLP	58,197,504,153	100%	Tecnimont S.p.A.	99.5224%
					Tecnimont do Brasil Ltda.	0.4772%
					TPI Tecnimont Planung und Industrieanlagenbau Gmbh	0.0004%
Consorcio ME Ivai	Brazil	BRL	12,487,309	65%	Tecnimont do Brasil Ltda.	65%

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Consolidated companies	Location/Country	Currency	Share capital	% Group	Through:	
Tecnimont Mexico SA de CV	Mexico	MXN	51,613,880	100%	Tecnimont S.p.A.	99.99%
					TPI Tecnimont Planung und Industrieanlagenbau Gmbh	0.01%
Tecnimont USA INC.	Texas (USA)	USD	4,430,437	100%	Tecnimont S.p.A.	100.00%
TecnimontHQC S.c.a.r.l.	Italy	EUR	10,000	60%	Tecnimont S.p.A.	60.00%
TecnimontHQC Sdn Bhd.	Malaysia	MYR	750,000	60%	Tecnimont S.p.A.	60.00%
Tecnimont-KT JV S.r.l.	Italy	EUR	15,000	100%	Tecnimont S.p.A.	70%
					KT S.p.A.	30%
Tecnimont-KT JV Azerbaijan LLC	Azerbaijan	AZN	170,010	100%	Tecnimont S.p.A.	70%
					KT S.p.A.	30%
Tecnimont Philippines Inc.	Philippines	PHP	10,002,000	100%	Tecnimont S.p.A.	100%
Met NewEN Mexico SA de CV	Mexico	MXN	4,200,000	100%	Tecnimont S.p.A.	99%
					Ingeniería y Construcción -Tecnimont Chile Ltda.	1%
Tecnimont Services S.p.A.	Italy	EUR	500,000	100%	Tecnimont S.p.A.	100%
Tecnimont Nigeria Ltd.	Nigeria	NGN	10,000,000	100%	Tecnimont Services S.p.A.	99.99%
					KT S.p.A.	0.01%
TrachTeck Solutions S.r.l.	Italy	EUR	50,000	100%	Tecnimont Services S.p.A.	100.0%
Transfima S.p.A.	Italy	EUR	51,000	51%	TrachTeck Solutions S.r.l.	51%
Transfima G.E.I.E.	Italy	EUR	250,000	50.65%	TrachTeck Solutions S.r.l.	43%
					Transfima S.p.A.	15%
Cefalù 20 S.c.a.r.l. in liquidation	Italy	EUR	20,000,000	99.99%	Tecnimont Services S.p.A.	99.99%
Corace S.c.a.r.l. in liquidation	Italy	EUR	10,000	65%	Tecnimont Services S.p.A.	65%
SE.MA. Global Facilities S.r.l.	Italy	EUR	50,000	100%	Tecnimont Services S.p.A.	100.0%
BiOne S.r.l.	Italy	EUR	10,000	100%	Tecnimont Services S.p.A.	100.0%

Companies consolidated line-by-lined based on shareholding:

Consolidated companies	Location/Country	Currency	Share capital	% Group	Through:	
Sep FOS(*)	France	EUR	-	50%	Tecnimont S.p.A.	49%
					TCM FR S.A.	1%
JO Saipem-Dodsal-Tecnimont (*)	United Arab Emirates	AED	-	32%	Tecnimont Services S.p.A.	32%
UTE Hidrogeno Cadereyta(*)	Spain	EUR	6,000	43%	KT S.p.A.	43%
Unincorporated JV Philippines (*)	Philippines	PHP	-	65%	Tecnimont Philippines Inc.	65%

(*) Joint control agreement incorporated to manage a specific project and measured as a joint operation in accordance with the introduction of IFRS 11.

In determining the consolidation scope and, in particular, in determining control or significant influence, there are no special qualitative and quantitative judgments considered by the Group beyond the applicable voting rights that already effectively determine control over the main business activities of the companies included in the consolidation scope.

Accounting policies

The main accounting policies adopted in the preparation of the financial statements are illustrated below.

The accounting policies utilized in preparing the 2024 consolidated annual financial statements are the same as those adopted in preparing the 2023 consolidated financial statements, except for the changes resulting from the first-time adoption of the international accounting standard which entered into effect on January 1, 2024, as discussed above in the "Accounting standards applied from January 1, 2024" paragraph.

Business Combinations

Business combinations are recorded in accordance with the purchase method. The cost of the business combination is measured as the aggregate of the fair values, at the date of exchange, of assets acquired, liabilities incurred or assumed, and equity instruments issued by the Group, in exchange for control of the company acquired.,

The identifiable assets, liabilities and contingent liabilities of the company acquired that comply with the conditions for recognition under IFRS 3 are recognized at their fair value at the acquisition date, with the exception of non-current assets (or disposal groups) which are classified as held-for-sale in accordance with IFRS 5 and are recognized and measured at fair value, net of sales costs.

Goodwill deriving from acquisition is recognized under assets and initially measured at cost, represented by the excess of the acquisition cost compared to the Group share in the present value of the identifiable assets, liabilities and contingent liabilities recognized. Where, after the measurement of these values, the Group share in the present value of the identifiable assets, liabilities and contingent liabilities exceeds the acquisition cost, the excess is immediately recorded in the Income Statement.

The share of minorities in the entity acquired is initially measured in line with their share of the present value of the assets, liabilities and contingent liabilities recognized.

Investments in associates

An associate is a company in which the Group has significant influence, but not full control or joint control. The Group exerts its influence by taking part in the associate's financial and operating policy decisions.

The results and assets and liabilities of associates are recorded in the consolidated financial statements under the Equity method, except where the investments are classified as held-for-sale in which case they are recognized separately in accordance with IFRS 5 - Non-current assets held-for-sale and discontinued operations.

Under this method, investments in associates are recorded in the Balance Sheet at cost, adjusted for changes after the acquisition in the net assets of the associates, less any impairment in the value of the individual investments. Losses of associates in excess of the Group share (including medium/long-term interests which, in substance are part of the Group net investment in the associate) are not recorded unless the Group has an obligation to cover them.

Investments in joint ventures and joint operations

A joint operation is a contractual agreement whereby the Group undertakes a jointly controlled business venture with other parties. Joint control is defined as the contractually shared control over a business activity and only exists when the financial and operating strategic decisions of the activities requires the unanimous consent of the parties sharing control.

When an enterprise of the Group undertakes its activities directly through joint operations, the assets and liabilities jointly controlled with other participants are recognized in the consolidated financial statements of the company based on the Group holding and classified in accordance with their nature. The liabilities and the costs incurred directly in relation to the activity jointly controlled are recognized on the basis of the accruals principle. The share of the gains deriving from the sale or use of the resources produced by the joint operation, net of the relative share of expenses, are recognized when it is probable that the economic benefits deriving from the operations will benefit the Group and their amount may be measured reliably.

Joint venture agreements, which involve the incorporation of a separate entity in which each participant has a shareholding, are considered joint control investments. The Group records the joint control investments utilizing the equity method. Under this method, the joint ventures are recorded in the Balance Sheet at cost, adjusted for changes after acquisition in the net assets of the associates, less any impairment in the value of the individual investments. The losses of the associates exceeding the Group interest and including medium/long-term interests (which, in substance are part of the Group net investment in the associates) are not recorded, unless the Group has an obligation to cover such losses.

Unrealized profits and losses on transactions between a Group company and a joint controlled entity are eliminated to the extent of the Group's share in the joint controlled entity, except when the unrealized losses constitute a reduction in the value of the asset transferred.

Goodwill

Goodwill deriving from the acquisition of a subsidiary or a joint controlled entity represents the excess of the acquisition cost over the Group's share in the fair value of the identifiable assets, liabilities and contingent liabilities of the subsidiary or the joint controlled entity at the acquisition date. Goodwill is recorded as an asset and an impairment test is undertaken annually.

Impairments are recorded immediately in the Income Statement and may not be subsequently restated, in accordance with IAS 36 - Impairment of assets.

For the impairment test, the goodwill acquired in a business combination must be allocated to each cash-generating unit of the acquirer, or groups of cash-generating units, which will gain from the synergies of the business combination. When the recoverable value of the cash-generating unit (or groups of cash-generating units) is lower than the book value, a write-down is recorded.

On the disposal of a subsidiary or joint controlled entity, the part of the goodwill attributable to the disposal is included in the measurement of the gain or loss.

The goodwill deriving from acquisitions made before the transition date to IFRS are maintained at the values resulting from the application of Italian GAAP at that date and tested for any loss in value.

Non-current assets classified as held-for-sale

Non-current assets (and disposal groups) are classified as held-for-sale when their carrying value is expected to be recovered by means of a sales transaction rather than through use in company operations. This condition is met only when the sale is highly likely, the assets (or group of assets) are available for immediate sale in their current condition and, consequently, management is committed to a sale, which should take place within 12 months of the classification as held-for-sale.

Non-current assets (and disposal groups) classified as held-for-sale are measured at the lower of their previous carrying value and market value less selling costs.

Contractual assets and liabilities

A client contract is identified and assessed on the basis of IFRS 15 following the tender contract's signature which establishes mutual obligations arising between the Group and the buyer.

In terms of contracts with MAIRE clients, the performance obligation is generally represented by the works in their entirety. In fact, even though individual performance obligations envisaged in the contract can be distinct by their very nature, in the contract's context, these are characterized by high interdependence and integration geared towards transferring the whole infrastructure to the buyer.

Nevertheless, in cases where several performance obligations are identified under the same contract, it is necessary to allocate the appropriate portion of the contractual price to the different performance obligations. In Group commercial practices, client contracts generally specify the price components for each contractual item in detail (observable contract price).

Revenues are recognized when (or over time) the performance obligation is fulfilled by transferring to the client the goods or service (or the asset) promised. The asset is transferred when (or over time) the client acquires control.

Contracts with clients typically signed as part of the Group and concerning the execution of multi-year contracts, envisage obligations to be fulfilled over time on the basis of the gradual progress of activities and the transfer of the facilities' control over time to the buyer since - the client controls the facility covered by the contract at the moment when it is built (the building is built directly on the land made available by the buyer) and - the works under construction cannot have an alternative use and the MAIRE Group retains the right to collect payment for services rendered during construction.

In choosing the appropriate measurement model of the transfer of control to the buyer, input-based criteria were adopted by the Group for current contracts.

With the input-based method, revenues are recognized on the basis of resources used by the entity to fulfil the contractual performance obligation (such as, resources consumed, dedicated labor hours, costs incurred, time spent or machine-hours used) with respect to total budgeted inputs.

The method considered to be more representative for revenue recognition is cost-to-cost, determined by applying the progress percentage as the ratio between costs incurred and total expected costs, to expected total contractual revenue. In calculating the ratio of costs incurred and expected costs, only costs contributing to the effective transfer of control of the goods and/or services are considered. In so doing, this method enables an objective measurement of the transfer of control to the client since it takes into consideration the quantitative variables relating to the contract in its entirety.

Given the engineering and operating complexity, the size and multi-annual duration of the projects, contractual payments, in addition to the basic consideration set out in the contract, include additional amounts covering elements that must necessarily be taken into account. In particular, amounts arising from "Reserves" or "Claims" are additional charges in respect of higher costs incurred (and/or to be incurred) for unforeseeable causes or events that are not attributable to the buyer, "Change Orders" after major works are performed (and/or to be sustained) or order modifications not formalized under additional deeds. The determination of additional charges is subject, by its very nature, to a certain degree of uncertainty both on the amounts that will be recognized by the client and on the payment periods which usually depend on the outcome of negotiations between the parties or by decisions from judicial bodies.

This type of contractual charge is attributed to "Contractual Changes" - a contractual change exists if this is approved by both contracting parties; approval may take place in writing, by verbal agreement or through industry commercial practices.

A contractual change can exist despite the presence of a dispute concerning the object and/or price of the contract. In this case, it is first necessary to assess whether rights to payment are contractually envisaged, generating an enforceable right. Once the enforceable right is identified, the recognition of the "Reserves" or "Claims" and charges for additional requests to the buyer requires defining whether the circumstance that associated revenues will not be reversed in future is considered to be "highly probable". For the purposes of this assessment, all significant aspects and circumstances will be taken into consideration, including contractual terms and conditions, industry commercial and negotiating practices or other supporting factors, as well as technical and legal assessments. Documentation produced by other bodies (Arbitration Boards, Dispute Adjudication Boards, etc.) will also be considered.

The contract with the buyer may envisage the accrual of penalty liabilities arising from non-compliance with specific contractual clauses (such as failure to comply with delivery times).

Once the entity is in possession of the elements to define how "probable" is the accrual of contractual penalties, these will be considered as a reduction in contractual payments. In order to carry out these assessments, all available indicators will be analyzed to estimate the probability of contractual non-compliance that may lead to the accrual of penalty liabilities.

The practice in the sector in which the MAIRE Group operates is that payment for works (generally running into several years) is financially regulated through the disbursement of an advance and thereafter, through on-account invoicing. In general, buyer payment flows (an advance and subsequently, Interim Payment Certificates [IPC]) are designed in such a way as to make the construction project sustainable for the contractor and to limit exposure.

The contractual advance is used for the following purposes: - to finance the initial order investments and to disburse associated contractual advances to be paid to sub-contractors; - as a form of contractual guarantee to cover any risks of breach of contract by the buyer. The recovery of the contractual advance is reabsorbed through subsequent IPC/on-account invoicing, in line with the production cycle of the multi-year contract. Moreover, it is necessary to consider that the Group operating cycle is normally multi-year and therefore, the correct duration is considered to determine the existence of a significant financial component.

In view of the above considerations, the presence of significant financial components within contractual fees was not assessed in contracts that provide for an adjustment of advances and on-account invoicing in line with industry practices and/or, in any case, of amounts serving as 'guarantees' and with a timeframe that is adequate for the cash flows required by the project's execution.

The new accounting standard does not explicitly regulate the accounting treatment of loss-making contracts, but refers to the method of accounting defined by IAS 37. In particular, according to the IAS 37 definition, a contract is onerous when non-discretional costs ("unavoidable costs of meeting the obligation") exceed the expected economic benefits. Any expected loss is accounted for by the Group in the financial statements when this loss becomes probable on the basis of the latest estimates performed by management to adjust the order.

Since they cannot be qualified as incremental costs, costs that are incurred independently of the order's acquisition are expensed to the income statement not contributing to contractual advancement (cost not attributable to Cost-to-Cost).

Costs for the contract's execution, that is, those costs that refer directly to the contract, generate and improve the resources that will be used to satisfy the performance obligation and are recoverable through the contract's future economic benefits, are capitalized by the Group.

The practice in the industry in which the MAIRE Group operates is that usually these types of costs are represented by pre-production costs which, in some contractual cases, are expressly recognized by the buyer through specific items under the contract, while, in other cases, they are not expressly recognized and are paid through the order's overall margin. The explicit recognition of these costs implies that when they are incurred the transfer of control of the works covered by the project takes place. Consequently, such costs should not be capitalized and have to contribute to the determination of contractual advancement.

Should the contract not envisage explicit recognition, in compliance with the three conditions mentioned above, pre-production costs are capitalized and consistently depreciated to correspond with the transfer of control of the goods/services to the client.

Assets and liabilities arising from the contract are classified in the "Contractual Assets" and "Contractual Liabilities" accounts in the financial statements, respectively in the assets and liabilities section. Based on the standard's provisions, the classification between contractual assets and liabilities is on the basis of the ratio between MAIRE Group's service and the client's payment. If the resultant value is positive, the project's net balance is shown in the "Contractual Assets" account and, conversely, in the "Contractual Liabilities" account. If, on the basis of the contract, the values in question express an unconditional right to payment, they are presented as receivables.

The Group classifies exchange differences deriving from commercial operations under operating results, and in particular in the accounts other operating revenues and other operating costs, depending on whether the net effect is a gain or loss.

The amounts matured, where expressed in foreign currencies, are calculated taking into account the exchange rates at the date of the relative hedging operations.

Revenues Sustainable Technology Solutions (STS) BU

Revenues from the Sustainable Technology Solutions (STS) business unit cover all of the MAIRE Group's sustainable technology solutions, mainly focused on the energy transition. This business unit undertakes the following type of activities:

1. License assignment: the client receives a license to build facilities; licenses are based on proprietary technology solutions or cooperation and development agreements with third parties. The licensing models are:
   - Direct license: for the direct license model, the client deals directly with us and acquires the license, warranties, and engineering from STS and becomes an STS client.
   - Indirect license: STS may provide technology licensing, process design, and all related services through one of STS's approved contractors. When using STS's indirect licensing model, a license and engineering, procurement, and construction (EPC) agreement is signed between the client and one of STS's approved contractors to build the facility. The contractor then becomes an STS client. STS works with several global contractors who can sell the license on our behalf. Contractors could be independent manufacturers or other MAIRE group companies belonging to the Integrated E&C Solutions business unit.
2. Engineering Activities: refers to the technology package for Basic Engineering of the plant to be developed and transferred from the Licensor (STS) to the client or contractor, in contracts mostly referred to as PDP or Basic Engineering Design Package (BEDP). STS provides operation manuals for process design and basic engineering to build and operate the plant.

3. Provision of equipment: STS can provide some equipment for setting up of the plant. Equipment supply models are:
    - Direct sales: in the direct sales model, the client deals directly with us and purchases the equipment from STS and becomes an STS client. Equipment is purchased by STS from the end manufacturer and then resold to contractors/ clients ("equipment resale") and STS acts as a principal in the supply.
    - Indirect sales: STS can supply equipment through one of STS's approved suppliers. When using STS's indirect sales model, the procurement contract is signed directly between the client and the end producer, and STS acts as an agent in the supply.
4. Other services: • Technical assistance: It could include services such as training, pre-commissioning assistance, and commissioning aimed at assisting the client in applying engineering directions. • OTS services: simulation training tool used to train client employees on the functionality of UREA processes. • Other: such as inspections, consulting, studies, selected specialized solutions, etc.,

In general, contracts with clients could include all of the activities listed above or a mix of them It is difficult to identify a single contract model as it depends mainly on the negotiation between the parties that affects the number of promises in the contract, as well as the timing of transactions that could vary.

License transfer activities and engineering activities do not seem to be able to be separated in the abstract and within the scope of the contracts when STS has the technology, license, and know-how to put the processes in place; because STS's clients could not benefit from any license without the know-how and capabilities to build the plant and, at the same time, the plant built through the engineering activities provided by STS could not operate without the license.

The faithful representation of the contract is to provide the client with a complete set of technical documentation for the construction of the plant integrated with the license to execute it and the commissioning of the Plant. Indeed, it is impossible for the client to go to the market and find a different supplier with the right skills, patents, and know-how to build a plant that can use the STS license. Although the license covers additional benefits for the client (management and sales), no commitment is identified for STS after the completion of plant construction (i.e., STS will not carry out any activities after acceptance of the plant and the client will not expect any further involvement of STS).

In conclusion, licensing and engineering activities are highly correlated and represent a unique performance obligation. In the event that STS provides only unlicensed engineering activities to the client, a single performance obligation (engineering) is represented in that contract.

Equipment supply is a separate performance obligation. At the beginning of the contract there is no explicit or implied obligation for the client to acquire the equipment supply from STS. In theory, the client could purchase equipment from other suppliers in the market, and the supply of equipment could also be sold by STS outside the licensing and engineering framework. In addition, the equipment supply contracts do not provide a significant asset integration service of STS.

Other services (technical assistance, OTS, inspections, consulting), where included, are priced separately from the main services described above at a daily/ hourly rate. This may be stipulated either in the license/engineering contract or in the equipment supply contract. Other services do not affect engineering or equipment supply activities and are not strongly interdependent with them. In fact, this type of activity may or may not be sold together with licensing and engineering, since they are optional for the client. In addition, it is usually clearly stated in the contract that the activities are "on demand" of the client, meaning that STS cannot estimate at the outset the number of hours/day to be used to conduct the activities. Therefore, a separate performance obligation must be accounted for.

The following table summarizes the method of revenue recognition:

Performance obligation	Revenue recognition	Method
License + Engineering	Over-time	Input/cost to cost
Engineering Activities	Over-time	Input/cost to cost
Equipment supply	Over-time	Input/cost to cost
Other services	Over-time	Input/cost to cost

IFRS 15 requires the measurement of revenue on a contract-by-contract basis. However, entities may apply a portfolio approach to similar contracts. To use the portfolio approach, the entity must reasonably expect that the accounting result will not be materially different from the result of applying the standard to individual contracts. With this in mind, STS accounts for the licensing service and the technical engineering activity as a single performance obligation, apportioning the fee for both types of services based on the hours worked compared to the total hours scheduled.

Other revenues

"Other revenues" mainly includes income components from projects under execution and deriving from industrial activities and accessory operations not directly related to the contract with the client. The account is measured according to other standards or specific Group "Accounting Policies". In particular, this account includes income concerning: gains from the sale of fixed assets; income from the recharge of costs, prior year income, contractual penalties, exchange gains, insurance indemnities and the utilization of the doubtful debt provision.

The Company also classifies exchange differences deriving from commercial operations under operating results, and in particular in the accounts other operating revenues and other operating costs, depending on whether the net effect is a gain or loss.

Property, plant and equipment

Plant and machinery utilized for the production or the provision of goods and services are recorded in the financial statements at historic cost, including any accessory and direct costs necessary for the asset to be available for use.

Plant, machinery & equipment are recognized at cost, net of accumulated depreciation and any write-down for loss in value.

Property is recorded at fair value at the revaluation date net of any subsequent accumulated depreciation and any subsequent loss in value accumulated and is depreciated based on their estimated useful lives. Buildings are revalued annually on the basis of an independent expert's valuation. The positive/negative difference is recorded in the revaluation reserve under equity.

Depreciation is calculated on a straight-line basis on the cost of the assets, according to their estimated useful life, which is reviewed annually at following rates:

Asset Category	Rate
Land	0%
Buildings	from 2% to 10%
Plant & machinery	from 7.5% to 15%
Industrial & commercial equipment	15%
Furniture	12%
EDP	20%
Motor vehicles	from 20% to 25%

Gains and losses deriving from the disposal or sale of assets are determined as the difference between the sales revenue and the net book value of the asset and are recorded in the Income Statement in the year.

Ordinary maintenance costs are fully charged to the income statement.

Improvements on the original value of the assets are capitalized and depreciated based on their residual utilization.

Leasehold improvements which may be recorded as an asset are recognized under property, plant and equipment and depreciated at the lower between the residual duration of the contract and the residual useful life of the asset.

Grants

Capital grants are recognized when there is reasonable certainty that they will be received and that the conditions will be satisfied for their attainment.

Public grants are recorded as a direct reduction of the asset to which they refer. The value of an asset is adjusted by straight-line depreciation, calculated on the basis of the residual useful life of the asset.

Intangible Assets

Intangible assets acquired separately are recorded at cost less amortization and any net loss in value. Amortization is calculated on a straight-line basis over the useful life of the asset. The amortization method and the residual useful life are reviewed at the end of each accounting period. The effects deriving from the change in the amortization method and the residual useful life are recorded prospectively.

Intangible assets generated internally – research and development costs

Research costs are expensed to the income statement in the period in which they are incurred.

Intangible assets generated internally deriving from the development phase of a Group internal project are only recognized under assets when the following conditions are met:

- There is the technical feasibility to complete the intangible asset for its use or sale;
- There is the intention to complete the intangible asset and utilize or sell the asset;
- There is the capacity to utilize or sell the intangible asset;
- It is probable that the asset will generate future economic benefits;
- There exists the technical, financial and other resources in order to complete the development and utilize or sell the asset during the development phase.

The initial amount recognized of the intangible assets generated internally corresponds to the sum of the expenses incurred at the date in which the asset meets the criteria described above. Where these expenses may not be recorded as intangible assets generated internally, the development expenses are expensed in the Income Statement in the period in which they are incurred.

Subsequent to initial recognition, the intangible assets generated internally are recorded at cost less any accumulated loss in value and amortization, as occurs for intangible assets acquired separately.

Intangible assets acquired through a Business Combination

Intangible assets acquired in a business combination are identified and the goodwill is recorded where they satisfy the definition of intangible assets and their fair value may be determined reliably. The cost of these intangible assets is their fair value at the acquisition date. Subsequent to initial recognition, the intangible assets acquired in a business combination are recorded at cost less amortization and any accumulated loss in value, as occurs for intangible assets acquired separately.

Right-of-use - Leasing

IFRS 16 establishes a single model for accounting for lease contracts involving the recognition by the lessee of a right-of-use asset and a lease liability representing the obligation to make the payments required under the contract. At the commencement date (the date on which the asset is made available for use), the right of use is initially measured at cost as the sum of the following:

- the initial amount of the lease liability;
- the payments due for the lease made on or before the commencement date, net of any incentives received for the lease;
- the initial direct costs incurred by the lessee;
- the estimated costs that the lessee expects to pay to dismantle and remove the underlying asset and restore the site in which it is located or to restore the underlying asset to the conditions provided for in the terms and conditions indicated in the lease contract.

After initial recognition, the right of use is amortized, tested for impairment and adjusted to reflect any restatement of the lease liability. Amortization is applied on a straight-line basis according to the term of the contract, taking account of renewal/termination options that are highly likely to be exercised. Only if the lease provides for a reasonably certain purchase option is the right-of-use asset amortized systematically over the entire useful life of the underlying asset.

Impairment of tangible, intangible and financial assets

At each reporting date, the Group reviews the carrying value of its tangible, intangible and financial assets to determine if there are indications that these assets have incurred a loss in value. Where it is not possible to make an estimate of the recoverable amount of an asset individually, the Group makes an estimate of the recoverable amount of the cash-generating unit the asset belongs to. When it is established that a potential loss exists, an estimate of the recoverable amount is made in order to identify the amount of the loss.

The indefinite intangible assets, as for goodwill, are verified annually and whenever there is an indication of a possible loss in value, in order to determine if there has been a loss in value.

The recoverable value is the higher between fair value less costs to sell and value in use. In determining the value in use, the estimated future cash flows are discounted on a pre-tax basis which reflects the market assessment of the time value of money and the risks specific to the asset. In the determination of this value various cash flow scenarios are utilized (sensitivity analysis).

If the recoverable value of an asset (or a CGU) is considered lower than its carrying value, it is reduced to its recoverable value. A loss in value is recognized in the income statement immediately.

Where, subsequently, the loss in value no longer exists or reduces, the book value of the asset is increased up to the new estimate of the recoverable value and may not exceed the value which would be determined where no loss in value had been recorded. The reversal of a loss in value is immediately recorded in the income statement.

In addition, IFRS 16 requires that lessees test rights of use associated with leased assets for impairment in accordance with IAS 36, similarly to other owned company assets. Accordingly, when there are signs of impairment, it must be determined whether the right of use may be tested on a stand-alone basis or at the level of CGU.

The Group decided to include the right-of-use net of the related lease liability in the CGU being assessed and determine the value in use considering the outlays for lease rentals using a pre-IFRS 16 discounting rate.

Inventories

Inventories are measured at the lower of cost and net realizable value. Cost includes direct materials and, where applicable, direct labor costs, general production costs and other costs which are incurred in bringing the inventories to their present location and condition. The cost is calculated using the weighted average cost method. The net realizable value is represented by the estimated sales price less the estimated cost for completion and estimated costs to sell.

Financial instruments

The classification of the financial instruments as per IFRS 9 is based on the "business model" and on the characteristics of the contractual cash flows of the instruments. The "business model" represents the management model of the financial assets held by the Group on the basis of the strategic objectives defined, in order to generate cash flows by collecting the contractual cash flows, selling financial assets or managing both models.

Financial assets and liabilities are recorded in the financial statements when the Group has the contractual obligations of the instrument.

Financial assets

The "business model" utilized by the Group are:

- Held To Collect (HTC), managed to collect contractual cash flows: corresponding to the wish to hold the instruments until maturity;
- Held To Collect and Sell (HTC&S), managed to collect contractual cash flows and for sale: corresponding to the wish to meet liquidity needs and minimize liquidity management cost and maintain the risk profile;
- Other – residual category, managed for trading; corresponding to the wish to maximize contractual cash flows through sale.

Receivables

In considering the classification of financial assets account was taken of the Group's business model and characteristics of the cash flows. In particular trade receivables are classified in the category of the receivables Held-to-collect, corresponding to the wish to hold the instruments until maturity.

Receivables are initially recognized at fair value and subsequently measured at amortized cost, utilizing the effective interest rate method, net of the relative losses in value with reference to amounts considered non-recoverable, recorded in a specific doubtful debt provision. The original amount is restated whenever the reasons for the adjustment no longer apply. In this case, any reversal of previous provisions are recorded in the income statement and may not exceed the amortized cost of the receivable in the absence of the previous adjustments.

Trade receivables which mature within the normal commercial terms are not discounted. Receivables in currencies other than the operational currency of the individual companies are recorded at the period-end exchange rates.

Other financial assets

Financial assets are recognized at cost, recorded at the trading date, represented by the fair value of the initial amount given in exchange, increased by any transaction costs (for example: commissions, consultancy etc.) directly attributable to the acquisition of the asset. After initial recognition, these assets are measured at amortized cost using the original effective interest method.

Financial assets held for speculative purposes in the short-term are recognized and measured at fair value, with changes recorded in the income statement.

With regards to the valuation of financial assets concerning minority investments, IFRS 9 requires fair value measurement. The investments in other companies of the Group mainly refers to consortiums incorporated for specific projects whose duration is related to the project span. These investments are measured at fair value with changes to the statement of comprehensive income, although as not listed on an active market, the fair value is therefore estimated, although does not vary from the cost and the relative portion of equity.

Cash and cash equivalents

Cash and cash equivalents include cash balances and bank current accounts and deposits repayable on-demand, plus other highly liquid short term financial investments that can be readily converted into cash and are not subject to a significant risk of a change in value.

Impairment model

The method is based on a predictive approach (expected credit losses model), based on the probability of default and the capacity of recovery in the event of a loss given default.

In the estimate of the impairment of receivables official ratings are utilized where available or internal ratings, to determine the probability of default of the counterparty; the capacity of recovery was also identified in the case of a loss given default of the counterparty based on historical experiences and different possible recovery methods.

Financial liabilities and Equity instruments

Financial liabilities and Equity instruments issued by the Group are classified in accordance with the underlying contractual agreements and in accordance with the respective definitions of liabilities and Equity instruments. These latter are defined as those contracts which give the right to benefit from the residual interest of the assets of the Group after the reduction of the liabilities. The accounting policies adopted for specific financial liabilities and Equity instruments are described below.

Payables

Payables are initially recorded at cost, corresponding to the fair value of the liability, net of directly attributable transaction costs.

Subsequent to initial recognition, the payables are measured under the amortized cost method, utilizing the effective interest rate method. This category includes interest bearing bank loans, overdrafts, non-convertible bonds and trade payables.

The trade payables which mature within the normal commercial terms are not discounted. Payables in currencies other than the operational currency of the individual companies are recorded at the period-end exchange rates.

Fair value measurement

Fair value is the amount in which an asset (or a liability) may be exchanged in a transaction between independent counterparties with reasonable knowledge of the market conditions and significant events related to the item under negotiation. The presumption that an entity is fully operational and does not need to liquidate or significantly reduce activities, or undertake operations at unfavorable conditions, is fundamental to the definition of fair value. The fair value reflects the credit quality of the instrument as it incorporates the counterparty risk.

Receivables and Payables

For receivables and payables recorded in the financial statements at cost or amortized cost, the fair value for the purposes of the disclosure to be provided in the Explanatory Notes is determined as follows:

- for short-term receivables and payables, it is considered that the value paid/received reasonably approximates fair value;
- for medium/long-term receivables/payables, the measurement is principally undertaken through the discounting of future cash flows. The discounting of the expected cash flows is normally undertaken through the zero coupon curve increased by the margin represented by the specific credit risk of the counterparty.

Other financial instruments (Debt and equity securities)

The fair value for this category of financial asset is measured taking as reference the listed prices at the reporting date of the financial statements where existing, otherwise with reference to technical valuations utilizing as input exclusively market data.

Other financial instruments (Minority holdings)

The fair value for this category of financial assets is calculated according to valuation models whose input is not based on observable market data ("unobservable inputs").

Financial liabilities - Leasing

Under IFRS 16, the lease liability is initially measured at the present value of the payments due at the commencement date, which include:

- the fixed payments that are reasonably certain to be paid, net of any lease incentives to be received;

- the variable payments due that depend on an index or a rate (variable payments such as rentals based on the use of the leased asset, are not included in the lease liability, but taken to the income statement as operating costs over the term of the lease contract);
- any amounts expected to be paid as security for the residual value granted to the lessor;
- the exercise price of the purchase option, if the lessee is reasonably certain to exercise it;
- the penalty payments for breaking the lease, if the lessee is reasonably certain to exercise this option.

The present value of these payments is calculated by adopting a discount rate equal to the implicit interest rate on the lease or, where this cannot be easily determined, using the lessee's incremental financing rate. The lessee's incremental financing rate is based on the Group's incremental financing rate, i.e. the rate that the Group would have to pay to borrow the funds needed to purchase an asset of similar value in a similar financial context and with similar terms and conditions.

Future cash flows are therefore discounted at the risk free rate of the respective currencies, plus a spread for the specific risk of the Company, established as the difference between the yield on the listed MAIRE S.p.A. debt securities against an instrument with similar features but without risk.

After initial recognition, the lease liability is measured at amortized cost (i.e., by increasing its carrying amount to take account of the interest on the liability and decreasing it to take account of the payments made) using the effective interest rate and is redetermined, with a balancing entry to the carrying amount of the related right-of-use, to reflect any modifications to the lease following contractual renegotiations, changes in indices or rates or modifications relating to the exercise of contractually established renewal, early termination or leased asset purchase options.

The extension and termination options are included in a series of lease agreements mainly related to Group properties. To determine the duration of the lease agreement, management takes account of all facts and circumstances that can generate a financial incentive to exercise an option to extend or not exercise an option to terminate.

Extension options (or periods following termination options) are included in the duration of the lease agreement only if it is reasonably certain that the lease agreement will be extended (or not terminated).

The Standard eliminates the classification, for the lessee, of leases as operating or financial, with limited exceptions to the application of the accounting treatment (allocation of lease rentals to the income statement on an accrual basis for leases that qualify as "short-term" or "low-value"). For the financial statements of lessors, however, the separation is maintained between operating and financing leases.

The Group adopts the exemptions allowed by the standard; therefore, leasing costs referring to rental or lease agreements that envisage variable payments, or assets of minimal value (i.e. less than USD 5,000) or with a duration of less than 12 months, are expensed gradually over time as they are incurred.

Equity instruments

Equity instruments issued by the Company are recognized based on the amount received, net of direct issue costs.

Convertible bonds

In accordance with IAS 32 "Financial Instruments: Presentation in the financial statements" convertible bonds are recorded as hybrid financial instruments, formed by two components which are treated separately only if significant: a liability and a conversion option. The liability corresponds to the present value of the future cash flows based on the current interest rate at the issue date for an equivalent non-convertible bond. The value of the option is defined as the difference between the net amount received and the amount of the liability and is recorded under equity. The value of the conversion option in shares does not change in subsequent periods. On the contrary, where the characteristics of the bond result in, on the exercise of the conversion right, the right of the company to deliver shares or offer a combination of shares and cash, the option is recognized as a financial liability for the incorporated host, measured at fair value through P&L, while the difference compared to the original nominal value or rather the financial liability (host) is recorded at amortized cost.

Warrants

On April 30, 2020, the MAIRE Shareholders' Meeting approved, pursuant to Article 114-bis of Legislative Decree No. 58/1998 of the CFA, the introduction of the 2020-2024 Long Term Investment Plan to support the Group's Green Acceleration project, based on financial instruments of the subsidiary NEXTCHEM Tech S.p.A. (previously NEXTCHEM S.p.A.), a Company initially identified as a vehicle for the roll-out of the Green Acceleration project of the MAIRE Group. The Plan's objective was to support the Green Acceleration of the Group.

The Investment Plan provided for a direct investment, against payment and with the use of own capital by each Beneficiary and is divided into three distinct series of warrants A1, A2 and B, which are in turn divided into three further tranches. On December 16, 2020, NEXTCHEM Tech S.p.A. issued the three series of warrants, which were in turn divided into three further tranches that were actually subscribed and paid by the beneficiaries in July 2021. There are specific exercise conditions for each tranche of each series of warrants.

In view of the implementation of the Plan, NEXTCHEM Tech S.p.A.'s Shareholders' Meeting (February 2021) therefore resolved a share capital increase at par value, for payment (by the deadline of December 31, 2027) and divisible, with exclusion of option rights of the shareholders MAIRE and MAIRE Investments S.p.A. irrevocably reserved for the Beneficiaries of the New Plan for a total of Euro 2,960,570.00 of which Euro 2,000,000 to be allocated to share capital and Euro 960,570 to be allocated to share premium, through the issue of a maximum of 2,000,000 new shares without par value, as follows:

- Euro 1,000,000 (approximately 5% of the current paid-in capital), to service the exercise of Warrants A1 and A2 for the issue, even in several tranches at the end of the Vesting Period, of up to 1,000,000 NEXTCHEM Tech S.p.A. Shares. This portion of the share capital increase will be subscribed and paid by the Beneficiaries of the Plan who are the recipients of Warrants A1-A2 at the end of the Vesting Period, following the fulfilment of the conditions set out in the Plan with reference to this series of Financial Instruments and, therefore, based on the "conversion ratio" identified in view of the results achieved;
- Euro 1,000,000 (approximately 5% of the current paid-in capital), to service the exercise of Warrants B for the issue, even in several tranches at the end of the Vesting Period, of up to 1,000,000 NEXTCHEM Tech S.p.A. shares. This portion of the share capital increase will be subscribed and paid by the Beneficiaries of the Plan who are the recipients of Warrants B at the end of the Vesting Period, following the fulfilment of the conditions set out in the New Plan with reference to this series of Financial Instruments.

Consequently, the share capital of NEXTCHEM Tech S.p.A., following the registration of the resolution for the capital increase mentioned above, was approved for Euro 20,095,252.00, of which Euro 18,095,252.00 subscribed and paid in.

The subscription price of the warrants, which is different for the three separate series, was determined by an independent expert on the basis of an appraisal of the Fair Market Value (FMV) of the instruments.

The conditions for the exercise of the warrants are (i) the continuation, as of the Vesting Date (5th anniversary following the Issue Date), by the Holder of the employment, consultancy and/or administrative relationship, as the case may be, with MAIRE and/or NEXTCHEM Tech S.p.A. and/or another company of the MAIRE Group, and the absence of resignations or notices of termination of the relationship, as well as (ii) the achievement, as of the Vesting Date, of certain parameters for the growth of the value of NEXTCHEM Tech S.p.A. linked to indicators of Ebitda and Equity Value and the Value of the MAIRE Share.

Upon exercise of the Warrants, Warrant holders will be assigned Converted Shares based on the Exercise Ratio calculated according to a formula that provides for the subscription of a number of shares that is variable, although the number is limited within a maximum range, essentially depending on the parameters indicated above in the exercise conditions of NEXTCHEM Tech S.p.A.'s EBITDA and Equity Value.

Failure to meet the Warrant Exercise Conditions after the Vesting Period has concluded will result in Holders forfeiting their right to exercise the Warrants and, therefore, to receive the underlying NEXTCHEM Converted Shares.

The regulations of the Warrants and of the ancillary investment agreements also provide for acceleration rules during the Vesting Period (by way of example, in the event of IPO, change of control and sale), Call Option on the Warrants and Conversion Shares by MAIRE and MAIRE Investments, Lock-Up Period for the transfer of the Shares by the Holder and a Put Option of NEXTCHEM Tech S.p.A. granted to the Holder for the Conversion Shares.

Following the implementation of MAIRE Group's industrial reorganization project, initiated in 2023 through the creation of the STS business unit headed by NEXTCHEM S.p.A. (formerly NEXTCHEM Holding S.p.A.), the central role in the development and enhancement plan of the STS business unit was assigned to NEXTCHEM S.p.A., the controlling shareholder of NEXTCHEM Tech S.p.A.

NEXTCHEM Tech S.p.A., therefore, no longer fulfils the role originally assigned to it within the development and enhancement plan for the Group's technologies supporting the Energy Transition. Furthermore, it should be noted that, subsequent to the date of approval of the NEXTCHEM 2020-2024 Investment Plan Regulations, the scope of companies under NEXTCHEM Tech S.p.A. has undergone, again in the context of the aforementioned development and enhancement plan, some significant changes with impacts on the efficacy of the Plan as originally approved.

Taking into account the industrial reorganization of the MAIRE Group and the role assumed by NEXTCHEM S.p.A. within the STS BU, it was also deemed appropriate to provide for the holding's assumption of certain obligations and rights related to the Plan currently attributable to MAIRE and MAIRE Investments S.p.A. (at the time of the Plan's implementation, direct shareholders of NEXTCHEM Tech S.p.A.) as well as to NEXTCHEM Tech S.p.A., with consequent full release and/or replacement of the latter. The above applies to all Warrants issued under the Plan (i.e., Warrant A1, Warrant A2, and Warrant B).

In addition to the above, with exclusive reference to Warrants A1 and A2 and only to the First Tranche, an amendment to the regulation has been provided for, which stipulates the allocation, upon the occurrence of the relevant Exercise Conditions, of a fixed and predetermined quantity of Conversion Shares in replacement of the variable mechanism originally provided for in the Regulation, while the remaining provisions of the Regulations remain unchanged.

Regarding the second and third tranches of the Plan related to Warrants A1 and A2, it was also proposed, given their immateriality within the Plan, to proceed with their cancellation with consequent loss of effectiveness and forfeiture of any rights due to the Beneficiaries in relation to these tranches.

On December 19, 2024, the Board of Directors of MAIRE, upon proposal of the Remuneration Committee, having consulted the Related Parties Committee and the Board of Statutory Auditors for matters within their purview, approved the following amendments and additions to the Regulations necessary to maintain the essential contents and purposes of the Plan as unchanged as possible.

The capital increase through the exercise of warrants falls within the scope of application of international accounting standard IAS 32 "Financial instruments: presentation in the financial statements".

Paragraph 15 of IAS 32 states that "the issuer of a financial instrument shall classify the instrument, or its components, upon initial recognition as a financial liability, financial asset, or equity instrument in accordance with the substance of the contractual arrangements and the definitions of financial liability, financial asset, and equity instrument".

Therefore, in order to consider a warrant as an equity instrument, it must pass the "fixed for fixed test", i.e., the warrant must provide that the number of shares that can be subscribed to be fixed in a certain quantity (fixed) and that the consideration received in the event of the exercise of the warrant is also determined in any currency in a certain quantity.

Taking into account the difficulties in interpreting IAS 32, the fixed-for-fixed test for only the B Warrants was not passed due to the presence of the Exercise Ratio mechanism calculated according to the formula that provides for the subscription of a number of shares that varies according to the EBITDA and Equity Value parameters of NEXTCHEM Tech at the date of the financial statements.

Therefore, in accordance with the interpretation given to IAS 32, a non-current liability has been recorded in accordance with IFRS 9 in the balance sheet as at December 31, 2024. The fair value of the warrant was measured using a model based on the estimated value of NEXTCHEM Tech S.p.A. shares and the volatility of the stock market values of shares in a basket of comparables. The fair value has been updated to December 31, 2024 and will be remeasured at each reporting date with a balancing entry in the income statement (financial management).

This liability has not been classified as a financial liability within the net financial position as the Company has no contractual obligation to deliver cash to the holder of the Warrants; - no interest of any kind accrues on this liability; - this liability arises from an instrument that will provide the Company with a capital increase upon its possible future exercise.

Derivative instruments and hedge accounting

The Group uses derivative instruments (swap contracts, options, forwards) to hedge the risks deriving from fluctuations in interest rates, in the purchase costs of certain raw materials and in exchange rates relating both to cash flows from contracts denominated in foreign currency and to bank loans.

The structure of the contracts in place is in line with the Group "hedging" policy.

IFRS 9 requires amendments to the rules for the management of hedge accounting relations which are closer to the recognition logic utilized by the Group within its Risk Management.

As per IFRS 9 the effectiveness of the hedging relationship can only be on a prospective basis and must be demonstrated both qualitatively and quantitatively, without any threshold level defined by the standard.

Derivative instruments are measured at fair value with recognition of any changes in fair value to the income statement where they do not satisfy the conditions to be considered as hedges either due to the type of instrument or the choice of the company not to undertake the efficiency test. Derivative instruments are classified as hedging instruments when the relation between the derivative and the hedged item is formally documented and the effectiveness of the hedge, periodically verified, is high in accordance with IFRS 9.

The accounting of the hedging instruments differs depending on the objective of the hedge: cash flow hedges or fair value hedges.

Cash flow hedge

The changes in the fair value of the derivative instruments which are designated, and which are efficient, to hedge future cash flows relating to the Group contractual commitments are directly recorded under Equity, while the non-efficient portion are immediately recorded in the Income Statement.

The amounts recorded directly under Equity are included in the Income Statement in the same period that the contractual commitment hedged is included in the Income Statement.

Fair value hedge

For the efficient hedge of a "change in fair value" the item hedged is adjusted by the fair value changes attributable to the risk hedged recognized through the Income Statement. The gains and losses deriving from the fair value of the derivatives are also recorded in the income statement.

The changes in the fair value of the derivative instruments which do not qualify as hedges are recorded in the Income Statement in the period in which they arise.

Embedded derivatives

Embedded derivatives included in contracts are treated as separate derivatives only when:

- their risks and features are not strictly related to those of the host contracts;
- the separate embedded instrument satisfies the definition of a derivative;
- the hybrid instrument is not recognized at fair value with changes recorded through P&L.

Where an embedded derivative is separated, the relative host contract must be recorded in accordance with IFRS 9, if the contract is a financial instrument, and in accordance with the other accounting standards if the contract is not a financial instrument.

Fair value calculation

The fair value of financial instruments is represented by the current market price or, in their absence the application of appropriate financial valuation models which take into consideration all the factors adopted by market operators and the prices obtained in a real market transaction. In particular, the fair value of the interest rate swaps is measured discounting the expected cash flows, while the fair value of currency forward contracts is determined on the basis of the forward exchange rate at the reference date and the differential rates between the currencies.

Derecognition of financial instruments

Financial assets are eliminated from the balance sheet when the right to receive the cash flows no longer exists and all the related risks and benefits are substantially transferred (so-called derecognition) or where the item is considered definitively non-recoverable after the completion of all the necessary recovery procedures. Financial liabilities are derecognized from the balance sheet when the specific contractual obligations are extinct. Receivables transferred following factoring operations are eliminated from the balance sheet only when the related risks and benefits of ownership have been substantially transferred. With recourse receivables and non-recourse receivables which do not satisfy these requisites remain on the balance sheet of the company, even if legally transferred; in this case a financial liability of a similar amount is recorded under liabilities against advances received.

Shareholders Equity

SHARE CAPITAL

The share capital is the amount of the subscribed and paid-in capital of the Parent Company. The costs strictly related to the issue of new shares are classified as a reduction of the share capital when they refer to costs directly attributable to the equity operation.

TREASURY SHARES

They are recorded as a decrease in Group Shareholders' Equity. The costs incurred for the issue of new shares by the Parent Company are recorded as a reduction in equity, net of any deferred tax effect. The gains or losses for the purchase, sale, issue or cancellation of treasury shares are not recorded in the income statement.

RETAINED EARNINGS/ (ACCUMULATED LOSSES)

This refers to the results of previous years for the part not distributed or recorded under reserves (in the case of profit) or recapitalized (in the case of losses). The account also includes the transfers from other equity reserves when those reserves are no longer required as well as the effects of the recording of changes to accounting policies and material errors.

OTHER RESERVES

These include the fair value reserves recorded under equity in accordance with the applicable criterion, the treasury share reserve, the legal reserve, the translation reserve and the other statutory reserves.

VALUATION RESERVE

These include the cash flow hedge reserve relating to the "effective" portion of the hedge, the cost of hedging reserve which includes the time value of currency options, the actuarial reserve on defined benefit plans recognized directly to equity and the changes in fair value of minority investments through OCI reserve.

Contractual liabilities deriving from financial guarantees

The contractual liabilities deriving from financial guarantees are initially measured at their fair value and subsequently measured at the higher between:

- the amount of the contractual obligation, determined in accordance with IAS 37 – Provisions, Contingent Liabilities and Contingent Assets;
- the initial amount recorded net, where applicable, of the accumulated amount recorded in accordance with the recognition of the revenues as described above.

Provisions for risks and charges

Provisions are recorded when the Group has a current obligation (legal or implied) that is the result of a past event and it is probable that the Group will be required to fulfil the obligation. Provisions are made based on the best estimate of the cost of fulfilling the obligation at the reporting date, and are discounted when the effect is significant.

When the Group considers a provision for risks and charges must be in part or in full reimbursed, the indemnity is recorded under assets only when the reimbursement is almost certain and the amount of reimbursement may be determined reliably.

Onerous contracts

Where the Group has an onerous contract, the current obligation contained in the contract must be recognized and measured as a provision.

An onerous contract is a contract in which the non-discretional costs necessary to settle the obligations exceed the economic benefits deriving from such.

Restructuring provision

A provision for restructuring cost is recorded only when the Group has undertaken a formal detailed program for the restructuring and there exists a valid expectation in those affected that it will carry out the restructuring by starting to implement that plan or announcing its main features to those affected by it.

A provision for restructuring must only include the direct expenses deriving from the restructuring and not associated with the current activities of the Group.

Personnel incentive plans

The Group recognizes additional benefits to employees through the cash incentive plans. These plans represent a remuneration component of the beneficiaries; therefore, the cost is recognized in the income statement under "Personnel expense" over the period between the granting date and that of maturity and under provisions for risks and charges.

The financial effects of the Plans are estimated and recognized in accordance with IAS 19 by adequately weighing the defined maturity conditions (including the probability of employees remaining in the Group for the duration of the Plan); at the end of each year the estimate is updated and recognized under "Personnel expense". The plans within this category included the MBO incentive system, both in its short-term and deferred long-term component, and the annual attendance bonus.

Guarantees

The provisions for guarantee costs are accrued when it is considered probable that the request to honor the guarantee will be made. The calculation of the provision is made based on the best estimate by Management of the costs required to comply with the obligation.

Post-employment benefits

The payments for defined contribution plans are recognized in the Income Statement of the period in which they are due.

For the defined benefit plans, the cost relating to the benefits recognized is determined using the projected unit credit method, making actuarial valuations at the end of each period. Actuarial gains and losses are recognized in the period they arise and recorded directly in a specific equity reserve. The cost relating to past employment service is immediately recorded when the benefits have already matured.

The liabilities for post-employment benefits recorded in the balance sheet represent the present value of the liabilities for the defined benefit plans adjusted to take into account any actuarial gains or losses not recorded and costs relating to past employment services not recorded, and reduced by the fair value of the asset plan. Any net assets resulting from this calculation are limited to the value of the actuarial losses not recorded and costs relating to past employment services not recorded, plus the present value of any repayments and reductions in future contributions to the plan.

Other long-term employee benefits

The accounting treatment of the other long-term benefits is similar to those of the plans for post-employment benefits with the exception of the fact that the actuarial gains and losses and costs deriving from past employment services are recognized in the income statement fully in the year in which they arise.

Share-based payments

The Group recognizes additional benefits to employees through equity participation plans. The above-mentioned plans are recognized in accordance with IFRS 2 (Share-based payments). In accordance with IFRS 2, these plans represent a remuneration component of the beneficiaries; therefore, for the equity participation plans, the cost is represented by the fair value of these instruments at the granting date, and recognized in the income statement under "Personnel expense" over the period between the granting date and that of maturity, and in the "IFRS 2 reserve" under equity. Changes subsequent to the granting date in the fair value do not have an effect on the initial value. At the end of each year the estimate is updated on the number of rights which will mature on maturity. The change in the estimate reduces the amount in the "IFRS 2 reserve" and is recorded under "Personnel expense" in the P&L. At December 31, 2024, the plans that fall into this category are the 2023-2025 General Share Plan in relation to the second cycle, the 2022-2024 LTI Plan, the 2023-2025 LTI and the new 2024-2026 LTI Plan.

Financial income and expenses

Interest is recognized in accordance with the effective interest rate method, utilizing therefore the interest rate which is financially equivalent to all the cash inflows and outflows (including premiums, discounts, commissions etc.) which comprise an operation. The Group classifies exchange differences in the operating results, and in particular in the accounts other operating revenues and other operating costs depending on whether the net effect is a gain or loss, with detailed information provided in the Explanatory Notes.

Income taxes

Income taxes for the year represent the sum of current and deferred taxation.

Current income taxes

Current income taxes for the year and previous years are recorded for the amount expected to be paid to the fiscal authorities.

The liability for current income taxes is calculated using the current rates at the reporting date in the individual countries where the Group operates.

Deferred taxes

Deferred taxes are the taxes that it is expected to pay or recover on the temporary differences between the carrying value of the assets and of the liabilities in the financial statements and the corresponding fiscal value utilized in the calculation of the assessable income, accounted under the liability method. Deferred tax liabilities are generally recorded on all temporary assessable differences, while deferred tax assets are recorded based on the probability that the future assessable results will permit the use of the temporary deductible differences. These assets and liabilities are not recognized if the temporary differences deriving from the goodwill or the initial recognition (not in business combinations) of other assets or liabilities in operations do not have an impact on the accounting result or on the assessable fiscal result.

The carrying value of deferred tax assets is revised at the end of the year and reduced to the extent that it is no longer likely that there will be sufficient taxable income against which to recover all or part of the assets.

Deferred taxes are calculated based on the fiscal rates that are expected to be in force at the moment of the realization of the asset or the settlement of the liability. Deferred taxes are recognized directly in the income statement with the exception of those relating to accounts directly recognized to equity, in which case the deferred taxes are also recognized to equity.

Deferred tax assets and liabilities are offset when there is a direct right to compensate the tax assets and liabilities and when they refer to income taxes due to the same fiscal authority and the Group intends to pay the amount on a net basis.

Deferred taxes are recognized directly to the income statement with the exception of those relating to accounts directly recognized to equity, in which case the deferred taxes are also recognized to equity.

Use of estimates

The preparation of the financial statements and the relative notes in application of IFRS require that management make estimates and assumptions on the values of the assets and liabilities in the financial statements and on the disclosures relating to the assets and contingent liabilities at the reporting date. The estimates and assumptions used are based on past experience and other factors considered relevant. The actual results may differ from such estimates. The estimates and assumptions are reviewed periodically and the effects of any changes are recorded in the income statement in the period of the revision of the estimate, if the revision has effect only on that period, or also in subsequent periods if the revision has effect on the current year and on future years. In this regard, the situation caused by the economic and financial crisis resulted in the need to make assumptions on an outlook characterized by significant uncertainty and for which it is reasonably possible - on the basis of currently available information - that within the following year, results may differ from estimates, requiring even significant adjustments (including to the book value of the relative items).

The accounts principally affected by such uncertainty are:

- CONTRACTUAL REVENUES, ASSETS AND LIABILITIES The processes and procedures for recognizing revenues and measuring contractual assets and liabilities for long-term contracts are based on estimates of the costs and revenues throughout the entire life of projects lasting for more than one year, the pricing of which is impacted significantly by assumptions and estimates made by the directors, particularly with regard to forecasting the costs to complete each project and including an estimate of the risks and of the contract penalties, where applicable, and an assessment of contract changes envisaged or being negotiated and any changes in estimates compared to the previous year.

- PROVISIONS FOR RISKS AND CHARGES: A number of companies of the Group are involved in judicial or administrative proceedings for which allocations are made to provisions, mainly connected with legal and fiscal disputes. The process and procedures for assessing the risks related to these proceedings are based on complex factors that require the directors to make assumptions and estimates, particularly with regard to the assessment of uncertainties connected with the predicted outcome of the proceedings taking account of information obtained from the legal affairs unit and from outside legal counsel. These provisions are estimated through a complex process involving subjective assessments by Company Management.
- IMPAIRMENT OF FINANCIAL ASSETS AND RECEIVABLES: The collectability of receivables and the need to recognize impairment for doubtful accounts is done in accordance with the expected credit loss model. This process requires company management to make complex and/or subjective assumptions. The factors considered in making these assumptions concern, in part, the creditworthiness of the counterparty, where available, the amount and timing of expected future payments, any mechanisms put in place to mitigate credit risk, and any steps taken or planned to collect the receivables.
- FAIR VALUE: The fair-value measurement of financial and non-financial instruments is a structured process involving complex methods and approaches and requires the gathering of up-to-date information from the markets concerned and/or the use of internal inputs. As for the other estimates, fair-value measurements are, even when based on the best information available and on the appropriate measurement methods and techniques, intrinsically characterized by uncertainty and professional opinion and can lead to estimates that differ from the actual figures once they are known.
- IMPAIRMENT OF NON-CURRENT FINANCIAL ASSETS: Non-financial assets are written down when changing circumstances or other events give reason to believe that their book value is no longer recoverable. Events that can result in writing down a non-financial asset are significant, permanent changes in the outlook for the market segment in which the asset is being used. Decisions to write down an asset, and the measurement process, depend on estimates made by company management concerning complex, highly uncertain factors, such as future trends in the market concerned, the impact of inflation, the conditions of global supply and demand, and trends in operations and in the business generally. The write-down of a non-financial asset is measured by comparing the book value with the recoverable value, which is the greater of the asset's fair value less disposal costs and its value in use, which is calculated based on the expected cash flows on the use of the asset less disposal costs. This calculation is done at the level of the smallest cash generating unit (CGU) that is amply independent from the cash flows generated by other assets or asset groups and based on which company management measures business profits. The expected cash flows for each CGU are determined based on the most recent budget, business plan, and actual financial reports as prepared by management and approved by the Board of Directors. The business plan includes forecasts prepared by management based on information available at the time in terms of business volumes, operating costs, profit margins, and the industrial, commercial and strategic configuration of the specific CGUs in the specific marketplace. The present value of these cash flows is then calculated based on discount rates that take account of the specific risk of the business segment to which the CGU belongs. The goodwill and other intangible assets with indefinite useful life are not subject to amortization; the recoverability of their carrying amount is verified at least annually and however where events which may suggest an impairment loss arise.

Changes in accounting estimates and errors

The Group in the selection and application of the accounting policies, in the accounting of the changes in accounting policies and of the changes in accounting estimates and corrections of previous year errors applies IAS 8.

Subsequent events after the reporting period

Subsequent events are events which occur after the reporting date up to the authorized publication date. The date for authorization of publication is considered the approval date by the Board of Directors. Subsequent events may concern events which provide information on the situation existing at the reporting date (adjusting subsequent events) or events arising after the reporting date (non-adjusting subsequent events). For the former, the relative effects are reflected in the financial statements and updated disclosure provided, while for the latter, if significant, adequate disclosure alone is provided in the Explanatory Notes.

Disclosure on the impacts of climate change

The Group is exposed to physical and transitional risks related to climate change. The former include extreme weather events that can affect business transactions and supply chains, potentially affecting operating costs and business continuity. Transition risks, considered to be emerging risks of the Group, arise mainly from regulatory developments and the increasing market focus on reducing carbon emissions. The introduction of more stringent decarbonization and sustainability regulations could lead to increased operating costs and affect the investment choices of both the Group and its clients in the relevant sectors.

In 2024, the Group strengthened its approach to climate risk management by consolidating the integration of these variables into its Enterprise Risk Management (ERM) and Project Risk Management (PRM) model. The adoption of climate scenario-based analysis enables the evaluation of the changing regulatory and economic environment and the estimation of the impact of environmental factors on business results, both in terms of risks and opportunities. Qualitative-quantitative assessments, conducted over short, medium, and long-term horizons, make it possible to estimate the probability of occurrence and materiality of effects resulting from climate change, supporting decision-making and mitigation strategies.

In this context, the Board of Directors has strengthened its supervisory role on climate issues, integrating them into strategic decisions and processes for analyzing impairment testing and other most potentially impacted balance sheet items such as "Goodwill", "Property, Plant and Equipment", and "Deferred Tax Assets," to which please refer for more details. Attention to climate factors is also reflected in investment evaluation and operational planning, with an increasing focus on adopting solutions with lower environmental impact.

Climate risk management also results in the implementation of mitigation and adaptation strategies for transitional risks. The Group has adopted advanced technologies to reduce CO_2 emissions by promoting energy efficiency and the use of renewable sources. The NEXTCHEM division is engaged in developing solutions for carbon capture, green hydrogen production, circular economy and biofuels. The focus on climate resilience also extends to industrial processes and construction site management, with interventions aimed at reducing energy intensity and minimizing environmental impacts during project implementation phases.

On the other hand, the changing regulatory environment and increasing demand for sustainable solutions are also generating new business opportunities for the Group. Technological innovation and strengthening the Group's related skills are key elements in maintaining a competitive advantage and proactively responding to the challenges posed by the energy transition. The ability to anticipate regulatory developments and adopt solutions that comply with the latest environmental standards enables a reduction in the risk of non-compliance and supports a smooth transition to low-carbon operating models.

On the asset protection front, the Insurance Management process, an integral part of the Group's Risk Management system, has been further enhanced to mitigate exposure to physical risks related to climate change. Project insurance covers, which are appropriately monitored and adjusted according to the specifics of operational projects, include specific guarantees for extreme weather events, providing greater protection for both clients and the Group.

The adoption of a management model based on quantitative data and forecast scenarios enables the Group to face climate challenges with awareness, turning them into opportunities for growth and development. The Group's proactive approach to climate risk management, combined with a targeted investment strategy, strengthens its ability to adapt to market developments and consolidate its position in a rapidly changing industry environment.

In 2024, MAIRE S.p.A. also approved Group reporting based on the recommendations of the Task Force on Climate-Related Financial Disclosures (TCFD), whose results show a low level of exposure to both physical and transition risks, which is further balanced by business opportunities arising from the development of technology and engineering solutions dedicated to decarbonization and energy transition. The same highlight the Group's ability to adapt and evolve in a rapidly changing environment with an increasingly resilient business model. Based on the above, the Group does not expect any significant financial impact.

For further details on the issue of the effects of climate change and how they are managed, including the environmental policies adopted, please refer to the section containing the MAIRE Group's Sustainability Reporting, prepared pursuant to Legislative Decree No. 125 of September 6, 2024, implementing Directive 2022/2464/EU ("Corporate Sustainability Reporting Directive").

27. Notes to the income statement

27.1. Revenues

Revenues from contracts with clients in 2024 amounted to Euro 5,861,113 thousand, an increase of Euro 1,629,392 thousand on the previous year as follows:

(In Euro thousands)	2024	2023
Revenues from sales and services	1,622,064	756,373
Changes in contract work-in-progress	4,239,049	3,475,348
Total	**5,861,113**	**4,231,721**

Group revenues are essentially related to the execution of multi-year contracts, which call for meeting certain obligations over time based on progress made and on the moment in time when control of the project is transferred to the client. At December 31, 2024, approx. 73.7% of Group consolidated revenues related to 10 major contracts mainly referring to EPC contracts. Details on the main contracts (i.e. duration, type, and client) are provided in the section "Backlog by Business Unit and Region" – Main Projects Awarded and in course of execution.

The MAIRE Group in 2024 reports revenue growth of 38.5% on 2023, thanks to the constant progression of projects under execution, including the advancement of the Hail and Ghasha engineering and procurement activities. The increased volumes reflect the expected development of projects in the extensive backlog at the beginning of the year.

Specifically, the account "change in contract work-in-progress", used to account for long-term revenues in progress, rose in the year by Euro 763,700 thousand. "Revenues from sales and services", which mainly includes the revenues from the orders concluded in 2024 whose invoicing is complete; the revenues of MyReplast Industries S.r.l. involved in the mechanical recycling of plastics; revenues for services and technological studies less than 12 months, maintenance services and facility management, all reported significant increases on 2023.

With all of the above in mind, it should be noted that the most significant share of revenues is that related to the 'Integrated E&C Solutions' business unit, which represented approximately 93.9% (also at December 31, 2023, it was equal to 93.9%) of the Group's revenues, increasing compared to the previous year in absolute value thanks to the steady progression of projects under execution.

The main production volumes of the "Integrated E&C Solutions" BU concern the projects in the UAE, in particular the EPC Borouge 4 and Hail and Ghasha projects, the Port Harcourt refinery in Nigeria, Agic and Amiral in Saudi Arabia, Repsol in Portugal, Ras Laffan in Qatar, and the LAB, Hassi R'Mel and Rhourde el Baguel projects in Algeria.

Revenues of the 'Integrated E& C Solutions' BU stem for approx. 94% from multi-year EPC lump sum - turn key type orders , with all the typical order risks including construction, with approx. 4% of revenues from EP type orders and therefore with lower risk, not including construction activities and residually engineering only services which express low volumes but with significantly high margins, accompanied also by a low level of risk.

Finally, the "Sustainable Technology Solutions" BU, specialized in the sale of technology patent licenses related to the energy transition report revenues of Euro 357,551 thousand and accounted for approx. 6.1% (6.1% in 2023), although with revenues up 36.6% (total revenues of Euro 95,771 thousand)on the previous year, thanks to the ongoing technology solutions growth and for services, principally for the production of fertilizers, carbon capture and circular fuels.

The 'Sustainable Technology Solutions' BU, given its technological nature, expresses low volumes but with significantly high margins, also accompanied by a low level of risk. The revenues are from the sale of licenses to build plants, based on proprietary technology solutions, or cooperation and development agreements with third parties who do not present particular execution risks. The sale of engineering activities refers to the technology package for the Basic Engineering of the plant to be developed and transferred from the Licensor (NEXTCHEM) to the client or contractor, in contracts mostly referred to as PDP or Basic Engineering Design Package (BEDP).

NEXTCHEM provides operating manuals for process design and basic engineering to build and operate the plant, while again the execution risk associated with this type of revenue is very low.

Finally, in the case of direct sale of equipment supply, the client deals directly with NEXTCHEM and purchases the equipment from the Group and becomes its client. The equipment is subsequently purchased from the final manufacturer and then resold to contractors/clients ("equipment resale"), and NEXTCHEM acts as a principal in the supply; in this respect NEXTCHEM has relationships with only a few, referenced suppliers, which actually greatly reduces the potential risks associated with this type of revenue.

For further details in relation to the Risks related to order execution and thus essentially to Group Revenues, please refer to the Directors' Report section "Risks and Uncertainties."

The change in work-in-progress takes into account not only the recognition of contractual amounts agreed upon, but also changes in work orders, not yet approved, incentives and any reserves - claims, for the highly probable amount to be recognized by the buyer and reliably measured. In particular, the calculation of the revenues not yet approved was made based on reasonable expectations through the negotiations in progress with the buyers to recognize the higher costs incurred or disputes in course and therefore by their nature may present a risk (for further details, reference should be made to the "Disputes" section of the Directors' Report).

At December 31, 2024, the contractual obligations to be fulfilled by the Group (residual backlog) amounted to approx. Euro 13,823.4 million (Euro 15,024.4 million at December 31, 2023); the Group expects to recognize these amounts to revenues in future periods in line with the business plan forecasts.

During the year, revenues were recognized from two clients with an individual amount greater than 10% of total revenues, the cumulative value of which was approx. Euro 2,556 million related to the Integrated E&C Solutions BU and accounting for 43.3% of Consolidated Revenues.

27.2. Other operating revenue

"Other Operating Revenues" in 2024 amounted to Euro 38,925 thousand, up Euro 11,135 thousand on the previous year and relate to:

(In Euro thousands)	2024	2023
Operating currency differences	9,925	342
Other income	14,360	8,710
Prior year income	8,082	8,444
Gains on disposals	319	539
Insurance indemnities	587	4,163
Currency derivative gains	968	1,488
Use of other risk provisions	98	248
Revenues from material sales	0	684
Contract penalties	4,586	1,389
Use doubtful debt provision	0	1,785
Total	**38,925**	**27,790**

Other operating income refers to revenues not directly connected to the Group core business.

The main increase on the previous year relates to "Operating currency differences", which represents the net positive difference between gains and losses on operating exchange differences. The increase is due to forex market movements and of the currencies regarding projects and the various financial statements items mainly impacted by the movement of the Dollar against the Euro.

"Prior-year income" was in line with the previous year, in the amount of Euro 8,082 thousand, and mainly concerns other revenues not related to contracts.

Contractual penalty income, equal to Euro 4,586 thousand principally relating to the enforcement of bonds following delays and other penalties applied to suppliers.

"Currency derivative gains", amounting to Euro 968 thousand, concern cash flow hedges on Group contractual commitments, principally hedging payments in foreign currencies impacting the income statement in the year.

"Insurance indemnities" of Euro 587 thousand refer to income recognized following an insurance payout made in the year.

The other accounts refer mainly to disposal gains, utilizations of the doubtful debts provision, miscellaneous reimbursements and reimbursements of tax rebates, including Research and Development, and other income.

27.3. Business segment information

Introduction

MAIRE S.p.A. heads an integrated industrial group providing engineering services and large works in various industrial sectors on the domestic and international markets.

The BU figures are in line with the internal reporting structure utilized by company Top Management and in particular with the reporting used by the highest decision-making level for the taking of business decisions, identified as the chief executive officer (CODM) at December 31, 2024.

The Group concentrates its operations in two business units ("BU's"). Specifically: i) "Integrated E&C Solutions", covering executive general contractor operations; and ii) "Sustainable Technology Solutions", covering all of the Group's sustainable technology solutions/operations, in addition to the high value-added/innovative services primarily focused on the energy transition, so as to achieve economies of scope and synergies on projects with integrated technologies and processes, in addition to greater operational efficiency and reduced overheads.

The features of these sectors are outlined below:

I, Sustainable Technology Solutions (STS): in which all of NEXTCHEM's sustainable technology solutions are concentrated, as well as high value-added services aimed primarily at the energy transition. This business unit, given its technological nature, expresses low volumes but with significantly high margins, also accompanied by a low level of risk. The BU is thus focused on three distinct business lines, i.e.: 1) Nitrogen Fertilizers; 2) Low Carbon Energy Vectors; 3) Circular Solutions;

II, Integrated E&C Solutions (IE&CS): covering the general contractor executive responsibilities and all typical EPC (Engineering, Procurement and Construction) project activities and synergies on projects with integrated technologies and processes. Given the nature of these activities, high volumes for this business unit are expected and margins in line with the average for EPC contracts. This BU may provide services or operate in partnership with the "STS" BU, given the growing demand for investments in solutions that are increasingly oriented towards decarbonization.

The Group assesses the performance of the operating segments based on the segment operating result. Segment revenues are those directly deriving from or attributable to the Segment and from core operations and include revenues from agreements with third parties. Segment costs are charges from segment operations incurred from third parties. For Group operations, amortization, depreciation, provisions for risks, financial income and expense and income taxes are borne by the corporate entity as excluded from operating activities and are presented in the total column.

The MAIRE Group 2024 key financial highlights by Business Unit (compared to the previous year) are reported below:

Segment disclosure is reported in the following tables:

2024 SEGMENT REVENUES AND RESULT:

(In Euro thousands)	Revenues		Segment result (EBITDA)	
	2024	2023	2024	2023
Integrated E&C Solutions	5,542,487	3,997,732	300,733	209,261
Sustainable Technology Solutions	357,551	261,780	85,632	65,146
Total	**5,900,038**	**4,259,511**	**386,364**	**274,407**

2024 SEGMENT INCOME STATEMENT:

(In Euro thousands)	Integrated E&C Solutions	Sustainable Technology Solutions	Total
Segment revenues	5,542,487	357,551	5,900,038
Production and commercial costs	(5,157,059)	(250,141)	(5,407,199)
(*) Industrial margin (Business Profit) (*)	**385,429**	**107,411**	**492,839**
General and administrative costs and research and development expenses	(84,696)	(21,779)	(106,475)
Segment result (EBITDA) (**)	**300,733**	**85,632**	**386,364**
Amortization, depreciation, write-downs and provisions			(64,755)
Operating Profit	**300,733**	**85,632**	**321,609**
Financial income/(expenses)			(10,285)
Result before taxes			**311,323**
Income taxes			(98,921)
Net result			**212,403**
Group net income			198,682
Minority interest net income			13,721

2023 SEGMENT INCOME STATEMENT:

(In Euro thousands)	Integrated E&C Solutions	Sustainable Technology Solutions	Total
Segment revenues	3,997,732	261,780	4,259,511
Production and commercial costs	(3,718,785)	(177,855)	(3,896,640)
Industrial margin (Business Profit) (*)	**278,947**	**83,925**	**362,872**
General and administrative costs and research and development expenses	(69,685)	(18,779)	(88,465)
Segment result (EBITDA) (**)	**209,261**	**65,146**	**274,407**
Amortization, depreciation, write-downs and provisions	0		(57,866)
Operating Profit	**209,261**	**65,146**	**216,540**
Financial income/(expenses)			(30,325)
Result before taxes			**186,215**
Income taxes			(56,707)
Net result			**129,508**
Group net income			125,356
Minority interest net income			4,152

(*) "Business Profit" is the industrial margin before the allocation of general and administrative costs and research and development expenses; its percentage of revenues is the Business Margin.

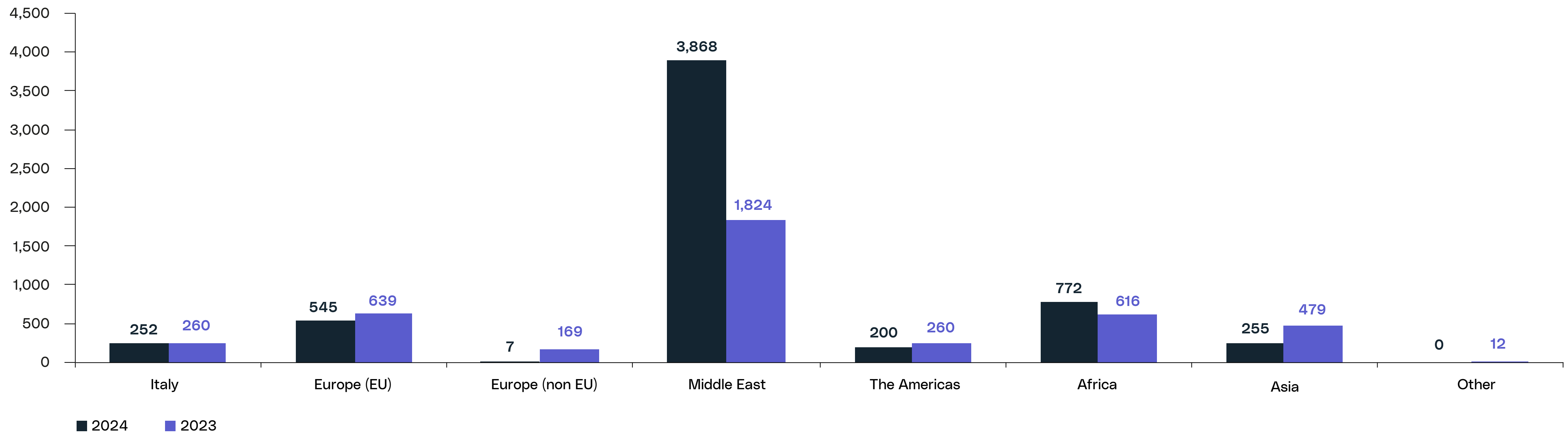
(**) EBITDA is net income for the year before taxes (current and deferred), net financial expenses, gains and losses on the valuation of holdings, amortization and depreciation and provisions. EBITDA is a measure utilized by management to monitor and assess the operating performance. Management consider EBITDA a key parameter in measuring the Group's performance as not impacted by the effects of differing criteria applied to taxable income, the amount and characteristics of the capital utilized and by amortization and depreciation. As EBITDA is not governed by the Group's accounting standards, the Group calculation criteria may not be uniform with those adopted by other groups and, therefore, may not be comparable.

REGIONAL SEGMENTS

The regional breakdown of Revenues in 2024 compared to the previous year is illustrated below:

(In Euro thousands)	2024		2023		Change	
	Total	%	Total	%	Total	%
Italy	252,291	4.3%	259,799	6.1%	(7,508)	(2.9%)
Overseas						
· Europe (EU)	545,010	9.2%	638,563	15.0%	(93,553)	(14.7%)
· Europe (non-EU)	7,460	0.1%	169,483	4.0%	(162,023)	(95.6%)
· Middle East	3,868,223	65.6%	1,823,739	42.8%	2,044,484	112.1%
· The Americas	200,399	3.4%	259,850	6.1%	(59,451)	(22.9%)
· Africa	771,691	13.1%	616,339	14.5%	155,352	25.2%
· Asia	254,964	4.3%	479,441	11.3%	(224,477)	(46.8%)
· Other	0	0.0%	12,297	0.3%	(12,297)	na,
Total Consolidated Revenues	5,900,038		4,259,511		1,640,527	38.5%

Revenues by Region (Euro Millions)



The above table indicates the percentage of revenues by region, reflecting the current development of activities. The revenue table reported above indicates the significant increase in the Middle East area following the development of projects, principally Borouge 4, the Ras Laffan project and the initial activities on the Hail and Ghasha project.

All other regions reported a slight contraction on the previous year, as the execution phase of projects, in particular for the Indian projects, are highly advanced, while in the previous year accounted for a greater proportion of Group operations.

Africa reports an increase as work continues on the Port Harcourt refinery in Nigeria, and work also begins on the initiatives in Algeria.

27.4. Raw materials and consumables

Raw materials and consumables in 2024 amount to Euro 2,316,606 thousand, an increase of Euro 693,498 thousand on the previous year as follows:

(In Euro thousands)	2024	2023
Raw material purchases	(2,295,811)	(1,619,731)
Consumable materials	(19,354)	(7,748)
Fuel	(1,511)	(1,045)
Change in inventories	70	5,416
Total	**(2,316,606)**	**(1,623,108)**

More specifically, "raw material purchases" in 2024 increased by Euro 676,079 thousand as a result of an increase in material purchases during the year for contracts obtained in previous years and for which we saw full operations and procurement. Other major recently acquired projects have also begun making greater progress than originally forecast following an acceleration from the initial stages of these projects, which mainly concerned planning and the start of procurement of critical materials.

"Consumable materials" were impacted by higher general and office material requirements, after the significant recovery of consumption in the year; "Fuels" were substantially in line with the comparative year.

"Change in inventories" in the previous year concerned a number of supplies that became the property of the Group after not being used in the order to which they had been allocated. These materials are expected to be used in new orders in order to accelerate their respective procurement processes.

27.5. Service costs

Service costs in 2024 amounted to Euro 2,359,902 thousand, an increase of Euro 711,972 thousand on the previous year. The breakdown of the account is as follows:

(In Euro thousands)	2024	2023
Sub-contractors	(1,751,424)	(900,262)
Turnkey design	(168,642)	(354,629)
Cost recharges	(7,704)	(5,907)
Utilities	(16,737)	(16,920)
Transport Costs	(97,839)	(86,391)
Maintenance	(15,387)	(13,392)
Consultants and related services	(42,176)	(54,812)
Increase in internal work capitalized	19,674	20,814
Bank expenses and sureties	(53,780)	(41,049)
Selling & advertising costs	(38,597)	(32,069)
Accessory personnel costs	(64,272)	(47,400)
Post & telephone and similar	(339)	(343)
Insurance	(25,268)	(24,341)
Other	(97,411)	(91,230)
Total	**(2,359,902)**	**(1,647,930)**

The general movement in "service costs" reflects the development of projects in portfolio and the progression of on-site operations, particularly on construction for the projects acquired in recent years; recent order intake is still in the initial phases and for which the issue of the main equipment and material orders is in progress, with the initial construction phases set to start over the coming quarters.

"Sub-contractors" reported the largest increase compared to the previous year (Euro 851,161 thousand), mainly due to construction phase sub-contract costs, increasing due to the reasons outlined above.

The "Turnkey design" account, concerning the use of third parties for engineering activities, decreased Euro 185,987 thousand, related to a reduced use of third parties following the ongoing expansion of the workforce emerging in the second half of the previous year and which continued during 2024.

"Transport costs" increased from the previous year due to both intensive shipments of materials to work sites and to a generalized increase in rates applied on the market.

"Accessory personnel costs", which mainly include travel expenses, increased due to the greater average size of the workforce compared to the previous year, and due to the general increase of operations and the journeys related to commercial and on-site activities.

"Bank expenses and sureties" include the costs for the services provided by banks and other financial companies other than true and proper financial charges and commissions and accessory expenses to loans which are included under financial charges; the account therefore principally comprises costs for guarantees provided in the interests of the Group operating companies in relation to commitments undertaken for the execution of their core operations. The figure increased on the previous year in line with the growth in Group activities. "Insurance" however rose slightly due to the general increase in market rates.

"Selling costs" increased on the previous year following the intensive commercial and sales push which led the Group to maintain high levels of order intake in 2024.

All the other costs are substantially in line with the same period of the previous year.

"Other" costs also rose, and principally relate to non-capitalized IT costs, application package maintenance expenses, various services incurred by other consolidated companies, various site and general costs and emoluments to corporate boards.

27.6. Personnel expenses

Personnel expense in 2024 amounts to Euro 720,674 thousand, an increase of Euro 102,246 thousand compared to the previous year and is composed as follows:

(In Euro thousands)	2024	2023
Wages and salaries	(568,361)	(487,833)
Social security charges	(111,892)	(96,520)
Post-employment benefits	(23,116)	(21,297)
Other costs	(17,305)	(12,777)
Total	**(720,674)**	**(618,428)**

At December 31, 2024, the MAIRE Group headcount totaled 9,739 resources, up approx. 22% on the previous year, with 2,997 new hires and 1,236 departures (about 45% of which related to fixed-term contracts).

The regions most affected by this increase are:

- Middle East, up 106% (+715 units), an increase mainly attributable to the Borouge 4 project (UAE), as well as the start-up of the Amiral (Saudi Arabia), RLPP (Qatar) and Hail & Ghasha (UAE) projects;
- India, South East and Rest of Asia, Australia (+552), of which +536 in the Indian subsidiary TECNIMONT Private Limited alone and +42 in the JV TECNI & METAL PRIVATE LIMITED;
- Italy & Rest of Europe (+530), including 397 domestically, attributable not only to hires at the parent company MAIRE (+35) and the subsidiary NEXTCHEM (+51), but also to KT Kinetics Technology's acquisition of APS Designing Energy, an engineering company specializing in natural resource conversion projects and green chemistry, with a specific focus on innovative rubbers such as biofuels and bioplastics. The increase of 133 resources recorded in the Rest of Europe area is mainly attributable to the acquisition - by KT Kinetics Technology - of KTI Poland, as well as recruitment by the Dutch subsidiary Stamicarbon (+19) and the KT Branches in Romania (+11) and Greece (+8). Of note in the same geographic area is NEXTCHEM's acquisition of German-based GasConTec Gmbh, which specializes in technology development and process engineering;
- Africa Region, up 28% over last year, with new hires in Algeria - for the start-up of the new Hassi R'mell and Lab projects, and for ongoing activities related to Rhourde El Bagel (+81) - and in Nigeria on the PHRC project for the Port Harcourt refinery;
- America, with approx. 36% workforce expansion related to the hiring of personnel for the renewable energy projects in Chile, as well as the commencement of ENAP.

The workforce decreased in the Central Asia, Caspian & Turkey Region compared to 2023, due to the phasing out of project operations in Haor (Azerbaijan) and Gemlik in Turkey.

Confirming the importance assigned by the company on the gradual consolidation of technical skills, at December 31, 2024, 73% of the total Group workforce were university graduates. The number of engineers, at the same date, was 5,300 (75% of total graduates). The average age was approx. 41 and 33% of the most new hires (approx. 1,000 personnel) were under 30. At 35 years old, this reaches 50% for a total of approx. 1,500 personnel, reflecting the policy to develop younger talent.

The female component of the Group's total workforce accounts for 20%, with a significant percentage - around 54% - with a degree in STEM disciplines; this data illustrates, also in the current year, the application of the gender equality criterion and an inclusive approach in the selection process.

The workforce at 31/12/2024 of the MAIRE Group, with movements (by qualification and region) on 31/12/2023 (and the average workforce for the period), is outlined in the following tables. The table below outlines the workforce by areas of effective engagement at 31/12/2024 and 31/12/2023, with the relative movements.

CHANGE IN WORKFORCE BY CATEGORY (31/12/2023 - 31/12/2024):

Category	Workforce 31/12/2023	Hires	Departures	Reclassification employee category (*)	Workforce 31/12/2024	Cge. Workforce 31/12/2024 vs. 31/12/2023
Executives	730	55	(57)	17	745	15
Managers	2,882	564	(333)	188	3,301	419
White-collar	4,165	2,293	(798)	(200)	5,460	1,295
Blue-collar	201	85	(48)	(5)	233	32
Total	**7,978**	**2,997**	**(1,236)**	**0**	**9,739**	**1,761**
Average headcount	***7,180***				***8,841***	***1,661***
of which per BU:						
IE&CS	*7,496*	*2,883*	*(1,199)*	*(123)*	*9,057*	*1,561*
STS	*482*	*114*	*(37)*	*123*	*682*	*200*
Total	**7,978**	**2,997**	**(1,236)**	**0**	**9,739**	**1,761**

(*) includes promotions, changes in category following intercompany transfers / Job Title reclassification
The classification of the qualifications above does not necessarily reflect the contractual classification under Italian employment law, but corresponds to the identification criteria adopted by the Group on the basis of roles, responsibilities and duties

CHANGES IN WORKFORCE BY REGION (31/12/2023 – 31/12/2024):

Region	Workforce 31/12/2023	Hires	Departures	Reclassification employee category (*)	Workforce 31/12/2024	Cge. Workforce 31/12/2024 vs. 31/12/2023
Italy & Rest of Europe (1) (*)	3,771	979	(420)	(29)	4,301	530
Middle East (2)	675	854	(152)	13	1,390	715
India, South East and Rest of Asia, Australia (3)	2,922	961	(430)	21	3,474	552
Africa (4)	307	140	(53)	(1)	393	86
The Americas (5)	62	32	(10)	0	84	22
Central Asia, Caspian and Turkey	241	31	(171)	(4)	97	(144)
Total	**7,978**	**2,997**	**(1,236)**	**0**	**9,739**	**1,761**
(*) of which:						
Italy	*3,096*	*651*	*(255)*	*1*	*3,493*	*397*

(*) includes promotions, changes in category following intercompany transfers / Job Title reclassification
(1) Includes: North Europe Region - Central and East Europe Region - South Europe Region.
(2) Includes: South Arabia, Kuwait, Oman, Bahrain Region - UAE, Qatar, Iraq, Jordan Region.
(3) Includes: India and Mongolia Region - Indonesia, Philippines, Singapore and Vietnam Region - China Region - Malaysia Region - South Korea, Australia, Brunei, Cambodia, Thailand Region
(4) Includes: Africa Region.
(5) Includes: North America Region - Central and South America Region.

CHANGES IN WORKFORCE BY OPERATIONAL REGION (31/12/2023 – 31/12/2024):

Region	Workforce 31/12/2023	Workforce 31/12/2024	Cge. Workforce 31/12/2024 vs. 31/12/2023
Italy & Rest of Europe	3,566	4,181	615
Middle East	853	1,690	837
India, South East and Rest of Asia, Australia	2,737	3,144	407
Africa	401	498	97
The Americas	72	101	29
Central Asia, Caspian and Turkey	349	125	(224)
Total	**7,978**	**9,739**	**1,761**

It should be noted that employee numbers may vary based on the stage of the project and on scheduling, which may provide for recourse to direct employees with consequent utilization of Group materials and staff, or alternatively recourse to third party services. In particular, the Group policy is to hire the workforce necessary for the execution of the individual projects in line with the time period necessary for completion.

The increase in personnel expense is, therefore, due to an increase in the average workforce compared to the previous year. The average workforce in 2024 was 8,841 (+1,661, +23%) compared to 7,180 in the previous year; and a confirmation of the remuneration policies during 2024 aimed at ensuring the continuation of the sustainable value growth path pursued in previous years, contributing to achieving the Company's strategic objectives, and confirming its purpose of attracting and retaining professionals with the skills necessary to manage and operate successfully within the Group.

The Shareholders' Meeting held on April 17, 2024 approved the contents of the Remuneration Policy and also resolved to adopt the new 2024-2026 Long-Term Incentive Plan (2024-2026 LTI Plan), as part of the broader three-year program approved by the Board of Directors on February 25, 2022 with its goal to increasingly align management's interests with the creation of sustainable success for the MAIRE Group. It also ensures long-term engagement and retention of beneficiaries, while maintaining competitive remuneration levels in the market.

In addition, the Shareholders' Meeting approved the introduction of a Restricted and Matching Shares Plan, which is reserved for the Company's Chief Executive Officer and General Manager. The plan involves allocating MAIRE shares free of charge, in accordance with the terms and conditions set out in the plan and the 2024 Remuneration Policy.

On July 27, the Board of Directors confirmed the start of the Second Cycle (2024) of the 2023-2025 General Share Plan, approved by the Shareholders' Meeting on April 19, 2023, through the allotment of the relevant Rights on July 31, 2024.

During the year work also began on setting and assigning targets in accordance with the MBO plan for Senior Executives, approved by the Board on February 25, 2022 for the 2022-2024 three-year period. Targets were also set for other key business figures per the current Group Incentive Standard. For 2024, a key update to the system was defining the MAIRE Group's operating-financial targets for all companies involved and including a non-financial indicator related to ESG issues in the shared section of all appraisals, through the introduction of an objective to reduce emissions.

In the first half of the year, the objectives related to the incentive and engagement systems in place for 2023 were reviewed and the relevant bonuses were awarded. For the same year, in compliance with current trade union agreements, annual bonuses and profit sharing figures were also approved, in addition to the flexible benefits portion of the MAIRE4YOU Plan for the same period. It is also noted that, having verified the achievement of the First Cycle (2023) performance objectives included in the 2023-2025 General Share Plan, the Board of Directors met on May 30 to approve the allocation - on July 8, 2024 - of shares to more than 4,800 beneficiaries.

Finally, it is noted that, following the conclusion of the vesting period for the 2021-2023 LTI Plan – approved by the Shareholders' Meeting on April 15, 2021 – the conditions for annual access and the relevant performance indicators were met. As a result, on May 8, the MAIRE shares corresponding to the Immediate Portion of the Plan (70% of the Accrued Rights) were allocated to beneficiaries in accordance with the Plan's Regulations.

In 2024, MAIRE also continued to provide guidance and support to the operating companies, through the definition of Remuneration Policy guidelines based on the recognition of merit and best performance, in compliance with principles of aligning remuneration levels in terms of internal equity between organizational positions and external competitiveness with respect to local markets, while also taking into account the dynamics related to inflation trends.

"Personnel expense" in 2024 includes the portion accruing in the year of the long-term incentive plan for the Chief Executive Officer and selected Senior Executives (2022-2024 LTI) in relation to the third year, the second year of the 2023-2025 LTI Plan, the first year of the new 2024-2026 LTI Plan as outlined above and the second Cycle (2024) of the new 2023-2025 General Share Plan.

The aforementioned plans are represented as "Equity Settled" plans as the Group has allocated its own equity instruments as additional remuneration for the services received (the work performance). The total net cost of the above plans for 2024 is Euro 39,018 thousand: due to a fair-value of equity instruments of Euro 2.554 per share and an estimated amount of shares to be delivered of approximately 1.78 million in relation to2022-2024 LTI; Euro 4.39 per share and an estimated amount of shares to be delivered of approximately 2.37 million in relation to2023-2025 LTI; Euro 7.42 per share and an estimated amount of shares to be delivered of approximately 0.4 million in relation to the2024-2026 LTI; and Euro 7.42 per share and an estimated amount of shares to be delivered of approximately 1.7 million in relation to the 2023-2025 General Share Plan. In relation to the 2021-2023 LTI plan, there was an accrual of amounts until the closure of the plan in 2024 and an adjustment of amounts estimated in previous years totaling approx. 2 million valued with a fair-value of the instruments of Euro 3.726. To this end, please note that the fair value used for the above plans is represented by the value of MAIRE stock on the date the plans were launched and the initial rights were granted to employees.

"Personnel expense" also includes the estimated charges related to the short-term monetary incentive plans ("MBO"), employees flexible benefit plans ("MAIRE4You") and the estimated participation bonus for 2024.

27.7. Other operating costs

Other operating costs in 2024 amount to Euro 116,493 thousand, an increase of Euro 20,854 thousand compared to the previous year and composed as follows:

(In Euro thousands)	2024	2023
Contractual penalties	(3,023)	(8,214)
Rental	(17,224)	(13,804)
Hire	(34,887)	(26,014)
Currency derivative losses	(4,360)	(182)
Losses on receivables	(1,920)	(3,858)
Other costs	(55,078)	(43,566)
Total	(116,493)	(95,638)

"Contractual penalties" decreased and essentially relate to charges following a number of disputes with suppliers and clients concluded in 2024.

The account "Rental" mainly refers both to the cost of property and apartment rentals, also at various work sites with short-term duration and therefore excluded from the application of IFRS 16, in addition to accessory office use property costs for the Group offices and also at the various sites; the increase in 2024 is due to higher travel expenses for personnel with related increased short-term accommodation costs, mainly concerning on-site activities, all of which is chiefly a consequence of the significant increase in activities following recent major acquisitions.

The account "Hire", which also increased on the previous year for the same reasons, refers mainly to Group plant hire charges, with short-term duration and therefore excluded from the application of IFRS 16, software application hire and other rental services, mainly due to the share of the operating rentals, in addition to the hire also of short-term vehicles for on-site activities.

"Currency derivative gains" concern cash flow hedges on Group contractual commitments, principally hedging payments in foreign currencies impacting the Income Statement in the year.

The "Doubtful debt provision" relates principally to an assessment on the collectability of receivables relating to existing initiatives and also some disputes closed in the period.

"Other costs", which increased on the previous year, principally comprise indirect taxes and various local taxes, mainly concerning a number of overseas companies, membership fees, prior year charges and losses on disposals, other general costs including those linked to consortium management, and license and patent usage fees.

27.8. Amortization, depreciation & write-downs

Amortization, depreciation and write-down of fixed assets in 2024 amount to Euro 60,530 thousand, an increase of Euro 3,987 thousand compared to the previous year, due to higher amortization on intangible assets as a result of the amortization of new assets for the digitalization of industrial processes, new patents and technology development, and amortization related to the purchase price allocation of recent acquisitions. The breakdown of the account is as follows:

(In Euro thousands)	2024	2023
Amortization	(22,800)	(22,913)
Depreciation	(7,663)	(5,871)
Depreciation of rights-of-use - Leasing	(30,066)	(26,920)
Other fixed asset write-downs	(1)	(839)
Total	**(60,530)**	**(56,543)**

Amortization of intangible assets principally refers to:

- amortization of development costs of Euro 53 thousand (Euro 83 thousand in 2023), relating to the development of software and simulators for plants of the acquired company Protomation, which has since merged into Stamicarbon B.V.;
- amortization of patent rights, amounting to Euro 2,963 thousand, (Euro 2,770 thousand in 2023) principally relating to urea licenses patented and the other licenses developed by the Group mainly in relation to the NEXTCHEM Group and to the STS BU. This item also includes amortization on the allocation of the gains (as per IFRS 3) on the acquisitions in the previous year (Conser) and in 2024 (Gascontech) essentially related to the measurement of the acquired company's patents;
- amortization of concessions and licenses, amounting to Euro 914 thousand (Euro 1,110 thousand in 2023) and principally relating to Group software license applications;
- amortization of other intangible assets, amounting to Euro 7,991 thousand (Euro 7,140 thousand in 2023); this account principally refers to accessory and consultant costs incurred for the installation of the principal software applications of the Group, digital development of EPC activities as part of the Group's Digital Transformation process in previous years and other intangible assets; the item also includes the amortization of the "Birillo" University Campus concession initiative of the University of Florence held by the subsidiary BiONE;
- amortization of the contractual costs, equal to Euro 10,879 thousand (Euro 9,208 thousand in 2023), with an increase of Euro 1,671 thousand on the previous year following the addition to amortization of the costs related to the acquisitions made in the previous year and their advancement; "Contractual costs" include costs for the obtaining of contracts and contract fulfilment costs, recognized as per IFRS 15 which stipulates the capitalization of costs to obtain the contract, considered as 'incremental', and costs incurred to fulfil the contract which enable the entity to make use of new or greater resources to satisfy performance obligations in future ('pre-production costs). These capitalized costs are amortized based on the advancement of the work on the contract.

In the previous year amortization was recorded of the Backlog in the amount of Euro 2,602 thousand, which was not recognized in the previous year; this arose from the allocation of capital gains on the acquisition of Conser S.p.A. in 2023, recognized in accordance with IFRS 3. The order backlog is an estimate of future margins on orders received at the time of the acquisition. The amount initially recognized was amortized in its entirely during the previous year.

Depreciation of property, plant & equipment in 2024 increased on the previous year and mainly concerns:

- depreciation of own buildings for Euro 1,102 thousand (Euro 307 thousand in 2023), principally in relation to the Indian subsidiary TECNIMONT Private Limited, MyReplast Industries S.r.l., a NEXTCHEM subsidiary, KTI Poland acquired in 2024 and residually other Group owned assets;
- depreciation on plant and machinery for Euro 1,616 thousand (Euro 1,618 thousand in 2023) and industrial equipment for Euro 241 thousand (Euro 261 thousand in 2023), principally relating to assets supporting site operations; the plant of MyReplast Industries S.r.l. (the company that manages an advanced mechanical plastics recycling facility located in Bedizzole, in the province of Brescia);

- depreciation of Euro 4,4704 thousand (Euro 3,684 thousand in 2023) on other assets, office furniture, leasehold improvements, EDP, motor vehicles and industrial transport vehicles. The item was affected by the increased demand for other assets from the end of the previous year, which continued into 2024, as a result of the significant increase in activities and personnel over the last two years.

The depreciation of the right-of-use - leasing of Euro 30,066 thousand (Euro 26,920 thousand in 2023), with an increase of Euro 3,146 thousand on the previous year, following the new contracts signed at the end of 2023 which began depreciation in 2024 and those in 2024 in line with the Group's increased operations and staff levels, was recognized in accordance with IFRS 16 standard and mainly concerns the usage rights recognized on the buildings hosting the Group offices and at various work sites, in addition to number of key Group assets and also motor vehicles.

27.9. Doubtful debt provision and risk provisions

The doubtful debt provision and risk provisions for 2024 amount to Euro 4,226 thousand, an increase of Euro 2,902 thousand compared to the previous year.

The breakdown of the account is as follows:

(In Euro thousands)	2024	2023
Doubtful debt provision	(4,226)	(1,245)
Risk provision	0	(79)
Total	**(4,226)**	**(1,324)**

The accruals to the doubtful debt provision increased on the previous year, in line with the general increase in Group operations, which saw an increase in the net credit exposure to clients compared to December 31, 2023.

It was again impacted by geopolitical tensions in 2024, the slight decrease in interest rates which impacted the financial rating of a number of clients, resulting therefore in an improvement of counterparty risk with consequent impacts on the valuations of financial assets.

In addition to the assessments of the collectability of receivables and in accordance with IFRS 9 concerning impairment models, the Group estimated losses on receivables using the expected loss model based on supporting information available without undue effort or burden, which includes actual data and forecasts and was essentially obtained from information providers that, when quantifying expected losses at the closure date, incorporate the market effects of the continued international geopolitical tensions.

27.10. Financial income

Financial income amounted to Euro 62,891 thousand and increased Euro 23,082 thousand compared to the previous year, mainly due to the positive effects linked to valuation of derivatives and higher interest income recorded on liquidity.

(In Euro thousands)	2024	2023
Income from associates	399	222
Other income	25,374	18,025
Income on derivatives	37,116	21,562
Total	**62,891**	**39,809**

"Income from associates" for Euro 184 thousand concerns interest from the associate JV TECNIMONT-KZ LLP, incorporated to develop initiatives in Kazakhstan, for Euro 44 thousand from Gulf Compound Blending Ind Ltd and for Euro 172 thousand the associate Hidrogeno Cadereyta S.A.P.I. de C.V.

"Other income" mainly relate to interest matured on temporary liquidity invested and on bank current accounts, thanks to the returns on deposits in Italy and some regions where the Group currently operates. Interest income increased on the previous year due both to the higher average interest applied on funds held compared to the previous year, and the greater amount of average liquidity than in 2023.

Income on derivatives for Euro 37,116 thousand refer specifically to:

- for Euro 638 thousand, the positive "time-value" portion of derivative instruments hedging exchange rates of future flows associated with contract revenues and costs, mainly on the US dollar. As not considered a hedging component, the change to the fair value is recognized to the income statement. This component was mainly affected by swap point movements (differences between Eurozone and US interest rates);
- for Euro 19,425 thousand the positive fair value change of the residual portion of two cash-settled Total Return Equity Swap derivative instruments (TRES) to hedge against movements in the MAIRE share price essentially tied to the personnel incentive plans in place. The residual portions of the instruments as at December 31, 2024 hedged the risk relating to approx. 7.1 million shares. The derivative contracts (TRES) were underwritten with two financial intermediaries, with no obligation for MAIRE to acquire the treasury shares, but only the obligation for the settlement between the parties of the differential between the exercise price and the MAIRE share price on the maturity of the instruments. For accounting purposes, the TRES cannot be designated as a hedging derivative instrument and is valued, in accordance with IFRS 9, as a derivative at fair value, with the related changes recorded in the income statement. The increase is due to the favorable performance of the MAIRE share price also during the period, driven by the Group's strong industrial performance.
- for Euro 1,381 thousand income arising on the TRES contracts, related to the distribution of dividends by MAIRE S.p.A., which the intermediary receded to the Issuer;
- for Euro 15,673 thousand the income received following the closure of two TRES derivative instruments for a total of approx. 3.5 million shares for the settlement of the MAIRE Group 2021-2023 Long Term Incentive Plan.

27.11. Financial expenses

Financial expenses totaled Euro 71,457 thousand and increased Euro 1,194 thousand on the previous year, mainly due to the increased interest expense on the variable component of the Group's financial debt and the fair value measurement of a number of financial instruments.

(In Euro thousands)	2024	2023
Charges from group companies	(3)	(12)
Other charges	(41,995)	(52,909)
Interest/Other Bond Charges	(21,493)	(9,380)
Charges on derivatives	0	(2,386)
Right-of-use financial expenses - Leasing	(5,845)	(5,576)
Warrant financial expenses	(2,121)	0
Total	**(71,457)**	**(70,263)**

"Charges from group companies" include Euro 3 thousand in interest expense paid to the consortium Cavtomi.

"Other charges", amounting to Euro 41,995 thousand, principally include loan interest, current account interest charges, factoring charges and banking and accessory charges and charges on financial liabilities measured at amortized cost. The decrease compared to the previous year relates to the lower gross debt to the banks as a result of the Group's new financial structure.

The "Interest Bond" charges, amounting to Euro 21,493 thousand, increased significantly on the previous year essentially due to the greater use of the Euro Commercial Paper program and higher interest on the Bond of a nominal Euro 200 million issued in H2 2023 and specifically concern:

The "Interest Bond" specifically refers to:

- for Euro 13,484 thousand, the monetary and non-monetary components of the interest on the new non-convertible "Senior Unsecured Sustainability-Linked due 5 October 2028" bond for a nominal value of Euro 200 million, net of accessory charges, issued in Q4 2023;
- For Euro 8,008 thousand interest related to the Euro Commercial Paper Program.

Right-of-use - Leasing financial expense at Euro 5,845 thousand concerns the financial expense matured in 2024 on finance lease liabilities recognized following the application of IFRS 16. The small increase on the previous year is mainly due to the average increase in financial liabilities on which interest matures, as a result of new contracts entered into at the end of 2023 and the new agreements in 2024, in line with the increased Group operations.

Warrant financial charges for Euro 2,121 thousand includes the change in the fair value of the financial instruments issued and subscribed to for consideration and with the use of own capital by each Beneficiary as part of the 2020-2024 Long Term Investment Plan in support of the Group's Green Acceleration project, based on financial instruments of the subsidiary NEXTCHEM S.p.A.

For further information, reference should be made to the section "Accounting Polices - Warrants".

27.12. Investment income/(expenses)

Net investment expense amounts to Euro 1,718 thousand, a decrease of Euro 1,848 thousand on the previous year, essentially due to the reduced income from investments in other companies, which in the previous year included the dividends received from Kafco LTD.

(In Euro thousands)	2024	2023
Income/Charges from investments in subsidiaries	0	(3)
Income from investments in other companies	(0)	1,157
Revaluations/(Write-downs) associates	(1,690)	(1,231)
Revaluations/(Write-downs) current securities	(28)	206
Total	**(1,718)**	**129**

The net negative balance of the valuations of associates refers to their equity valuation. Specifically:

- the investment in Gulf Compound Blending Ind Ltd reports an overall decrease of Euro 320 thousand, following the negative valuation at equity, of which Euro 5 thousand the reduction to zero of the value of the investment and for the excess initially classified to provisions for charges, as a future obligation to cover the balance sheet requirements of the investee, a recapitalization that then took place with partial waiver of an intercompany loan for approx. Euro 391 thousand;
- the investment in G.C.B. General Trading Ltd also recognized a negative valuation at equity of Euro 273 thousand, of which Euro 19 thousand the reduction to zero of the value of the investment and for the excess classified to provisions for charges beyond 12 months, as a future obligation to cover the balance sheet requirements of the investee;
- the investment in the JV Kazakhstan TECNIMONT KZ LLP recognized a decrease of Euro 1.030 thousand, also in this case classified to provisions for charges beyond 12 months, as a future obligation to cover the balance sheet requirements of the investee;
- the investment in Fertighy Iberia also in this case registered a negative valuation at equity for Euro 107 thousand;
- the investment in Studio Geotecnico S.r.l. reports an overall increase of Euro 2 thousand following the positive valuation at equity.
- the investment in Biolevano S.r.l. reports an overall increase of Euro 37 thousand following the positive valuation at equity.

With regard to the equity investment in Biolevano S.r.l., please refer to note 28.5 "Equity investments in associates and joint ventures".

"Write-down of securities" amounted to Euro 28 thousand and refers to the fair value measurement of the units of the 360-PoliMI investment fund valued as a financial asset at fair value through the profit and loss account. For further details see note 28.15 "Other current financial assets".

27.13. Income taxes

(In Euro thousands)	2024	2023
Current income taxes	(113,171)	(40,340)
Prior year taxes	4,242	(2,892)
Deferred tax income	10,816	2,438
Deferred taxes	(808)	(15,913)
Total	**(98,921)**	**(56,707)**
TAX RATE	*-31.8%*	*-30.5%*

Estimated income taxes amount to Euro 98,921 thousand, an increase of Euro 42,214 thousand, mainly due to the significant higher pre-tax income compared to the previous year, driven by the operating performance in 2024.

The effective tax rate was approx. 31.8%, improving slightly on the average tax rate reported in 2023 and based on the various countries in which Group operations are carried out, which is now more focused on the Middle East and thus subject to the full Italian tax rate; in 2024, tax losses were also reported in some areas in relation to initiatives being completed and partnerships with third parties, against which no deferred tax assets are currently recognized.

Current income taxes mainly includes "IRES" Italian corporation tax and foreign overseas corporation tax as well as an estimate of the "IRAP" Italian regional income tax and other taxes.

Prior year taxes mainly includes the negative differences arising between the amounts accrued for taxes and the actual tax declarations for the year.

The net amount of deferred tax income reflects the effect of the recognition of deferred tax assets computed in the period on temporary changes deductible in future periods, ; the deferred tax charges refers to temporary differences which are taxable in future periods mainly due to differences in accounting standards applied locally especially in relation to some foreign subsidiaries.

On December 21, 2023, MAIRE (together with its subsidiary TECNIMONT S.p.A.) was admitted to the "Collaborative Compliance" regime, following the positive assessment by the Tax Agency on the adequacy of the 'Tax Control Framework', i.e. the internal control system adopted for the detection, measurement, management and control of tax risk.

Admission to the scheme, effective from the 2022 tax year, allows for the establishment of a collaborative and transparent relationship with the tax authorities, also permitting the prior analysis of situations likely to generate potential tax risks and thus ensuring an increased level of certainty and oversight over the main tax issues.

MAIRE S.p.A. has also adopted a Tax Strategy, applicable to all Group subsidiaries, which contains the basic principles and guidelines of the tax policy aimed at complying with tax regulations.

On January 1, 2024, the Pillar 2 rules under EU Directive No. 2523 of December 14, 2022, implemented in Italy by Legislative Decree No. 209 of December 27, 2023 ("Decree"), came into effect, implementing the international tax reform. These rules apply to the GLV Group, (which includes the MAIRE Group) as GLV Capital S.p.A. is the parent company. Under Pillar 2 rules, entities included in the Group's scope (wherever they may be located) must be subject to an effective income tax level of at least 15%, to be determined on the basis of a comprehensive assessment based on accounting and tax data. In the event that these entities are subject to an effective taxation level of less than 15%, a minimum tax ("Top-Up Tax") will be applied such that the effective taxation level reaches 15%.

In accordance with the disclosure requirements of IAS 12, the GLV Group carried out an analysis, in order to identify the scope of application of the Pillar 2 rules, as well as the potential impacts resulting from the application of the regulations in the various states in which it operates.

Based on the analysis performed, for Pillar 2 purposes, GLV Capital S.p.A. qualifies as the "Ultimate Parent Company" ("UPE") and MAIRE S.p.A. qualifies as a "Partially-Owned Parent Entity" ("POPE").

In line with the provisions of the Decree and the OECD guidelines, the GLV Group has adopted Transitional Safe Harbours ("TSH"), with reference to each country in which it operates. With regard to the States for which none of the TSH tests have been passed, the GLV Group will be required to calculate the level of effective taxation on the basis of the entire set of Pillar 2 rules provided for in the Decree by making the adjustments under these rules therefore to the accounting and tax data of the entities located in those states, including for the purpose of determining - where the level of effective taxation is less than 15% - the amount of the minimum tax due.

The application of TSHs was conducted based on the information available in the Country-by-Country Report, prepared by UPE for FY 2023 and of further information relating to FY 2024, considering the "aggregate data" of the entities belonging to the GLV Group for each state in which it operates ("jurisdictional approach").

Based on this analysis, the following states are considered TSH: (i) Albania, (ii) Algeria, (iii) Angola, (iv) Saudi Arabia (v) Azerbaijan, (vi) Belgium (vii) Brazil, (viii) Bulgaria, (ix) Cameroon, (x) Chile (xi) China (xii) Croatia (xiii) Egypt, (xiv) Philippines, (xv) France, (xvi) Germany, (xvii) Greece, (xviii) India, (xix) Iran, (xx) Italy, (xxi) Kuwait, (xxii) Indonesia, (xxiii) Libya (xxiv) Mexico, (xxv) Nigeria, (xxvi) Oman (xxvii) Netherlands, (xxviii) Poland (xxix) Qatar (xxx) United Kingdom, (xxxi) Dominican Republic, (xxxii) Romania (xxxiii) Russia, (xxxiv) Spain (xxxv) Switzerland, (xxxvi) Turkey (xxxvii) USA, (xxxviii) Portugal.

The following states may not be considered TSH: (i) UAE and (ii) Malaysia However, the combined application of the TSH and Pillar 2 rules, according to the assessments so far, is not expected to result in any Top-Up-Tax related exposure for the MAIRE Group in FY2024.

The above considerations are based on a prospective assessment of the tax charge, determined in light of currently available data and information and based on a simplified approach. This estimate will be updated when the appropriate Pillar 2 statements are prepared (in the June 30, 2026 deadline currently stipulated in the regulations).

Finally, it should be noted that, in accordance with IAS 12, the company has not recognized any effect for deferred taxation purposes arising from the entry into force of the Pillar 2 rules as of January 1, 2024.

27.14. Earnings per share

The share capital of MAIRE S.p.A. comprises ordinary shares, whose earnings per share is calculated dividing the Group net income in 2024 by the weighted average number of MAIRE S.p.A. shares in circulation in the period considered.

Therefore, at the reporting date, following the acquisition of 186,100 treasury shares, the number of shares in circulation was 328,454,332. This figure was used as the denominator for the calculation of the earnings per share at December 31, 2024.

Basic earnings per share, net of treasury shares, amounts to Euro 0.605 and up significantly on the previous year, essentially as a result of higher net income for the year, primarily due to increased volumes and strong financial management in 2024.

(In Euro)	2024	2023
Number of shares in circulation	328,640,432	328,640,432
(Treasury shares)	(186,100)	(123,086)
Number of shares to calculate earnings per share	328,454,332	328,517,346
Group net income	198,681,727	125,356,091
Earnings per share (Euro)		
Group basic earnings per share	**0.605**	**0.382**
Group diluted earnings per share	**0.605**	**0.382**

Diluted earnings equate to basic earnings in the absence of dilutive elements.

28. Notes to the Balance Sheet

28.1. Property, plant and equipment

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Land	2,871	473	3,344
Buildings	25,772	599	26,371
Plant & machinery	5,409	(173)	5,236
Assets in progress and advances	0	36	36
Industrial & commercial equipment	595	481	1,076
Other assets	13,992	3,600	17,592
Total	**48,638**	**5,016**	**53,655**

The following table illustrates the changes in the historical cost, accumulated depreciation and net book values for the year 2024:

(In Euro thousands)	Land	Buildings	Plants & equipment	Industrial and commercial equipment	Other assets	Assets in progress and advances	Total
Net book value at December 31, 2023	**2,871**	**25,772**	**5,409**	**595**	**13,992**	**0**	**48,638**
Increases	0	75	1,134	763	8,347	36	10,354
Disposals	0	0	0	0	0	0	0
Depreciation	0	(1,102)	(1,616)	(241)	(4,704)	0	(7,663)
Cost reclassification/adjustments	0	0	0	(37)	(109)	0	(146)
Change to consolidation scope	442	1,583	282	0	67	0	2,373
Revaluations/(Write-downs)	0	0	0	0	0	0	0
Other changes	32	44	27	(4)	(1)	0	98
Net book value at December 31, 2024	**3,344**	**26,371**	**5,236**	**1,076**	**17,592**	**36**	**53,655**
Historic cost	*3,344*	*37,770*	*16,896*	*4,243*	*69,108*	*36*	*131,396*
Accumulated depreciation	*0*	*(11,398)*	*(11,659)*	*(3,167)*	*(51,516)*	*0*	*(77,741)*

The movements in the year principally concern acquisitions of plant and machinery, improvements to leased and owned buildings, furniture and fittings and the purchase of EDP as a result of the significant growth in activity and personnel, net of depreciation in the year. Additional increases are a result of the change in the consolidation scope for the 2024 acquisitions.

The principal changes related to:

- Land, with a net increase of Euro 474 thousand, for Euro 442 thousand as a result of the change in the consolidation scope following the acquisition in 2024 related to KTI Poland, the company owning a Building and related land. The residual movement concerns the conversion of items in foreign currency;
- Buildings, with a net increase of Euro 599 thousand, again mainly as a result of the change in the consolidation scope for the 2024 acquisition related to KTI Poland, the company owning a Building for Euro 1,583 thousand. The further increases are related to improvements on buildings owned by the Indian subsidiary; all net of the effect of depreciation for the year and the conversion of foreign currency items;
- Plant and machinery, with a net decrease of Euro 173 thousand, mainly due to depreciation in the year net of purchases of specific plants for the production plant of MyReplast Industries S.r.l. and residually other purchases of small construction site machinery and for the change in the consolidation scope for the acquisitions in 2024;
- Industrial and commercial equipment, with a net increase of Euro 481 thousand, principally for the purchase of equipment by the Indian subsidiaries TECNIMONT Private Limited and Tecni and Metal Private Limited following the increase in activities, net of depreciation in the year;
- Other assets, with a net increase of Euro 3,600 thousand, mainly concern further leased factory improvements, the acquisition of furniture for offices and EDP, mainly in relation to the new offices in India and in the offices worldwide, which has improved the capacity to support the expanding global operations, in line with the Group's ten-year strategic plan.

For comparative purposes the changes relating to the previous year are shown below:

(In Euro thousands)	Land	Buildings	Plants & equipment	Industrial and commercial equipment	Other assets	Assets in progress and advances	Total
Net book value at December 31, 2022	**2,910**	**24,210**	**6,409**	**1,446**	**8,586**	**524**	**44,084**
Increases	0	1,833	661	36	7,645	138	10,312
Disposals	0	0	(105)	0	0	0	(105)
Depreciation	0	(307)	(1,618)	(261)	(3,684)	0	(5,871)
Cost reclassification/adjustments	0	0	0	(626)	1,287	(661)	0
Change to consolidation scope	0	0	38	0	160	0	197
Revaluations/(Write-downs)	0	0	0	0	0	0	0
Other changes	(39)	35	25	0	0	0	21
Net book value at December 31, 2023	**2,871**	**25,772**	**5,409**	**595**	**13,992**	**0**	**48,638**
Historical cost	2,871	36,034	15,333	3,582	58,583	0	116,402
Accumulated depreciation	0	(10,262)	(9,924)	(2,987)	(44,590)	0	(67,763)

The recoverability of the goodwill and of the other intangible and tangible fixed assets is verified at least once a year also in the absence of indicators of loss in value. For further information reference should be made to the paragraph "Goodwill".

In relation to "climate change", the Group is potentially exposed to different types of risks; the analyses conducted consider both short and medium-to long-term prospects, with forecasts extending to 2030 and 2050; they also include an in-depth analysis of how three different climate change scenarios (based on IPCC1 data) could affect MAIRE's activities. The results show a low level of exposure to both physical and transition risks, which is further balanced by business opportunities arising from the development of technology and engineering solutions dedicated to decarbonization and energy transition. The same highlight the Group's ability to adapt and evolve in a rapidly changing environment with an increasingly resilient business model.

It should also be noted that property, plant and equipment, which totaled Euro 53,655 thousand at December 31, 2024, included land and property in the amount of Euro 23,780 thousand for the offices of a number of Group companies; the carrying amount is the same as the fair value measured annually based on the nature of the properties, some of which are located in major international financial and commercial districts, such as Mumbai, Beijing, Rome and near Warsaw. No significant exposure to risks and related impacts from climate change is expected.

Property, plant and equipment for an additional Euro 9,934 thousand relates to the advanced mechanical plastics recycling facility in Bedizzole, the province of Brescia, of the subsidiary MyReplast Industries S.r.l. (NEXTCHEM Group). This facility uses the patented upcycling technology of MyReplast(TM) with an annual capacity of 40,000 metric tons and recycling efficiency of 95% and is subject to constant efficiency upgrades and other maintenance. More specifically, the MyReplast(TM) upcycling technology, which underpins the Bedizzole facility, allows for the mechanical recycling of post-consumer plastic waste and, through a subsequent chemical compounding treatment of the recycled polymer flakes of high added value, produces materials with characteristics similar to plastics originally produced from fossil fuels. Given the nature of this industrial facility, which is fully aligned with the objectives of the energy transition, no risks related to climate-change issues have been identified. Indeed, there is an opportunity to increase the use of recycled plastics and to replicate this same type of facility for other clients.

The remainder of property, plant and equipment, amounting to Euro 19,940 thousand, is mainly related to office furniture, electronic machines (PCs and other computer components), specific installations for IT infrastructure, accessory components for the Group's offices and leasehold improvements. It is expected that the majority of these assets will be fully depreciated in the short to medium term, during which the exposure to risks and impacts arising from climate change may be considered very low.

Within this landscape, the climate risk in the measurement of property, plant and equipment line is considered insignificant.

28.2. Goodwill

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Goodwill	327,179	40,926	368,105
Total	**327,179**	**40,926**	**368,105**

This account, amounting to Euro 368,105 thousand, increased by Euro 40,926 thousand in 2024.

This account includes the consolidation differences concerning:

- for Euro 135,249 thousand the acquisition of the TECNIMONT Group;
- for Euro 53,852 thousand the acquisition and subsequent merger of MAIRE Engineering S.p.A. into MAIRE Investimenti S.p.A. (following the merger MAIRE Investimenti S.p.A. changed its name to MAIRE Engineering S.p.A), net of the write-down of Euro 10,000 thousand in 2013;
- for Euro 18,697 thousand the acquisition and subsequent merger by MAIRE Engineering of other construction and engineering companies;
- for Euro 55,284 thousand the acquisition of the subsidiary TECNIMONT Private Limited;
- for Euro 137 thousand the purchase of the share capital of Noy Engineering S.r.l.;
- for Euro 2,184 thousand the acquisition of the subsidiary Stamicarbon B.V.;
- for Euro 26,351 thousand the acquisition of the KT Group;
- for Euro 1,398 thousand the acquisition in 2019 of MyReplast Industries S.r.l.;
- For Euro 1,169 thousand the acquisition in 2019 of Protomation B.V.;
- For Euro 1,048 thousand the acquisition in 2022 of 51% of Tecni and Metal Private Limited, an Indian company engaged in construction and specifically mechanical and piping work for Oil & gas, petrochemical and fertilizer plants;
- For Euro 28,288 thousand the acquisition in 2023 of Conser S.p.A.;
- For Euro 5,665 thousand the acquisition in 2023 of MyRemono S.r.l.

The movements in 2024 concerned:

- For Euro 3,620 thousand concerning the acquisition of HyDep S.r.l. and of Gruppo Dragoni S.r.l., whose gain was allocated to goodwill. For further details, reference should be made to the "Consolidation scope" section;
- For Euro 23,183 thousand concerning the acquisition of GasConTec GmbH, whose gain was partially allocated to goodwill. For further details, reference should be made to the "Consolidation scope" section;
- For Euro 11,989 thousand concerning the acquisition of the APS Group, whose gain was temporarily allocated to goodwill while awaiting the finalization of the PPA. For further details, reference should be made to the "Consolidation scope" section;
- For Euro 2,100 thousand concerning the reclassification to assets and liabilities held-for-sale for the portion of the Integrated E&C Solutions CGU related to the assets tied to the management and maintenance of plant and equipment at large-scale, highly complex properties and infrastructures and other routine and extraordinary maintenance, installation and management of plant and buildings under the umbrella of facilities management attributable to the company SE.MA. Global Facilities S.r.l.. after the divestment process was halted during 2024;
- For Euro 34 thousand, due to the conversion of amounts in foreign currencies in 2024.

In application of the IAS 36 impairment method, the MAIRE Group identified the Cash Generating Units (CGU) which represent the smallest identifiable group of assets capable of generating cash flows largely independently within the consolidated financial statements. The maximum level of the aggregation of the CGU's is represented by the segments of activities as per IFRS 8.

The goodwill was allocated to the cash generating units from which the related benefits from the business combination are expected to arise.

The CGU's were identified with similar criteria to the previous year also in line with the representation of the operating segments.

The table below summarizes the value of goodwill allocated by sector and the movements in the year:

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Integrated E&C Solutions	288.5	14.1	302.7
Sustainable Technology Solutions	38.7	26.8	65.5
Total	**327.2**	**40.9**	**368.1**

The features of these CGUs are outlined below:

I. **Sustainable Technology Solutions (STS):** in which all of NEXTCHEM's sustainable technology solutions are concentrated, as well as high value-added services aimed primarily at the energy transition. This CGU, given its technological nature, expresses low volumes but with significantly high margins, also accompanied by a low level of risk. The CGU is thus focused on three distinct product lines, i.e.: 1) Nitrogen Fertilizers; 2) Low Carbon Energy Vectors; and 3) Circular Solutions;

II. **Integrated E&C Solutions (IE&CS):** covering the general contractor executive responsibilities and all typical EPC (Engineering, Procurement and Construction) project activities and synergies on projects with integrated technologies and processes. Given the nature of these activities, high volumes for this CGU are expected and margins in line with the average for EPC contracts. This CGU may also provide services or operate in partnership with the "STS" CGU, given the growing demand for investments in solutions that are increasingly oriented towards decarbonization.

The recoverability of the goodwill and of the other intangible and tangible fixed assets is verified at least once a year also in the absence of indicators of loss in value.

Given the general global landscape, which has been affected by the ongoing geopolitical tensions, and the condition of the financial markets specifically, which reflect the expectations on monetary policy by the leading central banks and the impact this could have on economic growth and inflation, the Group has paid special attention to the balance sheet accounts most impacted by this uncertainty and has consequently updated the related estimates.

The analysis of the recoverability of the goodwill and the other tangible and intangible fixed assets was undertaken in conjunction with an independent expert, utilizing the cash flows based on the 2025 Budget and the 2025-2034 Business Plan approved by the Board of Directors on March 4, 2025.

The assumptions and strategic assumptions underlying the Group's plan update reflect Management's best estimates of the key assumptions underlying business operations, including assessments on continuing international geopolitical tensions.

The underlying assumptions and the corresponding financials take into account the various scenarios summarized in the plan update and are considered appropriate for the impairment test; the analysis was conducted with the support of an independent expert.

The principal assumptions reflected in the 2025 Budget and the 2025-2034 Business Plan take into account the still high order backlog existing at December 31, 2024, following the important acquisitions in 2024, which are amongst all-time high levels for the Group.

Environmental protection is a key factor and essential corporate goal for MAIRE Group. The Group is continuously engaged in the control and mitigation of environmental and ecosystem impacts associated with development projects and office activities. The Group's environmental policy is defined at the engineering stage, representing an opportunity to propose technological solutions to minimize environmental impacts, with consequent environmental and economic benefits for clients, stakeholders and the entire community.

In relation to "climate change", the Group is potentially exposed to different types of risks; the analyses conducted consider both short and medium-to long-term prospects, with forecasts extending to 2030 and 2050; they also include an in-depth analysis of how three different climate change scenarios (based on IPCC1 data) could affect MAIRE's activities. The results show a low level of exposure to both physical and transition risks, which is further balanced by business opportunities arising from the development of technology and engineering solutions dedicated to decarbonization and energy transition. The same highlight the Group's ability to adapt and evolve in a rapidly changing environment with an increasingly resilient business model.

These risks and opportunities have been considered in the preparation of this Annual Financial Report, and also in the Group's business plan used to support the impairment test of goodwill and other assets.

For further details on climate change risk, please refer to the "Risks and uncertainties" section of the Directors' Report.

Finally, the approved 2025-2034 Business and Financial Plan includes ESG (environmental, social and governance) sustainability indicators which formed the basis for updating the "Group Sustainability Plan" and were identified and prioritized according to the various business lines and the relative Sustainable Development Goals ("SDGs"). In this way, the Plan links operating-financial and sustainability objectives, allowing for integrated strategic planning.

It should be noted that the evolving sensitivity to issues related to "climate change" are already generating significant new business opportunities, and in fact the 2025 Budget and 2025-2034 Business Plan also include forecasts regarding energy transition activities; the drive to reduce its carbon footprint motivates the Group to increasingly strengthen the development of sustainable technology solutions, driven by growing demand from both traditional and new clients in hard-to-abate sectors, and to strengthen further the integration of traditional technology solutions serving downstream activities with innovative, more sustainable technology propositions developed in-house or otherwise available through agreements with third-party technology partners, in the companies within the NEXTCHEM Group.

Investments will continue to be focused on expanding the portfolio of technologies related to the energy transition, with a particular focus on technological solutions associated with the green, blue or circular hydrogen chain, with a realistic approach that, in the face of increasing consumption of fuels, polymers and fertilizers, is able to combine the operating-financial constraints of fossil fuel processing industries over time with the pressing needs for decarbonization of the manufacturing world globally.

The recoverable value of the cash-generating units, whose individual goodwill were allocated, was determined through the determination of the value in use, considered as the present value of the expected cash flows, utilizing a discount rate which reflects the specific risks of the individual cash-generating units at the valuation date. The book value of the CGU's (carrying amount) includes the book value of the net assets invested which may be attributed directly, or separated based on a reasonable and uniform criterion, to the CGU's. The net working capital items are included in the calculation of the book value and of the recoverable value. The working capital items are in addition separately tested for loss in value, in accordance with the applicable accounting standards.

The value in use was determined based on the estimated future cash flows discounted which the CGU will be capable of producing in the future. The estimated cash flows include the recharge of general and administration costs (G&A) of the Group for all the CGU's. The value of the cash flows was expressed net of the notional imposition, considering the tax benefit relating to any deductibility of amortization and depreciation. Consideration was also taken of changes in net working capital and in relation to fixed capital investment.

For the calculation of the recoverable value, the income streams refer to the business planning period, as well as a Terminal Value; specifically, for the Sustainable Technology Solutions CGU with greater engagement in the activities related to the energy transition, the explicit period of 10 years was considered, while for the Integrated E&C Solutions CGU the explicit period of 5 years was considered. Relating to the estimate of the Terminal Value, the last year of the cash flows was not taken as an expression of the "normalized" cash flow, but rather the average margin of the Plan future cash flows of the explicit 5-year plan for the Integrated E&C Solutions CGU's and of the last 5 years for the 10-year plan of the Sustainable Technology Solutions CGUs were considered.

The "normalized" cash flow was capitalized considering a growth rate between an interval of 1% and 3% for the Integrated E&C Solutions CGU and between 1% and 3% for the Sustainable Technology Solutions CGUs. For the purposes of the discounting of the operating cash flows, the interest rate identified was the weighted average cost of capital (WACC) post tax. The parameters used to estimate the discount rates (Beta and Net Financial Position) were determined on the basis of a basket of comparable companies operating in the "Plant Engineering" sector for the Integrated E&C Solutions CGU and in the Licensing and Green Chemistry sector for the Sustainable Technology Solutions CGU, calculating for each the key financial indicators, as well as the most significant market values.

The risk-free rate utilized considered the Eurirs average 6 months rate, the expected medium/long-term inflation rate for the reference countries and the relative Country Risk Premium (determined on the basis of the differential between the country CDS spread and the country benchmark CDS spread). The market risk premium was estimated at 5.5%. It was considered appropriate to consider a specific risk for each CGU above the relative discounting rate; this premium was determined based on the comparison between the size of the CGU and the companies utilized for the estimate of the Beta Unlevered. This risk was increased by a Company Specific Risk Premium in relation to the conditions of the individual CGU.

For the cost of equity component, the rate was prudently increased to reflect any execution risk connected to the business risk and specifically by 1 percentage point for the Integrated E&C Solutions CGU and also in relation to the Sustainable Technology Solutions CGU.

These analyses, based on the currently available information, did not point to critical issues concerning application of the policies adopted in preparing the financial statements, nor impairment losses on the amounts recognized. In fact, for all CGU's, the recoverable value as presented above is higher than the net carrying amount of the Net Capital Employed of the CGU's.

A sensitivity analysis was also undertaken on the basis of the changes in the following parameters: i) discount rate, ii) growth rate for the estimate of the Terminal Value, and iii) EBITDA for the plans under consideration (-10%/+10%); based on this analysis, the range of the recoverable value of the CGU's was determined.

Discount rate (WACC post tax)	Lower extreme	Higher extreme
Integrated E&C Solutions CGU	8.7%	10.7%
Sustainable Technology Solutions CGU	9.1%	11.1%

Growth rate beyond plan period	Lower extreme	Higher extreme
Integrated E&C Solutions CGU	1%	3%
Sustainable Technology Solutions CGU	1%	3%

The results of these sensitivity analyses did not highlight any impacts on the values recorded by the CGU's.

As inflation has gradually slowed in 2024, there has been a slight reduction in rates, which in recent months have stabilized at levels that still reflect uncertainties related to economic growth. This has affected the risk-free rate used to construct the rate, which has thus been reduced compared to 2023. Lower market volatility also had an effect on the betas of the comparables, which on the whole were lower than in 2023; overall, the 2024 discount rates-WACC-used were down by about -2% for the Sustainable Technology Solutions CGU and -1% for the Integrated E&C Solutions CGU. At the same time, long-run inflation expected to stabilize at around 2% from 2025 onward affected the "g" growth rate beyond the planning horizon used in the model, which in 2024 averaged -0.4% lower for the Sustainable Technology Solutions CGU and -0.2% lower for the Integrated E&C Solutions CGU.

In the application of this method, management utilized assumptions, including the estimate of the future increases in the backlog, revenues, gross margin, operating costs, growth rate of the terminal value, investments and average weighed cost of capital (discount rate). The cash flow forecasts refer to current business conditions, therefore they do not include cash flows related to events of an extraordinary nature.,

The estimates and the budget data were determined by Group management based on past experience and forecasts relating to the development of the Group's markets. However, the estimate of the recoverable value of the cash generating units requires discretionary interpretation and the use of estimates by management. The Group cannot guarantee that there will not be a loss in value of the goodwill in future years. In fact, various market environment factors may require a review of the value of goodwill. The circumstances and events which could give rise to a further loss in value will be monitored constantly by the Group.

28.3. Other intangible assets

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Development costs	133	(53)	80
Patent rights	29,686	932	30,618
Concessions, licenses, trademarks and similar rights	1,678	(414)	1,264
Other	42,862	(6,092)	36,769
Assets in progress and advances	41,684	25,961	67,645
Contractual costs	21,721	(5,591)	16,130
Total	**137,763**	**14,743**	**152,506**

The following table illustrates the changes in the historical cost, accumulated depreciation and net book values for the year 2024:

(In Euro thousands)	Development costs	Patent rights	Concessions, licenses, trademarks and similar rights	Others	Assets in progress and advances	Backlog orders outstanding	Contractual costs	Total
Net book value at December 31, 2023	**133**	**29,686**	**1,678**	**42,862**	**41,684**	**0**	**21,721**	**137,763**
Increases	0	179	570	1,395	23,653	0	5,284	31,082
Disposals	0	0	0	0	0	0	0	0
Amortization	(53)	(2,963)	(914)	(7,991)	0	0	(10,879)	(22,801)
Cost reclassification/adjustments	0	78	(78)	409	2,309	0	0	2,718
Change to consolidation scope	0	3,635	19	70	0	0	0	3,724
Revaluations/(Write-downs)	0	0	0	0	0	0	0	0
Other changes	0	2	(12)	24	0	0	4	18
Net book value at December 31, 2024	**80**	**30,618**	**1,264**	**36,769**	**67,646**	**0**	**16,130**	**152,506**
Historical cost	*791*	*55,459*	*20,190*	*93,232*	*67,645*	*43,296*	*89,317*	*369,930*
Accumulated amortization	*(711)*	*(24,842)*	*(18,926)*	*(56,463)*	*0*	*(43,296)*	*(73,187)*	*(217,423)*

The value of the other intangible assets at December 31, 2024 amounted to Euro 152,506 thousand, with an increase of Euro 14,743 thousand compared to December 31, 2023; this increase mainly derives from the combined effect of investments and the internal development of technologies, new software and relative developments to support the business and corporate security, net of amortization for the year.

The allocation of a number of gains that emerged when allocating the PPA purchase price in accordance with IFRS 3 revised in relation to the 2024 acquisitions referring to Hydep S.r.l., Gruppo Dragoni S.r.l. and GasConTec GmbH also contributed to the increase in the item. For the last acquisition in chronological order relating to the APS Group, the PPA process was not completed and the temporary allocation was made exclusively to the item Goodwill.

Finally , the Group's subsidiary MET Development, a company identified by the Group to initiate, promote and co-develop economical, sustainable and industrially validated projects in the Group's key business areas, leveraging technical, industrial, commercial and financial capabilities, during 2024 incurred initial costs for projects to develop a plant to convert waste to methanol and hydrogen through a gasification plant and an aviation fuel facility (SAF) based on NX PTU and NX SAF technologies.

The principal changes in the year related to:

- Development costs, a gain arising from a previous acquisition by Stamicarbon of the company Protomation, with a net decrease of Euro 53 thousand, principally due to amortization in the year;
- Patent rights, with a net increase of Euro 932 thousand, with the changes mainly referring to the new technologies and intellectual property rights (patents and licenses) developed by the Group. Also contributing to the increase is the allocation of a number of gains arising from the purchase price allocation (PPA) in accordance with the revised IFRS 3 related to the acquisition of Gascontech essentially related to the value of this company's patents. The decreases mainly related to the amortization in the year;
- Concessions, licenses and trademarks, with a net decrease of Euro 414 thousand, mainly due to the amortization in the year net of costs incurred for the purchase of software licenses for operational activities, engineering applications and the management of business processes; ;
- Other intangible assets, with a total net decrease of Euro 6,092 thousand mainly as a result of amortization for the year, net of increases related to validated and ready-to-use technologies and other capitalized costs for software introduced.
- The account for Euro 9,934 thousand also includes the University of Florence's "Birillo" university campus concession initiative of the subsidiary BiOne S.r.l.;
- Assets in progress and on account posted a net increase of Euro 25,961 thousand, which refers mainly to costs related to the development of new technologies, as part of the Group's Green Acceleration process. These investments concern development processes and technologies still under way and other new technologies and projects in line with the sustainable technology portfolio expansion strategy undertaken by the Group. The total also includes the development of new software and related implementation that is still under way in support of the business and of security aimed at integrating advanced digital solutions into the technology offering. For details, see the section "ICT and Information Systems" in the Directors' Report. Finally, the item also includes MET Development costs incurred for the initial stages of projects to develop a plant to convert waste to methanol and hydrogen through a gasification plant and an aviation fuel facility (SAF) based on NX PTU and NX SAF technologies.
- "Contractual costs", equal to Euro 16,130 thousand and with a net decrease of Euro 5,591 thousand, include costs for the obtaining of contracts and contract fulfillment costs, accounted as per IFRS 15 which stipulates the capitalization of costs to obtain the contract, considered as 'incremental', and costs incurred to fulfil the contract which enable the entity to make use of new or greater resources to satisfy performance obligations in future ('pre-production costs). These capitalized costs are amortized based on the advancement of the work on the contract, with the changes due to amortization in the year, net of new capitalizations on orders in 2024 and the relative activities undertaken before the acquisition that were lower than the progress of orders acquired in previous periods.

For comparative purposes the changes relating to the previous year are shown below:

(In Euro thousands)	Development costs	Patent rights	Concessions, licenses, trademarks and similar rights	Others	Assets in progress and advances	Backlog orders outstanding	Contractual costs	Total
Net book value at December 31, 2022	**186**	**24,817**	**1,951**	**36,275**	**32,534**	**0**	**14,562**	**110,324**
Increases	30	204	772	2,545	18,697	0	16,367	38,616
Disposals	0	0	0	0	0	0	0	0
Amortization	(83)	(2,770)	(1,110)	(7,141)	0	(2,602)	(9,208)	(22,913)
Cost reclassification/adjustments	0	0	0	11,183	(11,183)	0	0	0
Change to consolidation scope	0	7,445	24	0	1,635	2,602	0	11,706
Revaluations/(Write-downs)	0	0	0	0	0	0	0	0
Other changes	0	(11)	39	0	0	0	0	28
Net book value at December 31, 2023	**133**	**29,686**	**1,678**	**42,862**	**41,684**	**0**	**21,721**	**137,763**
Historical cost	791	51,222	19,585	94,576	41,684	43,296	85,628	336,780
Accumulated amortization	(658)	(21,536)	(17,907)	(51,714)	0	(43,296)	(63,908)	(199,018)

The recoverability of the goodwill and of the other intangible and tangible fixed assets is verified at least once a year also in the absence of indicators of loss in value. For further information reference should be made to the paragraph "Goodwill".

28.4. Right-of-use – Leasing

(In Euro thousands)	31-12-23	Increases	Decreases	Depreciation for the year	Other changes	31-12-24
Right-of-use - Leasing - Historical cost	214,934	40,822	(9,697)	0	853	246,912
(Right-of-use - Leasing - Accumulated depreciation)	(87,192)	0	5,085	(30,066)	(257)	(112,430)
Total	**127,742**	**40,822**	**(4,612)**	**(30,066)**	**595**	**134,482**

The value of Right-of-use recognized according to IFRS 16 at December 31, 2024 was Euro 134,482 thousand, with a net increase on December 31, 2023 by Euro 6,740 thousand; this movement is mainly due to a combined effect of depreciation in the year, net of new contracts and the early closure of some contracts. In 2024, in line with the expanded Group operations, a significant increase in new IFRS 16 contracts is reported for the leasing of new office spaces or at the various worksites.

The other changes mainly refer to the translation effect of amounts in foreign currencies.

The right-of-use - leasing account mainly concerns usage rights for the office use buildings hosting Group offices and also at various work sites, some key Group assets and also motor vehicles, as follows:

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Land	49	(20)	29
Buildings	115,274	5,183	120,457
Plant & machinery	0	0	0
Other assets	12,419	1,577	13,996
Total	**127,742**	**6,740**	**134,482**

28.5. Investments in associates and Joint Ventures

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Investments in associates:			
• Studio Geotecnico Italiano	987	3	990
• Desimont Contracting Nigeria (*)	0	0	0
• JV TSJ Limited (*)	0	0	0
• Tecnimont Construction Co WLL-Qatar	15	0	15
• HIDROGENO CADEREYTA – S.A.P.I. de C.V. (*)	0	0	0
• Biolevano S.r.l.	11,820	37	11,857
• Kazakhstan JV Tecnimont KZ LLP (*)	0	0	0
• Gulf Compound Blending Ind Ltd	5	71	76
• G.C.B. General Trading Ltd (*)	19	(19)	0
• Hazira Cryogenic Eng.&Cons Management Pvt. Ltd.	103	4	107
• Fertighy Iberia S.L.	500	465	965
• SMC S.c.a.r.l.	0	20	20
Total	13,450	580	14,030

(*) The investment was completely written down and a provision for accumulated losses is recorded under provisions for risks and charges.

During 2024, the following changes took place in the investments held in associates and joint ventures following their valuation at equity, their results and/or the setting up of new operating entities:

- the investment in Gulf Compound Blending Ind Ltd reports an overall decrease of Euro 320 thousand, following the negative valuation at equity, of which Euro 5 thousand the reduction to zero of the value of the investment and for the excess initially classified to provisions for charges, as a future obligation to cover the balance sheet requirements of the investee, a recapitalization that then took place with partial waiver of an intercompany loan for approx. Euro 391 thousand;
- the investment in G.C.B. General Trading Ltd also recognized a negative valuation at equity of Euro 273 thousand, of which Euro 19 thousand the reduction to zero of the value of the investment and for the excess classified to provisions for charges beyond 12 months, as a future obligation to cover the balance sheet requirements of the investee;
- the equity investment in Hazira Cryogenic increased by Euro 4 thousand as a result of currency effects;
- the investment in FertigHy Iberia also in this case registered a negative valuation at equity for Euro 107 thousand, net of a subsequent capital increase subscribed by shareholders;
- the investment in Studio Geotecnico S.r.l. reports an overall increase of Euro 2 thousand following the positive valuation at equity.
- the investment in the consortium SMC S.c.a.r.l. recorded an overall increase of Euro 20 thousand as a result of the reclassification from the item assets and liabilities held-for-sale after the process of selling its parent company, SE.MA. Global Facilities S.r.l.. was discontinued during 2024;
- the investment in Biolevano S.r.l. reports an overall increase of Euro 37 thousand following the positive valuation at equity.

With regard to the 30% holding in Biolevano S.r.l., following the investigation launched by the judiciary in early 2021 regarding incentives for the production of electricity from renewable sources, the MAIRE Group is not under investigation in any way, but the company's shares were initially seized as a precautionary measure and the management of the company continued under the supervision of the court-appointed Commissioner pending developments in the investigations underway. Later in 2021, the precautionary measures against the company and the other subjects of the investigation all eventually lost their efficacy, resulting in the revocation of the administrative receiver and the desequestration of Biolevano's plant and all corporate, administrative and financial documentation.

The criminal investigation referred to in the proceedings at the Pavia Court upon the alleged misconduct continued during 2023 and until February 26, 2024, on which the Pavia Magistrate's Court issued a verdict of non-suit against all defendants.

In this context, GSE S.p.A. (Energy Services Manager) by a measure dated April 24, 2024 reinstated the Convention suspended in March 2021, for now limited to the K1.3 incentive, and subsequently arranged for the payment of the amount accrued for this incentive factor, net of the theoretical amount due for the return of the 2018 K0.5 incentive of approx. Euro 7 million.

The ARERA resolution of April 9, 2024 which establishes the "guaranteed minimum price" to which producers of electricity from solid biomass will be entitled, offers Biolevano the prospect of operating in the medium/long term since the mechanism of "guaranteed minimum prices" does not have a time limit and the Plant is expected to be able to comply with the emission parameters over a long period.

The breakdown of associates and joint ventures is as follows:

Company	Location/	Currency	Share capital	% Group	Through:	%
Studio Geotecnico Italiano	ITA	EUR	1,550,000	46.656%	Tecnimont S.p.A.	46.086%
Desimont Contracting Nigeria	Nigeria	NGN	0	45.000%	Tecnimont S.p.A.	45.000%
JV TSJ Limited	Malta	USD	123,630	55.000%	Tecnimont S.p.A.	55.000%
Tecnimont Construction Co WLL-Qatar	Qatar	QAR	42,000	49.000%	Tecnimont Services S.p.A.	49.000%
HIDROGENO CADEREYTA – S.A.P.I. de C.V.	Mexico	MXN	10,000	40.700%	KT S.p.A.	40.700%
Biolevano S.r.l.	ITA	EUR	18,274,000	30.000%	Tecnimont S.p.A.	30.000%
SMC S.c.a.r.l.	ITA	EUR	100,000	20.000%	SE.MA. Global Facilities S.r.l.	20.000%
Kazakhstan JV Tecnimont KZ LLP	KZT	KZT	193,000,000	50.000%	Tecnimont S.p.A.	50.000%
Gulf Compound Blending Ind Ltd	UAE	AED	3,672,000	37.500%	Met T&S Management Ltd	37.500%
G.C.B. General Trading Ltd	UAE	AED	280,000	37.500%	Met T&S Management Ltd	37.500%
Hazira Cryogenic Eng.&Cons Management Pvt. Ltd.	INDIA	INR	500,000	45.000%	Tecnimont Private Ltd	45.000%
Fertighy Iberia S.L.	SPAIN	EUR	1,750,000	14.290%	Met Development S.p.A.	14.290%

The key financial highlights of the principal associates and joint ventures and the reconciliation with the book value of the investments is shown below:

2024 KEY FINANCIAL HIGHLIGHTS

(In Euro thousands)	Studio Geotecnico (*)	Biolevano S.r.l. (*)	G.C.B. General Trading Ltd (*)	Gulf Compound Blending Ind Ltd (*)	Tecnimont KZ LLC
NON-CURRENT ASSETS	34	23,466	128	7,691	41
CURRENT ASSETS	4,086	37,971	2,511	97	570
FINANCIAL ASSETS	1,355	1,151	77	16	260
TOTAL ASSETS	5,475	62,588	2,716	7,804	871
SHAREHOLDERS EQUITY	2,105	39,523	-675	202	-3,681
NON-CURRENT LIABILITIES	647	1,670	13	0	0
CURRENT LIABILITIES	2,577	4,298	731	1,725	266
FINANCIAL LIABILITIES (current and non-current)	146	17,096	2,647	5,877	4,286
TOTAL NET EQUITY AND LIABILITIES	5,475	62,588	2,716	7,804	871
REVENUES	1,863	23,969	3,126	230	96
EBITDA	11	1,070	-155	-85	-2,325
TOTAL COMPREHENSIVE INCOME	5	286	-404	-510	-2,325

(*) the figures for FY 2024 are still being approved. The latest available figures were used.

RECONCILIATION WITH THE BOOK VALUE OF THE INVESTMENT

(In Euro thousands)	Studio Geotecnico	Biolevano S.r.l.	G.C.B. General Trading Ltd	Gulf Compound Blending Ind Ltd	Tecnimont KZ LLC
GROUP SHARE	46.7%	30.0%	37.5%	37.5%	50.0%
EQUITY SHARE	982	11,857	-253	76	-1,841
OTHER ADJUSTMENTS/Loss Coverage Provision	8	0	253	0	1,841
BOOK VALUE OF THE INVESTMENTS	990	11,857	0	76	0

With reference to the other investments held by the Group in associates and joint ventures, there are no individually significant investments compared to total consolidated assets, operating activities or regional operations and, therefore, the disclosure required in such cases by IFRS 12 is not provided.

28.6. Financial instruments - Derivatives (Non-current assets)

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Financial instruments - Currency hedging derivatives	606	(606)	0
Financial instruments - Raw material hedging derivatives	95	(95)	0
Financial instruments - Interest rate hedging derivatives	931	(931)	0
Total	1,631	(1,631)	0

Non-current derivative financial instrument assets were zero at December 31, 2024, reducing Euro 1,631 thousand compared to December 31, 2023 and concerned the fair value measurement of the derivative contracts in force at that date.

The interest rate derivatives item was reduced to zero as on December 31, 2024 all Interest Rate Swap (IRS) derivative instruments had been closed, previously entered into to hedge the exposure to the risk of variable interest rate fluctuation on a portion of the loan undertaken by MAIRE S.p.A. of Euro 365 million, backed for 80% of the amount by SACE's Italian Guarantee, which was repaid in advance on a voluntary basis at the end of September 2024.

Items related to derivative instruments entered into to hedge the exposure to foreign exchange risk of future flows associated with contract revenues and costs and raw materials are partly reclassified to short-term, in line with the hedged underlying flows or where the fair-value has become negative and therefore reclassified to liabilities.

28.7. Other non current financial assets

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Equity investments:			
Non-consolidated subsidiaries	76	0	76
Other companies	13,994	524	14,519
Total Investments	**14,071**	**524**	**14,595**
Other financial assets	63,883	2,279	66,162
Total Financial Receivables	**63,883**	**2,279**	**66,162**
Total	**77,953**	**2,804**	**80,757**

The value of non-current financial assets included in the calculation of the adjusted net financial position is Euro 75,922 thousand and does not include the value of the strategic investment in Pursell Agri-Tech, LLC.

INVESTMENTS IN NON-CONSOLIDATED SUBSIDIARIES:

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Investments in non-consolidated subsidiaries:			
• Svincolo Taccone S.c.a.r.l. in liquidation	8	0	8
• Exportadora de Ingegniería y Servicios TCM SpA	68	0	68
• Tecnimont South Africa (PYT) LTD	0	0	0
Total	**76**	**0**	**76**

In 2024, no changes are reported for the non-consolidated subsidiaries.

TECNIMONT Exportadora de Ingegniería y Servicios TCM SpA in Chile is still not operational and was therefore not included in the consolidation. TECNIMONT South Africa, in addition to not being operational, is currently only registered for tax purposes. Conclusion of the liquidation process is awaited for the investment in Svincolo Taccone.

The breakdown of the non-consolidated subsidiaries is as follows:

Company	Location	Currency	% Group	Through:	%
Svincolo Taccone S.c.a.r.l. in liquidation	ITA	EUR	80%	Tecnimont S.p.A.	80%
Exportadora de Ingegniería y Servicios TCM SpA	Chile	CLP	100%	Tecnimont S.p.A.	100%
Tecnimont South Africa (PYT) LTD	South Africa	ZAR	100%	Tecnimont S.p.A.	100%

The investments in non-consolidated subsidiaries mainly refer to consortiums incorporated for specific projects whose corporate duration is related to the duration of the project which is currently either terminated or not yet commenced. Investments in non-consolidated subsidiaries are measured at fair value with changes written to the statement of comprehensive income, although as the investment concerns securities no longer related to operational activity, the fair value does not vary from the cost and the relative portion of equity.

With reference to the investments held by the Group in non-consolidated subsidiaries there are no individually significant investments compared to the total of the consolidated assets, operating activities or regional operations and, therefore, the disclosures required in such cases by IFRS 12 are not provided.

INVESTMENTS IN OTHER COMPANIES:

(In Euro thousands)	31-12-23	Changes in year	31-12-24
• Finenergia S.p.A. in liquidation	26	0	26
• Società Interporto Campano S.p.A.	1,437	0	1,437
• Cavtomi consortium	150	43	193
• Cavet consortium	434	0	434
• Metro B1 S.c.a.r.l.	467	0	467
• RI.MA.TI. S.c.a.r.l.	6	0	6
• Sirio consortium	0	0	0
• Lybian Joint Company	9	0	9
• Kafco L.T.D.	4,795	2,088	6,882
• Cisfi S.p.a.	177	0	177
• Fondazione ITS	10	0	10
• Contratto di programma Aquila consortium (*)	0	0	0
• Consorzio parco scientifico e tecnologico Abruzzo (*)	0	0	0
• Tecnoenergia Nord S.c.a.r.l. consortium	35	0	35
• Consorzio Tecnoenergia Sud S.c.a.r.l. in liquidation	7	0	7
• Siluria Technologies Inc. (*)	0	0	0
• Pursell Agri-Tech LLC	6,441	(1,606)	4,835
Total	**13,994**	**525**	**14,519**

(*) The holdings were entirely written down

The investments in other companies mainly refers to consortiums incorporated for specific projects whose duration is related to the project span. These investments are measured at fair value with changes to the statement of comprehensive income, although as not listed on an active market, the fair value is therefore estimated, although does not vary from the cost and the relative portion of equity.

The increase in the investment in Cavtomi is as a result of an additional payment into the consortium fund, while the increase in the investment in Kafco L.T.D. is as a result of an increase in its current value with a positive effect also on the financial assets reserve measured at fair value.

The decrease of the investment Pursell Agri-Tech, LLC relates to the currency conversion effects of the importation of the financial statements in foreign currencies and an adjustment to its present value.

The key financial highlights relating to other companies is reported below:

Company	Location	Currency	% Group	Through:	%
Contratto di programma Aquila consortium	ITA	EUR	5.50%	KT S.p.A.	5.50%
Fondazione ITS	ITA	EUR	10.00%	KT S.p.A.	10.00%
Parco scientifico e tecnologico Abruzzo consortium	ITA	EUR	11.10%	KT Tech S.p.A.	11.10%
Tecnoenergia Nord S.c.a.r.l. consortium	ITA	EUR	12.50%	Tecnimont Services S.p.A.	12.50%
Consorzio Tecnoenergia Sud S.c.a.r.l. in liquidation	ITA	EUR	12.50%	Tecnimont Services S.p.A.	12.50%
Cavtomi consortium	ITA	EUR	3.86%	Tecnimont Services S.p.A.	3.86%
Società Interporto Campano S.p.A.	ITA	EUR	3.08%	Tecnimont Services S.p.A.	3.08%
RI.MA.TI. S.c.a.r.l.	ITA	EUR	6.15%	Tecnimont Services S.p.A.	6.15%
Cavet consortium	ITA	EUR	8.00%	Tecnimont Services S.p.A.	8.00%
Metro B1 S.c.a.r.l.	ITA	EUR	19.30%	Tecnimont Services S.p.A.	19.30%
Cisfi S.p.a.	ITA	EUR	0.69%	Tecnimont Services S.p.A.	0.69%
Lybian Joint Company	Libya	Libyan Dinar	0.33%	Tecnimont S.p.A.	0.33%
Kafco L.T.D.	Bangladesh	BDT	1.57%	Stamicarbon B.V.	1.57%
Finenergia S.p.A. in liquidation	ITA	EUR	1.25%	Tecnimont S.p.A.	1.25%
Siluria Technologies Inc.	USA	USD	3.16%	Tecnimont S.p.A.	3.16%
Pursell Agri-Tech LLC	USA	USD	12.65%	Stamicarbon USA	12.65%

OTHER FINANCIAL ASSETS

Other financial assets total Euro 66,162 thousand and increased by Euro 2,279 thousand in the year. Financial assets at December 31, 2024 were comprised of:

Non-current financial assets for Euro 4,194 thousand relate to the restoration of the amount involved in the fraudulent actions perpetuated in 2018 by individuals not identified against the subsidiary TECNIMONT Arabia L.T.D.. The MAIRE Group worked with judicial authority offices in Italy and abroad to recover the fraudulently stolen sums. After the event, following developments in the investigation, approx. USD 650 thousand was recovered from current accounts in which the above amounts had transited from the fraudulent actions.

During the dispute arising at the Abu Dhabi Court, in a decision issued on April 13, 2023, the local court upheld TECNIMONT's claim by ordering the Directors involved in the fraud to pay the amount due, also recognizing the joint and several liability of TECNIMONT Arabia, but initially rejecting the indemnity claim against the insurance companies. In view of the above, TECNIMONT and TECNIMONT Arabia appealed before the deadline the first instance decision in several respects. In a ruling issued on June 13, 2023, the Abu Dhabi Court of

Appeal granted TECNIMONT's request, confirming both the Directors' liability jointly and severally with TECNIMONT Arabia and the full operation of the insurance policies. The latter was therefore ordered to pay the amount due to TECNIMONT. The insurance companies appealed against the aforementioned judgment of appeal at the Court of Cassation, which was concluded in the judgment issued on September 18, 2023. In the aforementioned decision, the Emirates Court of Cassation upheld the appellate ruling insofar as it found the Directors jointly and severally liable with TECNIMONT Arabia, but reformed the part containing the judgement against the insurance companies. In this regard, the Court of Cassation held that, as a condition for the claim against the insurance companies to proceed, they should have been called in advance before the local Insurance Dispute Resolution Committee. The decision to dismiss the claim against the insurance companies rests solely on a procedural aspect and does not address the merits of the operation of the insurance policies involved, based on which the legal opinions support the recovery of the aforementioned sums, which are deemed virtually certain.

As a result of the above, the directors held liable, TECNIMONT Arabia, TECNIMONT S.p.A. and MAIRE TECNIMONT S.p.A., have reiterated their demand to the insurance companies for fulfillment of their obligation to indemnify under the policies involved, intimating that if they fail to do so, arbitration proceedings will be instituted against them to obtain payment of the amount due. In the context of this finding, the insurance companies disputed the operation of the coverage, asserting that the local Passport Policy would not be activated and that, in any case, the aforementioned companies could not be considered insured entities. In addition, the insurance companies reiterated the application of the arbitration clause contained in the disputed policies. The aforementioned communications from the insurance companies were responded to, contesting in detail the merits of the arguments advanced by them (ex adverso) and reiterating the demand for payment. To date, no payment and positive response has been received from the insurance companies so the above actions will be taken.

Pending the ICC arbitration proceedings between the ATI TECNIMONT S.p.A./KT Kinetics Technology S.p.A. and Total E&P Italia S.p.A., pertaining to the execution of the EPC contract for the construction of the "Tempa Rossa" oil and LPG center, Total has requested the payment of the performance guarantee (issued by Swiss RE in the interest of TECNIMONT under the EPC contract). The Arbitration Board by its order instructed Total to refrain from collecting the Guarantee and granted TECNIMONT's request to transfer a sum equal to the amount demanded under the Guarantee to an escrow account, to be released following the decision made by the Arbitration Board at the outcome of the arbitration proceedings. The parent company TotalEnergies also issued a comfort letter guaranteeing the repayment of the above amount. Non-current financial assets in the amount of Euro 60,068 thousand include the credit related to the amounts temporarily deposited in the escrow account in the name of Total.

The remaining portion of other financial assets includes financial accrued income and prepayments and other financial receivables.

28.8. Other non-current assets

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Trade receivables beyond 12 months	17,232	(1,500)	15,733
Other trade receivables beyond 12 months	5,910	(2,077)	3,833
Other Assets beyond one year	16,833	1,069	17,902
Tax Receivables beyond 12 months	2,545	(1,932)	613
Prepayments beyond 12 months	6,696	(280)	6,417
Total	**49,217**	**(4,719)**	**44,498**

Other non-current assets amount to Euro 44,498 thousand, decreasing Euro 4,719 thousand on December 31, 2023.

Trade receivables due beyond 12 months mainly relate to receivables for withholding guarantees by the buyer for the correct completion of works in progress, or other invoices due beyond 12 months.

The change is mainly due to the collection of old positions and the reclassification to short-term of certain guarantee withholdings in relation to projects in progress (mainly Borouge 4), net of new accruals.

Other trade receivables beyond 12 months amount to Euro 3,833 thousand and decreased; this amount mainly refers to receivables from a supplier with whom a deferred payment plan had been negotiated over time in exchange for the granting to the MAIRE Group of an interest rate for late payment. The reduction in the year is linked to the payment of one of the installments. The item residually also includes other miscellaneous receivables due beyond 12 months and security deposits.

The other assets for Euro 17,902 thousand concern the restoration of the amount involved in the fraudulent actions perpetuated in 2018 by individuals not yet identified against the Indian subsidiary TECNIMONT Private Limited. The MAIRE Group is working with judicial authority offices in Italy and abroad to recover the fraudulently stolen sums. These assets are considered as virtually certain, also on the basis of the opinion of the legal experts supporting the company in the proceedings. Their recoverability is valued also according to the insurance coverage from leading insurers in protection against such events. The increase relates to the translation of foreign currency items.

Tax receivables beyond 12 months of Euro 613 thousand concern those expected to be reimbursed by the Treasury beyond 12 months.

Prepayments beyond twelve months amount to Euro 6,417 thousand and mainly comprise advance payments on bank guarantee commissions relating to new large projects acquired.

28.9. Deferred tax assets and liabilities

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Deferred tax assets	57,190	25,830	83,020
Deferred tax liabilities	(61,802)	960	(60,842)
Total	**(4,612)**	**26,790**	**22,178**

Deferred tax assets and liabilities present a positive net balance of Euro 22,178 thousand, increasing Euro 26,790 thousand compared to December 31, 2023, mainly due to the increase in deferred tax assets and a small reduction in deferred tax liabilities related to the temporary differences between the statutory and tax legislation.

The main changes in deferred tax assets are as an effect of the deferred tax assets arising on temporary charges deductible in future years, mainly related to provisions for future charges related to personnel that were allocated in 2024, interest expense deductible in future years and other charges deductible in future years.

Deferred tax assets increased due to the change in the consolidation scope as a result of the acquisitions of the APS Group, Hydep and Dragoni and of Gascontech, which together amounted to approx. Euro 7 million.

Additional increases are related to deferred tax assets recognized on a portion of the tax losses realized in 2024 in certain Group regions where utilizations are still expected in future periods for the advancement of projects in portfolio, or in connection with future developments of initiatives in those countries.

Deferred tax liabilities decreased. The movement refers to the temporary changes which became assessable in 2024, mainly due to differences in accounting standards applied locally and particularly in relation to certain overseas subsidiaries which in the year realigned, generating at the same time tax payables.

Deferred tax assets were measured through critically assessing the future recoverability of these assets on the basis of the capacity of the company and of the MAIRE Group, also through use of the "tax consolidation" option, to generate assessable income in future years.

Deferred tax assets are recognized on temporary differences that are deductible in future periods. It is expected that the majority of these differences will be fully absorbed in the short to medium term, during which the exposure to risks and impacts arising from climate change may be considered very low.

There are no "Deferred tax assets" recorded referring to tax losses that require long-term forecasts for their recovery; Prior tax losses accrued by the Group in relation to which no deferred tax assets have been recognized amount to Euro 231.1 million. Deferred tax assets on unrecognized tax losses totaled Euro 66.7 million (the result of multiplying the value of the aforementioned tax losses by the ordinary corporate income tax rate in the various jurisdictions).

The Group also has an additional approximately Euro 3 million of unrecognized deferred tax assets in relation to the portion of the tax benefit related to the exercise of the option to realign the carrying amount and the tax value of certain business assets benefiting from the provisions of Article 110 of Decree-Law 104/2020 that will benefit the Italian domestic tax consolidation in the future.

Deferred tax assets and liabilities were offset based on the relative jurisdictions.

The table below summarizes the theoretical tax benefits for tax loss carryforwards not recognized to the financial statements broken down by state:

(Euro thousands)	Tax loss	Tax
Algeria	1,630	375
Indonesia	2,215	487
Libya	41	10
Poland	37,511	7,127
Germany	1,026	151
Brazil	42,447	14,432
Mexico	6,774	2,032
Chile	118,980	29,745
Arabia	12,454	1,535
USA	3,414	717
France	12,398	3,100
Malaysia	13,392	2,594
Philippines	10,987	2,748
Egypt	180	40
Total	**263,451**	**65,093**

28.10. Inventories and Advances to suppliers

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Raw materials, ancillaries and consumables	2,475	375	2,850
Finished products and goods	6,744	679	7,423
Advances to suppliers	353,225	340,933	694,158
Total	**362,444**	**341,987**	**704,431**

Raw materials and ancillaries, in the amount of Euro 2,850 thousand, mainly concern certain provisions of bulk materials that became the property of the Group after not being used in the order to which they had been allocated. These materials are expected to be used in new orders in order to accelerate their respective procurement processes.

"Finished products and goods", amounting to Euro 7,423 thousand, mainly relates to the finished product inventory of MyReplast Industries, which manages an advanced plastics mechanical recycling plant located in Bedizzole; the remaining amount refers to consumable materials and finished products at the warehouse of the subsidiary Met T&S, which supplies chemical products, spare parts and polymers, and also concerns certain supplies of machinery that have become the property of the Group as a result of not being used in the job order for which they were previously intended, with the objective of reusing such on new job orders acquired in order to speed up their procurement phases.

"Advance payments to suppliers", amounting to Euro 694,158 thousand, which increased Euro 340,933 thousand, refer to the advances paid to foreign and Italian suppliers and sub-contractors against materials in progress and transit for the construction of plant and work in progress. The changes directly stem from the order performance and the general increase in activities, mainly due to the progression of projects, including the advancement of engineering and procurement activities on the Hail and Ghasha project and new projects in Algeria which have also begun the placement of orders on supplies and the recognizing of the relative advances.

28.11. Contractual Assets

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Works-in-progress	29,933,922	3,769,079	33,703,001
(Advances received on work-in-progress)	(27,392,293)	(3,750,626)	(31,142,919)
Total	**2,541,628**	**18,453**	**2,560,082**

"Contract Assets" are the net positive amount, by individual order, resulting from the difference between progressive production or the amount of works-in-progress recorded according to the percentage of completion net of losses realized or estimated at the reporting date and invoicing on account relating to the advancement of works.

The gross change on works carried out and advances received on work-in-progress is also impacted by the values of the projects closed during the year and transferred to revenues from sales.

The total value of Contract assets reported a small increase of Euro 18,453 thousand. This increase is substantially due to the higher invoicing in the year in comparison to the economic advancement of the projects, influenced also by the contractual terms of the main orders and the closure of old positions.

In fact, despite the significant growth in volumes in 2024 (+38.5% compared to December 31, 2023), reflecting the steady progression of the ongoing projects, including the advancement of the Hail and Ghasha engineering and procurement activities, "Contract Assets" only registered a slight increase and due to the good performance of ongoing projects also in terms of invoicing.

The value of construction contracts includes additional requests on contracts for the quota considered highly probable to be accepted by the client; the variable components were recorded in accordance with the guidelines illustrated in the accounting policies set out in the financial statements, to which reference should made. Currently, the portion of fees not yet approved accounted for approx. 6.8% of the value of the relative contracts.

The account "Contractual assets" also includes the accounting treatment of transactions with third parties who have in previous periods acquired a portion of the right to the reserves of the "Raddoppio Ferroviario Fiumetorto Cefalù" (Fiumetorto Cefalù" line doubling) initiative and the additional claims relating to the "Tempa Rossa" initiative. It bears recalling that the sale involves an initial price already paid on a definitive basis, regardless of the course of the negotiations, and a deferred price on the portion in excess of the amount already paid. In view of this deferred amount, the portion deemed highly probable affects the variability of the residual cash flows and therefore did not permit the assets to be fully derecognized as per IAS 32 paragraph 42. The value pertaining to third parties included under "Contractual assets" and of an equal amount shown under "Other current liabilities" amounts to approx. Euro 343.2 million.

28.12. Trade receivables

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Trade receivables - within 12 months	1,145,074	359,145	1,504,219
Associates - within 12 months	502	558	1,060
Parent companies - within 12 months	1	(0)	1
Group companies - within 12 months	16,234	(13,505)	2,729
Total	**1,161,811**	**346,198**	**1,508,009**

Trade receivables at December 31, 2024 amount to Euro 1,508,009 thousand, an increase of Euro 346,198 thousand compared to December 31, 2023.

The movement in trade receivables relates to the contractual terms of the main orders and reflects also the progress of projects, and mainly related to the higher invoicing in the period compared with the economic progress of projects.

In this regard, H1 2024 saw overall a significant amount of incoming cash flow from the invoicing on account of a number of milestones achieved at the end of December 2023 on the project for the onshore treatment plant of the Hail and Ghasha project with ADNOC, which was received thereafter in the first half of 2024.

In the second half of 2024, invoicing increased on major projects such as the Port Harcourt Refinery in Nigeria, on the Borouge 4 EPC project, the Ras Laffan project in Qatar and in the last quarter also increased significantly in relation to the Hail and Ghasha project as a result of the steady progression of the ongoing project, including the advancement of engineering and procurement activities.

Receivables from associates amount to Euro 1,060 thousand and mainly refer for Euro 363 thousand to receivables from the JV TECNIMONT KZ LLP, for Euro 164 thousand from Gulf Compound Blending Ind Ltd, for Euro 2 thousand from G.C.B General Trading Ltd., for Euro 6 thousand from Biolevano S.r.l., for Euro 480 thousand from Hydrogeno Cadereyta and for Euro 45 thousand from SMC S.c.a.r.l.

Receivables from parent companies for Euro 1 thousand are from GLV Capital S.p.A.

Trade receivables from Group companies reduced following the final collection from Volgafert in relation to the initiative concluded for the Urea plant in the Kuibyshevazot industrial complex and at December 31, 2024 mainly concern the receivables for engineering services and/or various recharges from the Cavtomi Consortium for Euro 2,069 thousand, Euro 355 thousand from the Cavet Consortium and for Euro 305 thousand from the Tecnoenergia Nord Consortium.

Trade receivables are recorded net of the doubtful debt provision of Euro 20,667 thousand at December 31, 2023 (Euro 14,684 thousand at December 31, 2023).

(In Euro thousands)	31-12-23	Provisions	Utilizations	Change in consolidation scope	Other changes	31-12-24
Doubtful debt provision - clients	14,684	4,226	0	1,142	615	20,667
Total	**14,684**	**4,226**	**0**	**1,142**	**615**	**20,667**

The doubtful debt provision amounted to Euro 4,226 thousand and as already illustrated in Note "27.9 Doubtful debt provision" saw an increase over the previous year, in line with to the general increase in Group operations, which resulted in an increase in the exposure to clients compared to December 31, 2023.

It was again impacted by geopolitical tensions in 2024, the slight decrease in interest rates which impacted the financial rating of a number of clients, resulting therefore in an improvement of counterparty risk with consequent impacts on the valuations of financial assets.

In addition to the assessments of the collectability of receivables and in accordance with IFRS 9 concerning impairment models, the Group estimated losses on receivables using the expected loss model based on supporting information available without undue effort or burden, which includes actual data and forecasts and was essentially obtained from information providers that, when quantifying expected losses at the closure date, incorporate the market effects of the continued international geopolitical tensions.

Further increases are related to the change in the consolidation scope as a result of the acquisitions of the APS Group, Hydep and Dragoni.

All trade receivables in the accounts substantially approximate fair value which was calculated as indicated in the accounting policies section.

28.13. Current tax assets

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Current tax assets	62,425	13,999	76,424
Other tax assets	125,255	74,847	200,102
Total	**187,680**	**88,846**	**276,526**

Current tax assets amount to Euro 276,526 thousand, an increase of Euro 88,846 thousand compared to December 31, 2023, mainly due to the general increase in Group operations in terms of volumes and works undertaken.

The item shows a further increase as a reclassification of some tax and VAT receivables of some foreign branches that were classified under "Other current assets" in the previous year.

The account mainly refers to VAT for Euro 200,102 thousand and other tax receivables of Euro 76,424 thousand.

At December 31, 2024, tax receivables were as follows:

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Current tax receivables	54,054	(7,878)	46,175
Current tax receivables - Overseas	8,371	21,878	30,249
Tax receivables for VAT	77,499	11,269	88,768
Tax receivables for VAT - Overseas	47,756	63,578	111,334
Total	**187,680**	**88,846**	**276,526**

The VAT receivables relate to the balance of the Group consolidated VAT of the Parent Company MAIRE S.p.A of Euro 63,882 thousand (Euro 54,457 thousand at December 31, 2023), therefore an increase of Euro 9,425 thousand, and Italian companies' receivables not yet within the Group consolidation or prior to their inclusion, and therefore not transferred to the parent company for Euro 24,886 thousand.

MAIRE S.p.A. and the subsidiaries TECNIMONT S.p.A., Cefalù 20 S.c.a.r.l., Met Development S.p.A., TECNIMONT Services S.p.A., TECNIMONT-KT JV S.r.l., NEXTCHEM S.p.A., NEXTCHEM Tech S.p.A. and MyRechemical S.r.l have applied the Group VAT consolidation regime.

Receivables for VAT in relation to foreign companies and branches amounted to Euro 111,334 thousand, an increase of Euro 63,578 thousand compared to December 31, 2023, both due to a general increase in activities and as a result of a reclassification of some receivables from the tax authorities for Taxes and VAT of a number of foreign branches that in the previous year were classified under "Other current assets".

Current tax receivables for Euro 76,424 thousand principally refer to:

- tax receivables of foreign companies for Euro 30,249 thousand, mainly related to the tax receivables of the subsidiary TECNIMONTHQC SDN. BHD and TECNIMONT Private Limited;
- residual tax receivables of Euro 46,175 thousand, decreasing Euro 7,878 thousand on December 31, 2023, mainly related to: excess corporation tax payment on account compared to current income taxes of the other companies of the Group not within the tax consolidation, IRAP payments on account, tax receivable for bank interest withholding tax and other tax receivables for various reimbursements, as well as tax credits for income taxes paid abroad.

28.14. Financial instruments - Derivatives (Current assets)

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Financial instruments - Currency hedging derivatives	8,930	(5,767)	3,164
Financial instruments - Interest rate hedging derivatives	2,858	(2,858)	0
Financial instruments - Raw material hedging derivatives	661	(498)	163
Financial instruments - Total Return Equity SWAP (TRES) derivatives	16,872	19,425	36,297
Total	**29,322**	**10,302**	**39,624**

Current asset derivative financial instruments at December 31, 2024 amount to Euro 39,624 thousand, increasing Euro 10,302 thousand compared to December 31, 2023 and concern the fair value measurement of the derivative contracts in force.

The account for Euro 3,164 thousand refers to the measurement of the derivative instruments to hedge against currency risks on the cash flows related to project revenues and costs, principally concerning the US dollar; the positive mark-to-market will be set off against future operating cash flows of a similar amount. The movements are as a result of exchange rate movements, mainly the Dollar against the Euro, which in 2024, following the increase in interest rates, saw a strengthening of the US dollar against the euro. During the year, a number of positions were in addition closed in line with the underlying cash flows hedged.

The total includes Euro 163 thousand for raw material derivative hedges (principally for copper and palladium) and for purchases of contracts. In 2024 additional positions were purchased to cover this risk; however, the market experienced a normalization in the price of the raw materials hedged.

The account for Euro 36,297 thousand concerns the positive fair value of the residual portion of four cash-settled Total Return Equity Swap derivative instruments (TRES); to hedge against movements in the MAIRE share price essentially tied to the personnel incentive plans in place. The residual portions of the instrument as at December 31, 2024 hedged the risk relating to approx. 7.1 million shares. The derivative contracts (TRES) were underwritten with two financial intermediaries, with no obligation for MAIRE to acquire the treasury shares, but only the obligation for the settlement between the parties of the differential between the exercise price and the MAIRE share price on the maturity of the instruments. For accounting purposes, the TRES cannot be designated as a hedging derivative instrument and is valued, in accordance with IFRS 9 at fair value, with the related changes recorded in the income statement.

The increase in cash-settled Total Return Equity Swap (TRES) derivatives is due to the favorable performance of the MAIRE share price also during 2024, driven by the Group's strong industrial performance.

In 2024, two derivative instruments were closed for a total of approx. 3.5 million shares for the settlement of the MAIRE Group 2021-2023 Long Term Incentive Plan.

The interest rate derivatives item was reduced to zero as on December 31, 2024 all Interest Rate Swap (IRS) derivative instruments had been closed, previously entered into to hedge the exposure to the risk of variable interest rate fluctuation on a portion of the loan undertaken by MAIRE S.p.A. of Euro 365 million, backed for 80% of the amount by SACE's Italian Guarantee, which was repaid in advance on a voluntary basis at the end of September 2024.

For further information and analysis of the Fair Value Hierarchy, reference should be made to the "FINANCIAL RISKS" section.

28.15. Other current financial assets

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Financial receivables within 12 months:			
Associates	4,825	1,155	5,980
Group companies	186	0	186
Other securities	1,589	111	1,700
Others	53,404	(44,272)	9,132
Total	**60,003**	**(43,006)**	**16,999**

Other current financial assets amounted to Euro 16,999 thousand at December 31, 2024, a decrease of Euro 43,005 thousand compared to December 31, 2023, mainly due to the collection of the Group's financial receivable from the Volgafert LLC initiative with the partner PJSC KuibyshevAzot as a result of the agreements signed at the end of the previous year, and as during 2024 following the formal approval of the Russian Government commission and the formal obtaining of the consent of the financing banks and SACE, the sale with the related payment to the Group MAIRE was concluded.

Financial receivables from associates total Euro 5,980 thousand and concern Villaggio Olimpico Moi for Euro 24 thousand, for Euro 13 thousand G.C.B. General Trading Ltd, for Euro 612 thousand Gulf Compound Blending Ind Ltd, for Euro 3,544 thousand the JV TECNIMONT KZ LLP in Kazakhstan and for Euro 1,786 thousand the associate Hidrogeno Cadereyta S.A.P.I. de C.V..

Financial receivables from group companies concern the CAVET Consortium for Euro 186 thousand.

"Other securities" amounting to Euro 1,700 thousand concern subscriptions to units of the 360 Capital Partners managed 360-PoliMI investment fund; the fund specializes in the advanced manufacturing sector (high-technological content industrial solutions); the Milan Polytechnic, an initiative partner, supports the manager in the scouting, selection and assessment of initiatives invested in by the fund; this investment is valued as a financial asset at fair value with impact on the income statement; the increase in the year is due to the subscription of further units totaling Euro 139 thousand net of a reduction of Euro 28 thousand to adjust the fair value compared to December 31, 2023.

Other financial receivables amount to Euro 9,132 thousand and refer to:

- Euro 2,154 thousand for financial receivables from factoring companies and banks for the residual portion of advances received, receivables from some minor consortiums for special purpose projects of the Group, deposits, financial prepayments and accrued income and other financial receivables;
- Euro 6,978 thousand for the receivable related to the amounts temporarily deposited in an escrow account. Pending a petition for the opening of judicial liquidation filed by a supplier against a consortium company that is part of the MAIRE Group for an alleged unpaid debt, the Group had deposited the amount of the debt in an account held in trust in the name of a public notary; subsequent to December 31, 2024, the Court of Milan rejected the petition for the opening of judicial proceedings proposed by the supplier, and the attached sums can be released.

For all financial assets, the book value approximates the fair value which is calculated as described in the accounting policies section.

28.16. Other current assets

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Others receivables within 12 months	152,126	41,388	193,514
Commercial prepayments	59,877	(34,612)	25,265
Total	**212,003**	**6,776**	**218,779**

Other current assets at December 31, 2024 amount to Euro 218,779 thousand, an increase of Euro 6,776 thousand compared to December 31, 2023.

The increase in current assets is mainly the result of the opening of a number of credit positions with suppliers and subcontractors for contractual penalty charges, net of a decrease in the item accruals and deferrals and a reclassification of some tax and VAT receivables of a number of foreign branches to the item "Current tax assets".

"Other current assets" mainly comprises receivables from suppliers and subcontractors for contractual penalties charged as accrued to them in the course of supplying materials and/or providing services, under tender and otherwise, due to delays, production flaws and/or costs incurred on their account, including as a result of additional work, and then subsequently recharged. The increase in the year is a consequence of the opening of new positions and the increase in the overall amount is consistent with the significant growth in activities already reflected in the various cost items and consequent production volumes that reflect the evolution of projects in the significant backlog toward phases capable of expressing a greater degree of works, including the advancement of engineering and procurement activities of recently acquired projects.

To safeguard against these situations, the Group normally makes either deductions from the fees to be paid to counterparties over the life of supply/service contracts, and/or bank or insurance guarantees are requested to compensate for their improper performance.

"Other current assets" residually include commercial discounts, employee receivables, social security receivables, guarantee deposits and other various receivables, in addition to receivables from the other shareholders of the consolidated consortium companies.

The decrease in "Commercial prepayments" is related to a number of services, rentals and fees connected with the new project for the onshore treatment plant of the Hail and Ghasha project with "ADNOC", early payment in order to begin activities as quickly as possible.

The breakdown of other receivables due within 12 months is shown in the table below:

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Receivables from consortiums and JV's	9,804	(5,546)	4,258
Contractual penalties to suppliers and sub-contractors	53,703	97,667	151,370
Other debtors	26,200	4,825	31,026
Taxes, VAT and levies (foreign companies)	53,261	(53,261)	0
Security deposits	5,051	(1,495)	3,556
Other prepayments (rental, commissions, assistance)	59,877	(34,612)	25,265
Employee receivables	1,857	318	2,174
Social security institutions	2,248	(1,346)	902
Receivables for unpaid contributions from other shareholders	1	226	228
Total	**212,003**	**6,776**	**218,779**

28.17. Cash and cash equivalents

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Bank deposits	915,306	238,237	1,153,543
Cash in hand and similar	195	41	236
Total	**915,501**	**238,278**	**1,153,779**

Cash and cash equivalents at December 31, 2024 amount to Euro 1,153,779 thousand, an increase of Euro 238,278 thousand compared to December 31, 2023.

Cash flows from operations saw a net generation of cash in the amount of Euro 284,944 thousand for the year, reflecting a consistent cash generation quarter-on-quarter, driven by earnings and changes in working capital, thanks to operational activities on major projects underway and also in relation to the orders acquired at the end of the previous year, in particular the Hail and Ghasha project with ADNOC, and also thanks to the advances received on the new orders acquired. Cash flows from operations include also income tax payments, which in 2024 totaled Euro 58.3 million.

Cash flow from investments however absorbed a total of Euro 51,565 thousand, mainly relating to the acquisitions of Hydep S.r.l., Gruppo Dragoni S.r.l., GasConTec GmbH and APS Evolution S.r.l., net of the liquidity acquired, and for the acquisition of the additional 34% stakes in MyReplast Industries S.r.l. and MyReplast S.r.l., increasing the holdings in both companies from 51% to 85%, and for further outlays, mainly in relation to intangible assets due to investments and internal developments of technology, new software and related developments to support the business and corporate security. Property, plant and equipment also increased on the basis of improvements to owned and leased buildings and the acquisition of furniture and miscellaneous machinery for offices, in order to support the expanded Group workforce and in line with the new Group ten-year plan and the growing operations globally.

Investments in the year specifically include Euro 3.8 million related to the acquisition of HyDEP S.r.l. and of Dragoni Group S.r.l. (Euro 3.4 million net of the liquidity acquired), Euro 5.2 million related to the acquisition of GasConTec GmbH (Euro 4.8 million net of the liquidity acquired), Euro 1.2 million related to the acquisition of APS Evolution S.r.l. (Euro -2.5 million net of the liquidity acquired) and Euro 5.9 million related to the acquisition of the additional stakes in Myreplast, in line with the strategy of expanding the portfolio of sustainable technologies undertaken by the Group.

Total investments would amount to approx. Euro 91.9 million, including the deferred and earnout components regarding the purchase prices of HyDEP, Dragoni Group, GasConTec and APS Evolution, and for additional shares in MyReplast.

Finally, financial management overall generated cash amounting to Euro 4,900 thousand. The main reasons are presented in detail in item "28.27 Short-term debt", although related essentially to the subscription of new lines and financial instruments net of repayments of principal portions of outstanding loans, interest and repayment of principal portions of IFRS 16 leases.

Other outlays concerned the purchase of treasury shares during the year to service MAIRE stock-based remuneration and incentive plans adopted by the Company for Euro 47.3 million, and the payment of dividends totaling Euro 82.1 million, of which to minority shareholders in relation to the subsidiary NEXTCHEM S.p.A, held 82.13% by MAIRE, for Euro 7.4 million and for an additional Euro 11.2 million on other initiatives with minority shareholders for profit-sharing on projects concluded in the year.

The estimate of the "fair value" of bank and postal deposits at December 31, 2024 approximates their book value.

28.18. Non-current assets classified as held-for-sale

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Assets held-for-sale	30,960	(30,960)	0
Elimination assets to and from discontinued operations	(169)	169	0
Total assets	**30,791**	**(30,791)**	**0**
Liabilities directly associated with assets classified as held-for-sale	(12,067)	12,067	0
Elimination liabilities to and from discontinued operations	1,801	(1,801)	0
Total liabilities	**(10,266)**	**10,266**	**0**
Total	**20,524**	**(20,524)**	**0**

The items assets and liabilities held-for-sale at December 31, 2024 were zero as a result of the conclusion of the disposal process initiated at the end of the previous year, but subsequently discontinued in the final quarter of 2024. The amounts referred to the company SE.MA. Global Facilities S.r.l., subsidiary of TECNIMONT Services S.p.A. related to the assets tied to the management and maintenance of plant and equipment at large-scale, highly complex properties and infrastructures and other routine and extraordinary maintenance, installation and management of plant and buildings under the umbrella of facilities management.

The transaction was considered "highly probable" on the basis of the advanced status of negotiations with the interested counterparties, following the receipt of offers and manifestations of interest for the acquisition of the company; however, as negotiations continued, the proposed terms and timeframe were not in line with the Group's expectations and therefore in light of this they were terminated.

Finally, following the establishment during 2024 of TECNIMONT Services S.p.A. as a vehicle identified by the Group to deliver services in various areas such as in revamping and Operations & Management, transforming existing plant to ensure greater efficiency and sustainability, providing tailored engineering solutions to reduce costs and increase productivity through innovative solutions with expertise in energy management, integration of renewable energy, it was decided to enhance the value of the activities headed by SE.MA. Global Facilities S.r.l.. by offering a greater range of services to possible end clients.

28.19. Shareholders' Equity

Group Shareholders' Equity at December 31, 2024 amounts to Euro 595,794 thousand, a net increase of Euro 68,953 thousand compared to December 31, 2023 (Euro 526,841 thousand).

Minority interest Shareholders' Equity at December 31, 2024 amounted to Euro 45,275 thousand, with a net decrease of Euro 7,583 thousand compared to December 31, 2023 (Euro 52,859 thousand).

Total consolidated Shareholders' Equity, considering minority interests, at December 31, 2024 amounts to Euro 641,069 thousand, an increase of Euro 61,370 thousand compared to December 31, 2023 (Euro 579,700 thousand).

The overall increase in consolidated Shareholders' Equity reflects the net income in the year of Euro 212.4 million and the decrease in the Cash Flow Hedge reserve of the derivative instruments, which mainly relates to the temporary mark-to-market losses of the derivative instruments to hedge the currency risk of the revenues and costs from the projects and the risk of raw material cost movements, net of the relative tax effect for Euro 24.7 million. The currency movements negatively impacted the translation reserve of financial statements in foreign currencies, supported by the adoption of the current exchange rate conversion method for the overseas companies which prepare their financial statements in a functional currency other than the Euro for Euro 29.4 million.

In 2024, dividends were paid for a total of Euro 82.1 million, of which to minority shareholders in relation to the subsidiary NEXTCHEM S.p.A - held 82.13% by MAIRE - for Euro 7.4 million, and for an additional Euro 11.2 million on other initiatives with minority shareholders for projects completed in the year which shared the final result.

During the year treasury shares were also acquired for Euro 47.3 million, allocated for Euro 46.4 million to service the MAIRE share-based remuneration and incentive plans adopted by the Group; in addition, following the conclusion of the vesting period of the 2021-2023 LTI Plan and the allocation to the beneficiaries of the MAIRE Shares related to the Immediate Share of the Plan (corresponding to 70% of the Matured Rights), the differential that emerged between the fair-value of the instruments used in previous years for the allocation of the cost of the plan to the IFRS 2 Reserve and the average purchase price of treasury shares in 2024 generated a negative reserve of approx. Euro 18 million; also in relation to the conclusion of the first cycle of the 2023-2025 General Share Plan which took place in the last quarter of 2024, an additional negative reserve of approx. Euro 4.7 million was recorded.

Further decreases occurred as a result of the purchase of the additional 34% holding in MyReplast Industries S.r.l. and MyReplast S.r.l., increasing the stake held in both companies from 51% to 85%. The consideration for the portion in excess of the minority interest shareholders' equity repurchased took the form of a transaction between shareholders that did not give rise to capital gains, while generating a negative retained earnings reserve for the excess.

On July 4, 2024, the Board of Directors of MAIRE approved the transfer to the subsidiary NEXTCHEM S.p.A. of 100% of the investment KT Tech S.p.A., a company incorporated following the recent spin-off of KT Kinetics Technology S.p.A. and of the relative "know-how and technology" business unit, which proposes high added value technologies, engineering services and the supply of proprietary equipment similar to NEXTCHEM's offerings, particularly for hydrogen and methanol production and sulfur recovery.

To service the transfer, an increase in the share capital of NEXTCHEM S.p.A. was approved. This was paid-in and indivisible, for a total of Euro 197,253,810, with the exclusion of option rights pursuant to Article 2441, paragraph 4 of the Civil Code and reserved for the shareholder MAIRE.

As a result of the increase, MAIRE now holds 82.13% of the share capital of NEXTCHEM S.p.A., resulting in a redetermination of the minority holdings which resulted in a decrease of approx. Euro 4.7 million of the minority interest shareholders' equity and a similar increase in the Group shareholders' equity.

SHARE CAPITAL

The Share Capital at December 31, 2024 was Euro 19,920,679 and was comprised of 328,640,432 shares without par value and with normal rights.

SHARE PREMIUM RESERVE

The Share Premium Reserve at December 31, 2024 amounted to Euro 272,921 thousand, broken down as follows:

The reserve comprises for Euro 25,000 thousand the share premium prior to November 26, 2007 and for Euro 58,045 thousand the share premium on the capital increase of 2007 net of the listing costs of Euro 3,971 thousand, net of the tax effect.

The change in 2013 was Euro 141,653 thousand, comprising share premium paid following the reserved share capital increase and from other shareholders amounting to Euro 146,417 thousand, offset for Euro 4,167 thousand for share capital increase charges net of the tax effect.

The increase in 2018 was Euro 48,223 thousand, following the share capital increase in service of conversion of the "Euro 80,000 5.75 per cent equity-linked bonds due 2019" equity-linked bond loan.

This reserve may be utilized for share capital increases without consideration and/or for the coverage of losses. In accordance with Article 2431 of the Civil Code, this reserve may be distributed to the shareholders following a Shareholders' Meeting motion.

OTHER RESERVES

The other reserves at December 31, 2024 were negative and amount to Euro 97,562 thousand and comprise:

- Legal Reserve of the parent company MAIRE S.p.A. which at December 31, 2024 amounted to Euro 5,328 thousand. The reserve for Euro 1,818 thousand is restricted as per Decree Law 104/20, Article 110;
- Asset revaluation reserve of Euro 9,722 thousand recorded following the accounting of the purchase of the residual 50% of TECNIMONT Private Limited, and the revaluation of other buildings;
- Translation reserve at December 31, 2024 of a negative Euro 135,371 thousand and comprising the temporary translation differences of the financial statements in foreign currencies; the change in the year was a decrease of Euro 29,379 thousand, impacted by currency movements as previously described;
- Statutory reserves, which at December 31, 2024 amounted to Euro 6,916 thousand, reduced Euro 16,748 thousand following the partial distribution as dividend in 2024;
- Other reserves, which at December 31, 2024 were negative for Euro 28,826 thousand, reduced Euro 10,555 thousand following the conclusion of the vesting period of the 2021-2023 LTI Plan and the allocation to the beneficiaries of the MAIRE Shares related to the Immediate Share of the Plan (corresponding to 70% of the Matured Rights), the differential that emerged between the fair-value of the instruments used in previous years for the allocation of the cost of the plan to the IFRS 2 Reserve and the average purchase price of treasury shares during 2024 generated a negative reserve of approx. Euro 10.5 million in relation to MAIRE S.p.A;
- Treasury shares in portfolio of Euro -1,372 thousand increased by Euro 950 thousand. On April 12, 2024, as part of the treasury share buyback program, as per Article 5 of Regulation (EC) No. 596/2014 (the "MAR"), announced to the market on March 18, 2024 for a maximum 6,350,000 ordinary shares (the "Program"), in service of the "2021-2023 MAIRE Group Long Term Incentive Plan" and the First Cycle (2023) of the "2023-2025 MAIRE Group General Share Plan" for the employees of the MAIRE Group companies (the "Plans"), MAIRE S.p.A. (the "Company" or "MAIRE") announced - as per Article 2, paragraph 3 of Delegated Regulation (EC) No. 1052/2016 of the Commission of March 8, 2016 (the "1052 EC Regulation") to have purchased all the shares to service the Plans and the relative Program has been completed. A total of 6,350,000 treasury shares (corresponding to 1.93% of the total number of ordinary shares) were purchased under the plan, at a weighted average price of Euro 7.45, for a total securities value of Euro 47,310,339. In light of the purchases made and the treasury shares already held in portfolio before the start of the Program, on the completion of the program, the Company held a total of 6,473,086 treasury shares. Subsequently, 4,922,822 shares arising from the Program were delivered to the beneficiaries of the MAIRE Group's 2021-2023 Long-Term Incentive Plan, and in addition, 1,364,164 shares were delivered at the conclusion of the first cycle of the 2023-2025 General Share Plan which took place in the second half of 2024;
- As of December 31, 2024, the Company, by virtue of the remaining treasury shares from the previous year, the new purchases in 2024 and related deliveries, thus holds a residual 186,100 treasury shares to be used for the next cycle of the long-term share plan.
- IFRS 2 Reserve for Euro 46,339 thousand, which includes the valuation of the second Cycle (yearly accrual of the 2023-2025 General Share Plan) and the 2022-2024 LTI, the 2023-2025 LTI, the new 2024-2026 LTI and the residual 30% of the 2021-2023 LTI plans. It is noted in fact that, following the conclusion of the vesting period for the 2021-2023 LTI Plan – approved by the Shareholders' Meeting on April 15, 2021 – the conditions for annual access and the relevant performance indicators were met. As a result, on May 8, 2024 the MAIRE shares corresponding to the Immediate Portion of the Plan (70% of the Accrued Rights) were allocated to beneficiaries in accordance with the Plan's Regulations. The Reserve reported a net increase of Euro 15,366 thousand in relation to allocations in 2024 of Euro 33,829 thousand and an additional increase for the adjustment of prior year values for Euro 5,189 thousand, net of the reduction for utilizations for Euro 23,652 thousand, as outlined above.

The aforementioned plans are represented as "Equity Settled" plans as the Group has allocated its own equity instruments as additional remuneration for the services received (the work performance). The Group did not however assume any liability to be settled with cash and cash equivalents or with other assets for employees. Given the impossibility to reliably estimate the fair value of the services received from the employees, the benefit cost to the employees is represented by the fair value of the shares granted, calculated at the grant date, to be recognized in the income statement under personnel expenses and in a specific "IFRS 2 reserve" under equity.

RETAINED EARNINGS/(ACCUM. LOSSES)

This reserve includes the prior year profits not distributed or allocated to other reserves. Retained earnings totaled Euro 245,298 thousand, with an overall increase on the end of 2023 of Euro 62,561 thousand, mainly due to the allocation of the result of the previous year, partially offset by the distribution of dividends by the parent company.

In 2024, following the conclusion of the vesting period of the 2021-2023 LTI Plan and the allocation to the beneficiaries of the MAIRE Shares related to the Immediate Share of the Plan (corresponding to 70% of the Matured Rights) and also for the conclusion of the first cycle of the 2023-2025 General Share Plan, the differential that emerged between the fair-value of the instruments used in previous years for the allocation of the cost of the plan to the IFRS 2 Reserve and the average purchase price of treasury shares in 2024 generated a negative reserve of approx. Euro 11.6 million relating to the MAIRE Group subsidiaries which participated in the plan.

Further decreases occurred as a result of the purchase of the additional 34% holding in MyReplast Industries S.r.l. and MyReplast S.r.l., increasing the stake held in both companies from 51% to 85%. The consideration for the portion in excess of the minority interest shareholders' equity repurchased took the form of a transaction between shareholders that did not give rise to capital gains, while generating a negative retained earnings reserve for the excess.

VALUATION RESERVE

The valuation reserve, which at December 31, 20234 was negative for Euro 43,765 thousand, comprises the Cash Flow Hedge reserve, the Cost of Hedging Reserve (containing the effects of the costs of hedging in relation to the time value of the options), the actuarial gains and losses reserve and the financial assets measured at fair value reserve.

The changes in the valuation reserve are shown below:

(In Euro thousands)	Cash Flow Hedge Reserve & Cost of Hedging Reserve	Actuarial Gains/Losses	Financial assets measured at fair value reserve	Total
Net book value at December 31, 2023	**(8,594)**	**(4,545)**	**(5,958)**	**(19,097)**
Actuarial gain/(losses)	0	(2,139)	0	(2,139)
Relative tax effect	0	513	0	513
Valuation derivative instruments	(31,257)	0	0	(31,257)
Relative tax effect	7,502	0	0	7,502
Fair value changes of investments with OCI effects	0	0	712	712
Net book value at December 31, 2024	**(32,349)**	**(6,170)**	**(5,246)**	**(43,765)**

The net decrease of Euro 23,755 thousand in the Cash Flow Hedge reserve of the derivative instruments mainly relates to the mark-to-market gains of the derivative instruments to hedge the currency risk on project revenues and costs, in addition to the risk of raw material price movements, net of the relative tax effect. The movements are as a result of exchange rate movements, mainly the Dollar against the Euro, which in 2024, following the lowering of interest rates, saw a strengthening of the US Dollar against the Euro, particularly in the final quarter of 2024.

The decrease in the actuarial provision was due to the effect of the actuarial losses deriving from the change in the technical assumptions utilized for the present valuation compared to the previous, in addition to the change in the demographic and financial assumptions of the previous calculation model compared to that which effectively occurred during the valuation period.

The increase in the reserve for financial assets measured at fair value of approx. Euro 712 thousand relates to the investments in other companies measured at fair value that were adjusted upwards during the year for Kafco LTD as a consequence of the good results expected and downwards in particular in relation to Pursell Agri-Tech, LLC.

The reconciliation between the "net income of MAIRE S.p.A. and Group net income" and the "Net equity of MAIRE S.p.A. and Group net equity" is shown below.

RECONCILIATION BETWEEN NET INCOME OF MAIRE S.P.A. AND GROUP NET INCOME

(In Euro thousands)	31-12-23	31-12-24
MAIRE S.p.A. net income	**34,880**	**153,947**
Inter-company dividends eliminated in consolidated financial statements	(55,350)	(175,523)
Result reported by subsidiaries	153,000	232,079
Elimination of inter-company profits and write-downs	3,219	(991)
Other consolidation adjustments	(10,495)	(15,846)
Current and deferred taxes	103	5,014
Group net income	**125,356**	**198,682**

RECONCILIATION BETWEEN NET EQUITY OF MAIRE S.P.A. AND GROUP NET EQUITY

(In Euro thousands)	31-12-23	31-12-24
MAIRE S.p.A Net Equity	**477,581**	**568,806**
Elimination of the book value of consolidated investments	(783,651)	(768,302)
Recognition of net equity of the consolidated investments	691,379	652,376
Other consolidation adjustments	141,531	142,914
Group net equity	**526,842**	**595,794**
Minority interest	52,859	45,275
Consolidated Net Equity	**579,700**	**641,070**

In 2021, some Group companies exercised the option to realign the tax value of certain business assets to the higher book value recorded in the financial statements, as provided for in Decree Law No. 104/2020, Article 110.

It should be noted that the Group's shareholders' equity reserves include a tax suspension restriction for tax purposes amounting to Euro 37,600 thousand. This restriction satisfies the condition set out by Decree Law No. 104/2020 Article 110, paragraph 8, for the tax recognition of the higher values recorded in the financial statements of the business assets subject to tax realignment.

28.20. Financial payables - non-current portion

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Bank payables beyond 12 months	334,824	63,045	397,869
Total	**334,824**	**63,045**	**397,869**

"Financial payables, net of the current portion", amounted to Euro 397,869 thousand, increasing Euro 63,045 thousand compared to December 31, 2023 mainly due to the placement of a new Sustainability-Linked Schuldschein Loan undertaken by MAIRE S.p.A. for a notional total amount of Euro 200 million, with two maturities at 3 and 5 years, whose proceeds were allocated to support the financial needs of the company, the early repayment of existing lines, including the settlement of the ESG-Linked Schuldschein loan undertaken in December 2019 for a residual nominal amount of Euro 55 million. The movement in the debt beyond 12 months also reflects the repayment of capital portions for approx. Euro 229.1 million regarding the MAIRE loan of a nominal Euro 365 million, backed for 80% by SACE's Italy Guarantee, of which Euro 182.5 million concerning the capital portion voluntarily repaid in advance at the end of September 2024. The loan has therefore been fully repaid.

At December 31, 2024, financial debt net of the current portion was composed as follows:

- For Euro 198,403 thousand from the new loan of a nominal Euro 200 million as a Sustainability-Linked Schuldschein loan (private placement regulated by German law). On July 16, 2024 - MAIRE successfully placed the senior unsecured loan comprising two tranches with maturities of three years (nominal Euro 17.5 million and Euro 52.5 million, respectively) and five years (nominal Euro 5 million and Euro 125 million, respectively), both mainly at variable interest rates. The applicable margin on the 6-month Euribor is 1.70% and 1.95% for the three- and five-year tranches, respectively. The facility also includes a pricing mechanism linked to the achievement of specific Group CO_2 emission reduction targets, in accordance with the Sustainability-Linked Financing Framework adopted in September 2023 by the Group. Specifically, the facility provides for monitoring on an annual basis (up to and including 2025) of the two selected KPIs and the progress of the related targets set with publication on the MAIRE Group's website of the related reports. The reports to be published are in line with the Sustainability Linked Bond and according to the definitions provided in each Loan Agreement: "ESG Compliance Certificate" describing the achievement of Scope 1 and 2 GHG Emissions Condition and Scope 3 GHG Emissions Intensity Condition; "Sustainability Linked Bond Progress Report" issued by MAIRE; "Assurance Report" issued by the Assurance Provider; "Scope 1 and 2 Baseline Assurance Report" and "Scope 3 Intensity Baseline Assurance Report" issued by MAIRE.

  Since these are bullet instruments, the repayment of principal shall be paid at maturity for each notional amount unless MAIRE exercises early closure.

  The funding were used to support the company's financing needs, mainly for the early repayment of existing lines, including the Schuldschein ESG-Linked loan signed in December 2019 for a remaining nominal amount of Euro 55 million and in connection with the MAIRE loan of a nominal amount of Euro 365 million, 80% backed by SACE's Italian Guarantee, which is therefore fully repaid.

  Strong investor demand saw the initial target amount comfortably exceeded and interest rates set at the lower end of the price range. The loan was placed with international banks and financial institutions mainly in Europe, Asia and the Middle East, and also received support from Cassa Depositi e Prestiti. Commerzbank, Credit Agricole "CIB" and Intesa Sanpaolo (IMI Corporate & Investment Banking Division) acted as arrangers. Credit Agricole "CIB" acted as sustainability coordinator and Commerzbank as paying agent.

  The bonds are supported by covenants in line with market practice; specifically, the bond covenants regard the maintenance of a ratio between the net financial position and EBITDA on a yearly basis, with the next measurement on the FY 2024 figures.

- Euro 150,702 thousand from the loan backed for 80% by SACE's "Italy Guarantee", net of related ancillary charges, with an initial nominal value of Euro 150 million disbursed in 2023 (the long-term portion totaled Euro 150,189 thousand at December 31, 2023).

  On March 13, 2023, MAIRE S.p.A. signed a Euro 150 million loan, backed for 80% by SACE S.p.A.'s guarantee and further strengthening the MAIRE Group's financial structure. This loan was issued by a syndicate of leading Italian banks, comprising Banco BPM, MPS Capital Services and Intesa Sanpaolo (IMI Corporate & Investment Banking

Division). This latter acts also as the "SACE Agent" and Agent Bank for the transaction. In accordance with Decree-Law No. 50 of May 17, 2022, the loan is mainly to support the funding -(including R&D spend) and working capital needs of the parent company MAIRE and of TECNIMONT S.p.A., the MAIRE Group's main operating company headquartered in Italy. The loan shall has 6-year duration, of which 3 years grace period, a Euribor 3-month +1.7% margin annual rate, in addition to the cost of the SACE S.p.A. guarantee, and may be fully or partly settled at any time without penalties.

The loan includes covenants in line with normal business practice for such operations; specifically, the loan's financial covenants concern the ratio between the net financial position and net equity, as well as between the net financial position and EBITDA on a half-yearly basis, with next measurement on the FY 2024 figures.

- Euro 40,063 thousand from the loan backed for 80% by SACE's "Italy Guarantee", net of related ancillary charges, with an initial nominal value of Euro 40 million disbursed in 2023 (the long-term portion totaled Euro 39,932 thousand at December 31, 2023).

  On May 25, 2023, MAIRE S.p.A. signed a Euro 40 million loan with BPER Corporate & Investment Banking, backed for 80% by SACE S.p.A.'s guarantee and further strengthening the Group's financial structure. In accordance with Decree-Law No. 50 of May 17, 2022, the loan is mainly to support the funding -(including R&D spend) and working capital needs of the parent company MAIRE and of TECNIMONT S.p.A., the Group's main operating company headquartered in Italy. The loan matures in December 2028 and has a three-year grace period. It provides for a Euribor 3-month +1.7% margin annual rate, in addition to the cost of the SACE S.p.A. guarantee, and may be fully or partly settled at any time without penalties.

  The loan includes covenants in line with normal business practice for such operations; specifically, the loan's financial covenants concern the ratio between the net financial position and net equity, as well as between the net financial position and EBITDA on a half-yearly basis, with next measurement on the FY 2024 figures.

- For Euro 5,382 thousand the loan from Banca Popolare di Sondrio for a nominal value of Euro 10 million, in support of the activities of MyReplast Industries S.r.l., net of the relative ancillary charges (Euro 6,471 thousand at December 31, 2023), for Euro 439 thousand the Banca Popolare di Sondrio loan of a nominal Euro 1.5 million, also undertaken by MyReplast Industries S.r.l. (Euro 742 thousand at December 31, 2023), and for Euro 451 thousand the loan also from BPS, undertaken by MyReplast Industries S.r.l, for a nominal Euro 1 million (Euro 731 thousand at December 31, 2023). In 2024, instalments of the above loans were settled for a total of Euro 835 thousand.
- Euro 2,428 thousand from a loan disbursed by Banca Progetto in 2023 to APS Designing Energy S.r.l., a company acquired by the MAIRE Group in 2024. The loan has a term of 96 months with an initial nominal value of Euro 3,150 thousand. The financing falls under the Fund referred to in Article 2, paragraph 100, letter a), of Law No. 662 of December 23, 1996, as amended and supplemented (Central Guarantee Fund for Small and Medium Enterprises) and 80% of the amount is guaranteed by the Fund. The loan does not have covenants.

MAIRE is currently not aware of any default situations regarding the above-mentioned covenants. The bond covenants, which regard the maintenance of a ratio between the net financial position and net equity, as well as between the net financial position and EBITDA, on a half-yearly basis, to be next measured on the figures at December 31, 2024, have all been complied with according to the results currently available.

28.21. Provisions for charges - beyond 12 months

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Provisions for charges - beyond 12 months	15,792	(4,631)	11,161
Total	**15,792**	**(4,631)**	**11,161**

Provisions for charges amounted to Euro 11,161 thousand, and decreased by Euro 4,631 thousand compared to December 31, 2023, mainly as a result of the reclassification within 12 months of employee remuneration and incentive policies, mainly for the deferred portions of the 2022- 2024 MBO plan for Senior Executives and other figures considered key to the business that shall be settled in the initial months of 2025 and which were previously classified beyond 12 months.

The composition and changes in the year are shown below:

(In Euro thousands)	31-12-23	Provisions	Utilizations	Reclassifications/ Changes in the consolidation scope	31-12-24
Provision for personnel charges	**8,040**	**0**	**(1)**	**(6,841)**	**1,197**
Other	7,889	0	0	(6,841)	1,048
Disputes provision	150	0	(1)	0	149
Provision for fiscal risks	**6,204**	**3**	**0**	**0**	**6,207**
Provision for other charges:	**1,549**	**1,285**	**(252)**	**1,175**	**3,757**
Legal, contract and other risks	715	0	(252)	1,175	1,638
Coverage for losses in associates	834	1,285	0	0	2,119
Total	**15,792**	**1,288**	**(253)**	**(5,666)**	**11,161**

The account mainly includes estimated charges relating to tax disputes and residually legal cases and disputes in course, in addition to contractual risks on projects closed. The measurement of risks and potential charges related to orders yet to be completed is included in the measurement of the orders' contractual assets and liabilities.

This account also includes the measurement at equity of companies with a negative net equity for which the company has the intention - although not immediate given the absence of regulatory obligations - to contribute to the coverage of the negative net equity of the investee; specifically the companies involved are G.C.B. General Trading, JV TSJ Limited, Kazakhstan JV TECNIMONT KZ LLP and Hidrogeno de Cadereyta – S.A.P.I. de C.V.

Further provisions refer to the estimated charges related to personnel remuneration and incentive policies with maturity beyond 12 months and some personnel disputes.

For details on liabilities and estimates of timing, refer to the "Disputes" paragraph of the Directors' Report; in most of those cases, the assessment of risks and possible liabilities related primarily to contracts is included in the valuation of contractual assets and liabilities.

28.22. Post employ. & other employee benefits

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Post-employment & other employee benefits	10,529	2,054	12,583
Total	**10,529**	**2,054**	**12,583**

The Group has a liability to all employees of the Italian companies regarding the statutory TFR (Post-employment benefit) provision, while the employees of some foreign companies of the TECNIMONT Group, in particular the Indian subsidiary TECNIMONT Private LTD, are recognized defined contribution plans.

In accordance with IAS 19 (Employee benefits), the Group estimated the liability for defined benefit plans at December 31, 2024; the changes in the year are shown below:

(In Euro thousands)	POST-EMPLOYMENT BENEFIT PROVISION	OTHER PLANS	Total
Balance at December 31, 2023	**9,221**	**1,308**	**10,529**
Changes in the year	1,222	832	2,054.2
December 31, 2024	**10,443**	**2,140**	**12,583**

The change in the post-employment benefit provision was due to the change in the consolidation scope, of actuarial losses, deriving from the change in the technical assumptions utilized for the present valuation compared to the previous, in addition to the change in the demographic and financial assumptions of the previous calculation model compared to that which effectively occurred during the valuation period, net of the decreases related to the departure of personnel.

The increase in other plans is mainly related to new provisions in the year in connection with the defined benefit plans of the Indian subsidiary that were on average higher as a result of the company's increased headcount.

The Cost relating to current employment services is recognized in the Income Statement under "Personnel expense". Financial expenses on obligations assumed are recognized in the Income Statement under financial expenses - other charges. Actuarial gains and losses and recognized in a specific valuation reserve under Equity.

The methods used are the same as those of the previous year, and the assumptions made in measuring post-employment benefits concern:

- Inflation: with reference to the inflationary parameter for the year 2024, the macroeconomic scenario outlined in the "2025-2029 Medium/Long-Term Budgetary Structural Plan" deliberated by the Council of Ministers in September 2024 was adopted: 1.8% until 2027, 1.9% for 2028 and 2.0% from 2029 onward;
- Salary increases: with reference to the salary increases, in line with that for the demographic technical bases, new salary line accounts were created for the companies which do not deposit the Employee Leaving Indemnity Provision with the INPS Treasury Fund; a salary growth rate of 3% annually was assumed for all employees, including inflation;
- Discount rate: determined with reference to bond market rates of primary companies at the valuation date. Specifically, the "Composite" interest rate curve of corporate issuers with "Investment Grade" AA ratings in the Eurozone was utilized (source: Bloomberg) as of 31.12.2024 equal to 2.732% for 2025 and rising to 3.485% for 2039;
- Workforce reference: for the internal workforce subject to analysis of the MAIRE Group, the average age and length of service were considered (Post-employment benefit base) and an estimate of staff turnover.

Sensitivity analysis was also undertaken based on the changes in the following parameters: a) +/-50bps discount rate, b) +/-50bps inflation rate, c) +/-50bps salary increase, d) +/-50bps probability of departure and advances on Post-employment benefit provision; on the basis of these analyses, the range of values of the liabilities for defined benefit plans was established which did not highlight any significant impacts.

28.23. Other non-current liabilities

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Trade payables beyond 12 months	69,624	76,370	145,994
Other payables beyond 12 months	12,387	18,810	31,197
Accrued liabilities	1,427	(202)	1,225
Total	**83,438**	**94,978**	**178,416**

Other non-current liabilities at December 31, 2024 amount to Euro 178,416 thousand and mainly refer to the withholdings made by the Group to suppliers/ sub-contractors in accordance with contractual guarantees for the correct completion of works.

The movement in "Trade payables beyond 12 months" concerns the advancement of orders and the contractual terms with suppliers, against which withholding taxes were higher compared to December 31, 2023; the large new orders have in fact entered into an advanced phase of works, with consequent increased withholdings from the main suppliers of materials and construction services.

The item "Other payables beyond 12 months" mainly refers to the valuation of the conditional components of recent acquisitions and specifically for Euro 8,296 thousand the valuation of the earnout clause based on the achievement of specific operating results and the structure of put and call options on the remaining 16.5% share to be exercised within the coming years provided for in the Conser S.p.A. acquisition contract; for Euro 19,451 the present value of the valuation of the possible earnouts achievable based on the signing and results of certain license agreements related to the GCT technologies within 7 years as part of the acquisition of GasConTec GmbH in 2024; for Euro 1,049 thousand the valuation of the earnout clause based on the achievement of specific operating results and the structure of put and call options on the remaining 20% share to be exercised within the coming years in the HyDep S.r.l. acquisition agreement; and finally for Euro 295 thousand the conditional price component for the purchase in 2024 of the additional 35% of MyReplast Industries

28.24. Financial instruments - Derivatives (Non-current liabilities)

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Financial instruments - Currency hedging derivatives	406	(103)	303
Financial instruments - Raw material hedging derivatives	2,820	2,982	5,801
Total	**3,225**	**2,879**	**6,104**

Non-current liabilities derivative financial instruments at December 31, 2024 amount to Euro 6,104 thousand, a decrease of Euro 2,879 thousand compared to December 31, 2023 and concern the fair value measurement of the derivative contracts in force.

The account for Euro 303 thousand relates to the measurement of the derivative instruments to hedge against currency risks on the cash flows related to project revenues and costs. The mark-to-market is negative as exchange rates between the subscription date of the derivative instruments and the reporting date saw a revaluation principally of the Dollar against the Euro; the negative mark-to-market will be offset by future operating cash flows of a similar amount. The movements relate to interest rate movements, principally of the Dollar against the Euro in 2024.

The total includes Euro 5,801 thousand for raw material derivative hedges (principally for copper and palladium) and for purchases of contracts. In 2024 the market experienced a normalization in the price of the raw materials hedged. The mark-to-market is negative as the prices between the subscription date of the derivative instruments and the reporting date saw a revaluation of the commodities hedged; the negative mark-to-market will be offset by future operating cash flows of a similar amount as a result of the savings on the costs of supplies subject to hedging.

For further information and analysis of the Fair Value Hierarchy, reference should be made to the "FINANCIAL RISKS" section.

28.25. Other non-current financial liabilities

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Payables to other lenders - Bonds	197,413	484	197,897
Other financial payables	2,140	30,995	33,135
Payables to other shareholders	0	980	980
Financial payables - Warrants	451	1,998	2,449
Total	**200,004**	**34,457**	**234,461**

"Other non-current financial liabilities", amounting at December 31, 2024 to Euro 234,461 thousand, increasing Euro 34,457 thousand on December 31, 2023, essentially includes Euro 197,897 thousand in relation to the non-convertible senior unsecured sustainability-linked bond loan due on October 5, 2028, for a nominal value of Euro 200 million, net of accessory charges, issued in Q4 2023.

In this regard, the following is reported:

On September 28, 2023, the public offering in Luxembourg and Italy of the MAIRE S.p.A. "Senior Unsecured Sustainability Linked Notes due 5 October 2028" Bonds was concluded in advance, with a total nominal value of Bonds subscribed of Euro 200 million, at an issue price of 100% of their nominal value, represented by 200,000 Bonds with a nominal value of Euro 1,000 each. The gross proceeds from the Offering amounted to Euro 200 million.

The interest rate of the Bonds, corresponding to the yield at issuance, is 6.50% per annum gross. It should also be noted that there is a maximum interest rate increase of 0.50% overall where the specific CO_2 emission reduction targets are not met.

In fact, the Bond stipulates an interest rate increase if specific decarbonization targets are not met by December 31, 2025. In particular, MAIRE is committed to: reduce its own direct and indirect CO_2 emissions ("Scope 1 and Scope 2") by 35% compared to the 2018 level, and reduce the CO_2 emissions of its suppliers by 9%, particularly through the "Scope 3" emission intensity related to purchased technology-content goods and services, measured as tons of CO_2 relative to value added, compared to the 2022 level.

These targets, in line with the decarbonization plan set out in the MAIRE Group's sustainability strategy (carbon neutrality Scope 1 and 2 to 2030 and Scope 3 to 2050), contribute to the achievement of the UN's SDG 7 and SDG 9 sustainable development goals.

The interest rate increase will be 0.25% for each missed target (i.e. maximum increase of 0.50%) from the year following the year of recording (FY 2025). Achievement of the targets will be verified by an independent audit firm appointed for this purpose.

Consequently, 200,000 Bonds were issued on October 5, 2023. On the same date, the Bonds began accruing interest, which shall be settled, in arrears, on April 5 and October 5 of each year beginning April 5, 2024; the Bond provides the option of voluntary early redemption from the third year.

The trading commencement date of the Bonds on the MOT set by Borsa Italiana S.p.A., pursuant to Article 2.4.3 of its Regulation, was October 5, 2023. On the same date, the Bonds were also admitted to listing on the official list of the Regulated Market of the Luxembourg Stock Exchange, with the commencement of trading.

The Company continues to integrate its sustainability goals into its financial management, as it did in 2019 with the ESG-linked Schuldschein Loan.

In fact, the Bond takes into account the Sustainability-Linked Financing Framework approved by the Board of Directors of MAIRE. The Framework, drafted in line with the Sustainability-Linked Bond Principles and Sustainability-Linked Loan Principles, has been certified by Sustainalitycs as a Second-Party Opinion Provider, and is available along with the certification on the Company's website (www.groupmaire.com), in the "Investors" - "Investors and Sustainability" section. The transaction further strengthens MAIRE's commitment to the energy transition, as already represented in the strategic plan.

The Bond also includes an incurrence covenant, non-compliance with which would result in debt restrictions and default events in line with the Group's existing medium to long-term debt; specifically, the bond financial covenants require a maximum debt level and the maintenance of a stated net financial position/EBITDA ratio. The measurement of this financial covenant is on an annual basis, whose next measurement will take place with reference to final figures at December 31, 2024.

MAIRE is currently not aware of any default situations of the above-mentioned covenants, which have been complied with to date.

"Other non-current financial liabilities" include other financial payables:

- for Euro 32 thousand mainly referring to payables to public bodies for subsidized loans for research projects, while Euro 272 thousand concerns a financial liability to a commercial partner for a development project currently under way;
- For Euro 1,896 thousand the balance of the price for the acquisition in 2023 of the investment in MyRemono S.r.l., whose payment was deferred compared to the closing and with the satisfaction of certain conditions stipulated beyond 2025;
- For Euro 1,534 thousand the long-term portion for the acquisition of an additional 34% stake in MyReplast Industries S.r.l. and MyReplast S.r.l., increasing the holding in both companies from 51% to 85%. The consideration stipulates a price paid at closing and a deferred portion to be settled according to specific milestones by December 31, 2027. For further details, reference should be made to the "Key Events in the year" and "Consolidation Scope" sections;
- For Euro 4,074 thousand the long-term portion for the acquisition of the APS Group. The consideration stipulates a price paid at closing and a deferred portion to be settled according to specific milestones by December 2030. For further details, reference should be made to the "Key Events in the year" and "Consolidation Scope" sections;

For Euro 25,326 thousand the balance of the initial advance of the grant received by NEXTCHEM Tech as part of the European "IPCEI Hy2Use" project, which involved the allocation of a grant for the development of a waste-to-hydrogen plant. The initial advance was for a total of Euro 38,802 thousand and for Euro 13,476 thousand reduced the assets in progress in relation to the value of activities carried out until the initial phase of the project.

"Payables to other shareholders" for Euro 980 thousand concerns the portion of the loan of the shareholder Biorenova to the company MyRemono S.r.l. for its 49% holding. The shareholders NEXTCHEM Tech and Biorenova disbursed a loan to support the earmarked investments, including the construction of the first industrial plant.

Warrants, in the amount of Euro 2,449 thousand, represent the carrying value of financial instruments issued and subscribed to for consideration and with the use of own capital by each Beneficiary as part of the 2020-2024 Long-Term Investment Plan in support of the Group's Green Acceleration project, based on financial instruments of the subsidiary NEXTCHEM TECH S.p.A. The movement in the year is related to the decrease in the fair value of the instruments.

This liability has not been classified as a financial liability within the net financial position as the Company has no contractual obligation to deliver cash to the holder of the Warrants; - no interest of any kind accrues on this liability; - this liability arises from an instrument that will provide the Company with a capital increase upon its possible future exercise.

For further information, reference should be made to the section "Accounting Polices - Warrants".

28.26. Financial liabilities – Leasing

(In Euro thousands)	31-12-23	Increases	Decreases	Interest	Payments	Other changes	31-12-24
Financial liabilities - Leasing	128,373	40,731	(3,259)	5,845	(35,625)	529	136,595
Total	**128,373**	**40,731**	**(3,259)**	**5,845**	**(35,625)**	**529**	**136,595**
of which:							
Non-current financial liabilities - Leasing	*103,718*						*108,135*
Current financial liabilities - Leasing	*24,655*						*28,460*
Total	**128,373**						**136,595**

The value of "Current and non-current financial leasing liabilities" related to Right-of-Use at December 31, 2024 was Euro 136,595 thousand, of which Euro 28,460 thousand short term and Euro 108,135 thousand beyond 12 months.

The lease liabilities are valued on recognition, discounting all future payments due for leases utilizing the implied lease rate, where this may easily be determined or alternatively utilizing the lessee's incremental borrowing rate. The lessee's incremental financing rate is based on the Group's incremental financing rate, i.e. the rate that the Group would have to pay to borrow the funds needed to purchase an asset of similar value in a similar financial context and with similar terms and conditions.

In 2024, the changes mainly relate to the payment of scheduled installments, interest accrued and new contracts entered into during the year net of early closure of contracts. In 2024, in line with the expanded Group operations, a significant increase in new IFRS 16 contracts is reported for the leasing of new office spaces or at the various worksites.

The account was recognized following the application of the IFRS 16 standard and mainly concerns the financial liabilities related to the usage rights for the office use buildings hosting Group offices and also at various work sites, some key Group assets and also motor vehicles.

The following table analyses the breakdown and maturities of lease liabilities carried as at December 31, 2024 presented according to future cash flows, inclusive of interest:

(In Euro thousands)	Due within 1 year	Due between 1 & 5 years	Due beyond 5 years	Total
Financial liabilities - Leasing	33,388	95,292	27,448	156,128
Total	**33,388**	**95,292**	**27,448**	**156,128**
Of which Capital portion				*136,595*

28.27. Short-term debt

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Bank payables	170,205	(103,565)	66,640
Payables to other lenders	6,176	17,886	24,062
Accrued liabilities	3,974	4,347	8,321
Total	**180,355**	**(81,332)**	**99,023**

"Short-term debt" amounted to Euro 99,023 thousand, a significant decrease of Euro 81,332 thousand from December 31, 2023, mainly following repayments of principal for a total of Euro 229.1 million on the MAIRE loan with a nominal value of Euro 365 million, 80% of which is backed by SACE's "Italy Guarantee", with Euro 182.5 million in principal voluntarily repaid ahead of schedule at the end of September 2024. At December 31, 2023, short-term debt included approximately Euro 92 million for the current portion repaid in 2024.

An additional reduction in short-term debt in 2024 is also attributable to the repayment of Euro 55 million on the ESG-linked Schuldschein loan received in December 2019.

Simultaneously at the end of 2024, MAIRE signed a new Sustainability-linked credit line maturing in May 2028 for a total amount of Euro 200 million. The revolving credit line complies with the Sustainability-Linked Financing Framework and as of December 31, 2024, approximately Euro 63.2 million had been drawn down.

At December 31, 2024, short-term bank payables mainly refer to:

- for Euro 63,184 thousand the new Sustainability-linked credit line maturing in May 2028 for a total amount of Euro 200 million. The revolving credit line complies with the Sustainability-Linked Financing Framework adopted in September 2023 and is linked to specific annual targets to reduce the Group's CO_2 emissions, whose achievement determines the margin applicable to the loan. Specifically, for this instrument the targets are annual (already defined for FY2024 and FY2025 and to be defined for subsequent years) and the price adjustment mechanism is step up and step down (+/- 5 bps). The credit line was granted by eight leading banking groups, including Banca Monte dei Paschi di Siena, Banco BPM, Bank ABC, BdM Banca, BPER, Intesa Sanpaolo, Mediocredito Centrale and UniCredit. Intesa Sanpaolo (IMI CIB Division) also acted as sustainability coordinator and facility agent. The transaction is in line with the strategy to optimize the composition of medium to long-term debt and reduce its overall cost, while improving financial flexibility. This new revolving credit line, whose provision further highlights the support among the banks of MAIRE's strategy, will increase financial flexibility and diversify funding sources. This is alongside two other sustainability-linked funding transactions carried out in the past year, marking a further step on the path toward integrating emissions reduction goals into the Group's financial management.

  The loan includes covenants in line with normal business practice for such operations; specifically, the loan's financial covenants concern the ratio between the net financial position and net equity, as well as between the net financial position and EBITDA on a half-yearly basis, with next measurement on the FY 2024 figures;
- for Euro 1,397 thousand (Euro 22,586 thousand at December 31, 2023) current account overdrafts for the utilization of credit lines granted and commercial advances relating to projects in course.

At December 31, 2024, the short-term bank payables referring to the current portion of non-current debt were as follows:

- for Euro 1,089 thousand the current capital portion of a loan from Banca Popolare di Sondrio for a nominal value of Euro 10 million in support of the activities of MyReplast Industries S.r.l., for Euro 303 thousand the current capital portion of a loan also issued in 2021 by Banca Popolare di Sondrio to MyReplast Industries S.r.l. for a nominal Euro 1.5 million, and for Euro 279 thousand the loan in 2023, also from BPS to MyReplast Industries S.r.l. of a nominal Euro 1 million;
- for Euro 388 thousand the current portion of a loan disbursed by Banca Progetto in 2023 to APS Designing Energy S.r.l., a company acquired by the MAIRE Group in 2024.

Payables to other short-term lenders amount to Euro 24,062 thousand, an increase of Euro 17,886 thousand following the utilization of working capital lines to support the short-term requirements as part of the management of the working capital on some projects utilized at December 31, 2024 and is mainly related to receivables factoring transactions as part of the management of the working capital on some projects.

Interest due on loans, bonds and bank overdrafts and revolving lines matured and not yet paid amount to Euro 8,321 thousand.

The composition of the net financial position is reported in the paragraph "Group balance sheet and financial position" in the Directors' Report, to which reference should be made for further information on the changes compared to the previous period.

The following table reports the Group's net financial debt at December 31, 2024 and December 31, 2023, in line with Consob communication No. 5/21 of April 29, 2021:

NET FINANCIAL DEBT MAIRE GROUP

	In Euro thousands	December 31, 2024	December 31, 2023
A.	Cash and cash equivalents	(1,153,779)	(915,501)
B.	Other liquidity	-	-
C.	Other current financial assets	(53,296)	(76,875)
D.	**Liquidity (A+B+C)**	**(1,207,075)**	**(992,376)**
E.	Current financial debt (including debt instruments but excluding the current portion of non-current financial debt)	310,597	155,849
F.	Current portion of non-current financial debt	2,059	92,727
G.	**Current financial debt (E+F)**	**312,656**	**248,575**
H.	**Net current financial debt (G-D)**	**(894,419)**	**(743,801)**
I	Non-current financial debt (excluding current portion and debt instruments)	506,004	438,542
J.	Debt instruments	234,461	200,004
K.	Trade payables and other non-current payables	-	-
L.	**Non-current financial debt (I+J+K)**	**740,465**	**638,546**
M.	**Total financial debt (H+L)**	**(153,954)**	**(105,255)**

The following table presents the reconciliation between the net financial debt and the net financial position of the Group at December 31, 2024 and December 31, 2023:

RECONCILIATION NFD & NFP

	In Euro thousands	December 31, 2024	December 31, 2023
M.	Total financial debt	(153,954)	(105,255)
	Net financial debt of discontinued operations	-	(1,111)
	Other non-current financial assets	(75,922)	(71,512)
	Derivative financial instruments	18,159	(6,841)
	"Project Financing - Non Recourse"	(6,471)	(6,734)
	Other non-current assets - Expected repayments	(17,904)	(16,833)
	Financial payables - Warrants	(2,449)	(451)
	Finance lease payables IFRS 16	(136,595)	(129,133)
Adjusted Net Financial Position		(375,135)	(337,870)

The Adjusted Net Financial Position at December 31, 2024 presents net cash of Euro 375.1 million, an increase of Euro 37.3 million compared to December 31, 2023, having consistently improved quarter-over-quarter in 2024.

Operating cash generation more than offsets dividends settled of Euro 82.1 million (including minority interests), disbursements related to the buyback program of Euro 47.3 million, and net capital expenditures for the year totaling Euro 51.6 million; total investments would however amount to approx. Euro 91.9 million, including the deferred and earnout components regarding the purchase prices of HyDEP, Dragoni Group, GasConTec and APS Evolution S.r.l., and for additional shares in MyReplast.

Investments in new technologies and intellectual property rights (patents and licenses) mainly of the NEXTCHEM Group, new software and related development to support the business and security aimed at integrating technology offerings with advanced digital solutions in line with the sustainable technology portfolio expansion strategy undertaken by the Group also continue.

The Financial Position at December 31, 2024 saw an overall increase of the gross debt, mainly due to the greater utilization in 2024 of the Euro Commercial Paper program, the placement of a new sustainability-linked Schuldschein Loan undertaken by MAIRE S.p.A. for a notional total amount of Euro 200 million, with two maturities at 3 and 5 years, whose proceeds were allocated to support the financial needs of the company, the early repayment of existing lines, including the settlement of the ESG-Linked Schuldschein loan undertaken in December 2019 for a residual nominal amount of Euro 55 million.

The movement in the debt also reflects the repayment of capital portions for approx. Euro 229.1 million regarding the MAIRE loan of a nominal Euro 365 million, backed for 80% by SACE's Italy Guarantee, of which Euro 182.5 million concerning the capital portion voluntarily repaid in advance at the end of September.

Simultaneously at the end of 2024, MAIRE signed a new Sustainability-linked credit line maturing in May 2028 for a total amount of Euro 200 million. The revolving credit line complies with the Sustainability-Linked Financing Framework and as of December 31, 2024, approximately Euro 63.2 million had been drawn down.

Payables to other short-term lenders increased slightly following the utilization of working capital lines to support the short-term requirements as part of the management of the working capital on some projects utilized at December 31, 2024 and mainly related to receivables factoring transactions as part of the management of the working capital on some projects.

With regard to the Euro Commercial Paper Program initially launched in 2021 by MAIRE for the issue of one or more non-convertible notes and placed with selected institutional investors for a maximum of Euro 150 million, on December 18, 2024 MAIRE renewed its Program by increasing its maximum nominal amount from Euro 150 million to Euro 300 million. In line with the program previously launched, the ECP Program will be placed with qualifying investors and will be unrated and have a duration of 3 years.

At December 31, 2024, therefore the Euro Commercial Paper program had in fact been utilized for Euro 162.9 million, increasing Euro 141.3 million on December 31, 2023. The notes mature in various tranches between January 2025 and December 2025. The average weighted interest rate on outstanding financial liabilities was approx. 4.305%; in 2024, notes totaling Euro 361.1 million were issued, with reimbursements of Euro 220.8 million, with an average weighted interest rate on all financial liabilities which was approx. 4.723%.

The Net Financial Position at the end of December 2024 was impacted by the temporary mark-to-market changes in derivative instruments, which, as of December 31, 2024 had a total positive value of Euro 18.1 million, and during 2024 expressed an overall decrease of Euro 5.6 million, influenced mainly in the last quarter of 2024 by the significant strengthening of the dollar against the euro, partially offset by the positive change in derivative instruments entered into to hedge the risk of fluctuations in the MAIRE share price for purposes related to existing employee incentive plans, the latter driven by the favorable performance of the MAIRE share price.

Finally, the Financial Position saw an increase in cash and cash equivalents, which at December 31, 2024 amounted to Euro 1,153,779 thousand, a significant increase of Euro 238,278 thousand compared to December 31, 2023.

Cash flows from operations saw a net generation of cash in the amount of Euro 283,073 thousand for the year, reflecting a consistent cash generation quarter on quarter, driven by earnings and changes in working capital, thanks to operational activities on major projects underway and also in relation to the orders acquired at the end of the previous year, in particular the Hail and Ghasha project with ADNOC, and also thanks to the advances received on the new orders acquired. Cash flows from operations include also income tax payments, which in 2024 totaled Euro 58.3 million.

Cash flow from investments however absorbed a total of Euro 51,565 thousand, mainly relating to the acquisitions of Hydep S.r.l., Gruppo Dragoni S.r.l., GasConTec GmbH and APS Evolution S.r.l., net of the liquidity acquired, and for the acquisition of the additional 34% stakes in MyReplast Industries S.r.l. and MyReplast S.r.l., increasing the holdings in both companies from 51% to 85%, and for further outlays, mainly in relation to intangible assets due to investments and internal developments of technology, new software and related developments to support the business and corporate security. Property, plant and equipment also increased on the basis of improvements to owned and leased buildings and the acquisition of furniture and miscellaneous machinery for offices, in order to support the expanded Group workforce and in line with the new Group ten-year plan and the growing operations globally.

Investments in the year specifically include Euro 3.8 million related to the acquisition of HyDEP S.r.l. and of Dragoni Group S.r.l. (Euro 3.4 million net of the liquidity acquired), Euro 5.2 million related to the acquisition of GasConTec GmbH (Euro 4.8 million net of the liquidity acquired), Euro 1.2 million related to the acquisition of APS Evolution S.r.l. (Euro -2.5 million net of the liquidity acquired) and Euro 5.9 million related to the acquisition of the additional stakes in Myreplast, in line with the strategy of expanding the portfolio of sustainable technologies undertaken by the Group.

Total investments would amount to approx. Euro 91.9 million, including the deferred and earnout components regarding the purchase prices of HyDEP, Dragoni Group, GasConTec and APS Evolution, and for additional shares in MyReplast.

Finally, financial management overall generated cash amounting to Euro 4,900 thousand. The main underlying reasons have already been outlined above and related essentially to the subscription of new lines and financial instruments net of repayments of principal portions of outstanding loans, interest and repayment of principal portions of IFRS 16 leases, and finally payment of dividends and repurchase of treasury shares to service employee compensation plans.

The "Adjusted Net Financial Position" is also presented, which in Management's view includes the value of the recovery from the events in India on the basis of legal opinions and the insurance companies from leading providers for protection against such events (as outlined in paragraph 28.8), and excluding both financial lease payables - IFRS 16 of Euro 136,595 thousand, which were recognized solely on the basis of applying IFRS 16; the "Non Recourse" financial payables which relate to the MyReplast Industries S.r.l. loan issued by Banca Popolare di Sondrio for the company's Circular Economy operations and the financial payables for Warrants, in relation to which reference should be made to the "Accounting Policies - Warrants" section.

The estimate of the "fair value" of these financial instruments, calculated as indicated in the accounting policies section, at December 31, 2024 substantially approximated their book value. The breakdown by maturity of the gross financial debt is reported in the financial risks section.

28.28. Provisions for charges - within 12 months

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Provisions for charges - within 12 months	41,736	21,348	63,085
Total	**41,736**	**21,348**	**63,085**

The "Provision for charges within 12 months" totaled Euro 63,085 thousand and increased Euro 21,348 thousand on December 31, 2023 and mainly concerns the estimated costs for remuneration and incentive policies due within 12 months, essentially referring to the flexible benefits plans ("MAIRE4You"), the participation bonus pertaining to 2024 and the short and medium term MBO plans.

The increase for the year essentially derives from new allocations for short-term plans for 2024, which was higher than utilizations for the year, in line with the overall expansion of the Group workforce, and with an increase also of the beneficiaries of the variable remuneration policies as a form of retention.

A further increase is due to the reclassification within 12 months of employee remuneration and incentive policies, mainly for the deferred portions of the 2022-2024 MBO plan for Senior Executives and other figures considered key to the business that shall be settled in the initial months of 2025 and which were previously classified beyond 12 months.

In 2024, MAIRE also continued to provide guidance and support to the operating companies, through the definition of Remuneration Policy guidelines based on the recognition of merit and best performance, in compliance with principles of aligning remuneration levels in terms of internal equity between organizational positions and external competitiveness with respect to local markets, while also taking into account the dynamics related to inflation trends.

28.29. Tax payables

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Current income tax payables	21,460	77,966	99,426
Other tax payables	19,579	21,817	41,396
Total	**41,039**	**99,783**	**140,822**

"Tax payables" totaled Euro 140,822 thousand and increased Euro 99,783 thousand on December 31, 2023, mainly as a result of the increase in the payable for Italian current taxes and partly overseas, essentially due to the significantly higher income before tax compared to the previous year, driven by the operating performance in 2024.

The item shows a further increase as a reclassification of some tax and VAT payables of some foreign branches that were classified under "Other current liabilities" in the previous year.

At December 31, 2024, tax payables were as follows:

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Current income tax payables - IRES/IRAP	11,757	68,904	80,661
Current income taxes payable - Imp. Overseas	9,703	9,063	18,765
VAT payables	8,266	17,427	25,693
Substitute taxes payable	8,703	5,605	14,308
Other tax payables	2,610	(1,215)	1,395
Total	**41,039**	**99,783**	**140,822**

The item "Current income tax payables - IRES/IRAP" at December 31, 2023 includes Euro 66,064 thousand in IRES income tax payables related to the balance of the Group's tax consolidation undertaken by the parent company MAIRE S.p.A., which as of December 31, 2023 amounted to Euro 8,296 thousand. The increase, as already outlined, is a consequence of a greater volume of business and consequent significantly higher income before tax compared to the previous year in relation to the Italian companies.

MAIRE S.p.A. and the subsidiaries TECNIMONT S.p.A., TECNIMONT Services S.p.A., KT S.p.A., KT TECH S.p.A., Met Development S.p,A., Met Dev 1 S.r.l. and TECNIMONT-KT JV S.r.l. opted to apply the Tax Consolidation regime which permits the calculation of the IRES corporation tax on a tax basis representing the aggregate of the taxable income and losses of the individual companies. The Tax Consolidation is valid for fiscal years 2022-2024 and shall be deemed tacitly renewed unless revoked.

"Current income tax payables - IRES/IRAP" at December 31, 2023 also includes Euro 4,052 thousand in IRES income tax payables related to the balance of the NEXTCHEM Group Tax Consolidation undertaken by the parent company NEXTCHEM S.p.A. Membership of the Tax Consolidation is valid for the fiscal years 2024-2026 and will be deemed tacitly renewed, unless revoked, while in 2024 the subsidiaries Conser S.p.A., MyRechemical S.r.l., MDG S.r.l. and MyReplast S.r.l. joined.

The residual of the "Current income tax payables - IRES/IRAP" account refers to the IRES income tax payables of companies not participating in the tax consolidation and the IRAP tax payables of Italian companies of Euro 10,545 thousand.

"Current income taxes payable - Overseas Tax" at December 31, 2023 includes liabilities for income taxes of the overseas companies, also increasing due to the reasons already outlined.

"Other tax payables" refer to VAT payables of Euro 25,693 thousand, again an increase of Euro 17,427 thousand, and refer mainly to foreign subsidiaries and branches and, residually, to Italian entities not taking part in the Group's VAT consolidation. They also include IRPEF personnel withholding tax payables and withholding taxes on account for third party compensation for Euro 14,308 thousand and other tax payables.

28.30. Financial instruments - Derivatives (Current liabilities)

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Financial instruments - Currency hedging derivatives	3,855	10,762	14,617
Financial instruments - Raw material hedging derivatives	159	605	764
Total	**4,014**	**11,367**	**15,381**

"Current liabilities derivative financial instruments" at December 31, 2024 amount to Euro 15,381 thousand, an increase of Euro 11,367 thousand compared to December 31, 2023 and concern the fair value measurement of the derivative contracts in force.

The account for Euro 14,617 thousand relates to the measurement of the derivative instruments to hedge against currency risks on the cash flows related to project revenues and costs. The mark-to-market is negative as exchange rates between the subscription date of the derivative instruments and the reporting date saw a revaluation principally of the Dollar against the Euro; the negative mark-to-market will be offset by future operating cash flows of a similar amount. The changes are as a result of exchange rate movements, mainly the dollar against the euro, which in 2024, following the increase in interest rates, saw a strengthening of the US Dollar against the euro. Also in 2024, a number of currency hedging instruments were opened in response to the recent acquisitions.

The total includes Euro 764 thousand for raw material derivative hedges (principally for copper and palladium) and for purchases of contracts. In 2024 the market experienced a normalization in the price of the raw materials hedged. The mark-to-market is negative as the prices between the subscription date of the derivative instruments and the reporting date saw a revaluation of the commodities hedged; the negative mark-to-market will be offset by future operating cash flows of a similar amount as a result of the savings on the costs of supplies subject to hedging.

For further information and analysis of the Fair Value Hierarchy, reference should be made to the "FINANCIAL RISKS" section.

28.31. Other current financial liabilities

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Other current financial liabilities	21,965	307	22,272
Other current financial liabilities - Euro Commercial Paper (ECP)	21,600	141,300	162,900
Total	**43,565**	**141,607**	**185,172**

Other current financial liabilities at December 31, 2024 amount to Euro 185,172 thousand, an increase of Euro 141,607 thousand compared to December 31, 2023 as a result of the greater use of the MAIRE Group's Euro Commercial Paper Program.

Other current financial liabilities may be broken down as follows:

- For Euro 162,900 thousand the payable related to the Euro Commercial Paper Program. In this regard, it is noted that in 2022 MAIRE S.p.A. launched its first Euro Commercial Paper Program for the issue of one or more non-convertible notes placed with selected institutional investors, unrated and with a duration of three-years. The maximum aggregate amount of Notes issued and not redeemed under the ECP shall not exceed, at any time, Euro 150 million. The Notes are not listed on any regulated market. The ECP Program will allow the Company to diversify its short-term financing instruments, obtain a wider choice of funding and optimize its debt management in terms of maturity and pricing profile. The ECP Program is not guaranteed by any company belonging to the MAIRE Group or a third party. Subject to compliance with all applicable legal and regulatory provisions, the Notes may be denominated in Euro, USD, GBP, CHF or any other currency and the maturity of individual Notes may not be less than one day or more than 364 days from the date of issuance inclusive, to and excluding the maturity date. On December 18, 2024, MAIRE S.p.A. renewed its Euro Commercial Paper Program to issue one or more series of Euro Commercial Paper Notes, increasing the maximum nominal amount from Euro 150 million to Euro 300 million. In line with the program launched previously, the ECP Program will be placed with qualifying investors and will be unrated. The program will run for 3 years and have a maximum nominal amount of Euro 300 million. The Notes will not be listed on any regulated market or multilateral trading facility. The ECP Program was submitted to the STEP (Short-Term European Paper) Secretariat in order to obtain the STEP label, or eligibility under the STEP Market Convention. The ECP Program, in line with the Group's growth in size, strengthens short-term financing instruments and expands available sources, optimizing debt management in terms of maturity and cost. The dealers of the renewed ECP Program are Banca Akros S.p.A., BNP Paribas, BRED Banque Populaire, Crédit Agricole Corporate & Investment Banking, Equita SIM S.p.A., Intesa Sanpaolo (IMI CIB Division), and PKF Attest Capital Markets S.V., S.A., which also acts as arranger. More information on the renewed ECP Program is available in the "Information Memorandum" available to the public on the Company's (Group MAIRE) website on the "Investors/Debt/EURO COMMERCIAL PAPER (ECP)" page. Pursuant to Article 72(6) of Consob Issuers' Regulation No. 72, the minutes of the Company's Board of Directors meeting held on November 25, 2024 that approved the renewal of the ECP Program are available to the public at the Company's registered office, on the Company's website (Group MAIRE), on the "Investors/Debt/EURO COMMERCIAL PAPER (ECP)" page, and on the authorized storage mechanism "1info" (1info).

At December 31, 2024, therefore the Euro Commercial Paper program had in fact been utilized for Euro 162.9 million, increasing Euro 141.3 million on December 31, 2023. The maturities of the notes are:

(In Euro thousands)	31-12-24
January 2025	35,500
February 2025	28,500
March 2025	22,500
May 2025	7,700
June 2025	25,400
July 2025	7,000
September 2025	11,600
November 2025	1,500
December 2025	23,200
Total	**162,900**

The average weighted interest rate on outstanding financial liabilities was approx. 4.305%; in 2024, notes totaling Euro 361.1 million were issued, with reimbursements of Euro 220.8 million, with an average weighted interest rate on all financial liabilities which was approx. 4.723%.

- For Euro 172 thousand a financial liability from the consortium Cavtomi, reducing Euro 62 thousand on December 31, 2023;
- Euro 5,027 thousand is the balance of the fixed price for the purchase of the Conser S.p.A. shareholding, the payment of which was deferred with respect to the 2023 closing and initially expected by the end of 2024. It is however currently scheduled for 2025 upon fulfillment of certain conditions; partial payments of approx. 1.5 million were recorded during 2024. In 2024, a portion of the 2023 earn-out also concerning the acquisition of Conser S.p.A. was accrued and settled;
- For Euro 1,822 thousand the short-term portion for the acquisition of the APS Group. The consideration stipulates a price paid at closing and a deferred portion to be settled according to specific milestones by December 2030. For further details on the acquisition, reference should be made to the "Key Events in the year" and "Consolidation Scope" sections;
- Euro 351 thousand is a portion of the fixed price balance adjustment for the purchase of GasConTech; for more details on the acquisition, please refer to the section "Key Events in the year" and "Consolidation Scope";
- for Euro 14,900 thousand the valuation of the repurchase obligation of the minority share of Simest S.p.A. in Met Dev 1 S.r.l, a MAIRE Group company which incorporated together with PJSC KuibyshevAzot, the Volgafert LLC joint venture.

  As part of the investment agreement signed between Met Development S.p.A. and Simest S.p.A., the MAIRE TECNIMONT Group commits to repurchase on maturity the investment of Simest S.p.A. against a charge for the payment extension granted. The agreement also provides for call and put option rights between the parties and an acceleration of repayment where the Volgafert initiative is sold to a third party.

In this scenario following the agreements at the end of the previous year and in the last quarter of 2024 following the formal approval of the Russian Government Commission and the formal obtaining of the consent of the financing banks and SACE, the sale was concluded with related payment to the MAIRE Group and therefore the repayment to Simest of the amount due will take place in the initial months of 2025.

28.32. Client advance payments

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Client advance payments	949,336	(47,422)	901,914
Total	**949,336**	**(47,422)**	**901,914**

They concern "Contractual advances from clients" on the signing of construction contracts, usually also covered by the related bond issued to the benefit of the principal.

"Client advance payments" at December 31, 2024 were Euro 901,914 thousand, decreasing Euro 47,422 thousand on December 31, 2023, mainly due to the increased reabsorption of advances through invoicing on account and related work performed, compared to the receipt of new contractual advances relating to the Group's order intake in 2024.

In 2024, a significant reabsorption occurred and therefore a decrease of the advances collected in previous years, consistent with the strong growth in activities and related billing already reflected in the various financial statement items that reflect the evolution of projects in the significant backlog, mainly in relation to the contracts with Abu Dhabi Polymers Company – Borouge 4, Ras Laffan in Qatar, Repsol in Portugal, Amiral in Saudi Arabia, and also in relation to the mega acquisition in the previous year of Hail and Ghasha in Abu Dhabi.

The year 2024 however saw acquisitions and related new advances that mainly related to large acquisitions in Algeria by Sonatrach related to the new linear alkyl benzene sulfonate (Llinear Alkyl Benzene, LAB) plant in the Skikda industrial zone and for the construction of three compressor stations, as well as for the upgrading of the gas collection system, in the Hassi R'mel gas field, 550 kilometers south of Algiers.

28.33. Contractual Liabilities

(In Euro thousands)	31-12-23	Changes in year	31-12-24
(Works-in-progress)	(26,540,133)	(4,601,046)	(31,141,178)
Advances received on work-in-progress	27,120,156	4,417,678	31,537,835
Total	**580,024**	**(183,367)**	**396,656**

"Contract liabilities" are the net negative amount, by individual order, resulting from the difference between progressive production or the amount of works-in-progress recorded according to the percentage of completion net of losses realized or estimated at the reporting date and invoicing on account relating to the advancement of works.

The gross change on works carried out and advances received on work-in-progress is also impacted by the values of the projects closed during the period and transferred to revenues from sales.

The value of "Contract liabilities" decreased in relation to the advancement of the projects and their contractual terms, against which the value of works carried out in 2024 was higher than the invoicing on account, particularly in relation to the major projects obtained in previous years, such as Ras Laffan in Qatar and Hail and Ghasha. The latter in particular at the end of the previous year had recognized a significant amount of invoicing on account of a number of milestones reached at the end of December, against which the amount of work in progress recognized according to the percentage of completion had been much lower and in 2024 with the progress of project work the effect is being reabsorbed.

The total net value of "Contractual Assets" and "Contractual Liabilities" increased on December 31, 2023 by Euro 201,821 thousand (+10.3% vs. 2023). This movement reflects the significant growth in volumes in 2024 (+38.5% vs. 2023), reflecting the steady progression of projects under execution, although indicating a less than proportional reduction demonstrating the good performance of ongoing projects also in terms of invoicing.

The value of "Contractual Liabilities" includes additional requests on contracts for the quota considered highly probable to be accepted by the client; the variable components were recorded in accordance with the guidelines illustrated in the accounting policies.

28.34. Trade payables

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Suppliers - within 12 months	2,624,945	871,328	3,496,273
Subsidiaries - within 12 months	0	0	0
Associates - within 12 months	288	209	496
Parent companies - within 12 months	157	(146)	11
Group companies - within 12 months	456	101	557
Total	**2,625,845**	**871,492**	**3,497,337**

Trade payables at December 31, 2024 amount to Euro 3,497,337 thousand, an increase of Euro 871,492 thousand compared to December 31, 2023.

The increase is substantially related to the significant advancement of projects in progress, with the advancement of the procurement activities for critical materials and the construction phases. The increase in the account is consistent with the strong growth in activities already reflected in the various costs items and consequent production volumes that reflect the evolution of projects in the significant order book towards phases featuring more works, including the advancement of engineering and procurement activities at Hail and Ghasha.

"Trade payables" mainly includes the amounts of period-end allocations for work on supplies under construction and services performed that have not yet been invoiced and/or billable under the terms of the contracts. Most can be attributed to the Port Harcourt Refinery projects in Nigeria and the Borouge 4 EPC project, AGIC in Saudi Arabia for the Indian and Algerian projects, and also in relation to Hail and Ghasha.

"Trade payables to suppliers" are also related to the general working capital performance of the main orders, including those substantially concluded, which similarly to the contract with the client influences the contractual terms of the goods and services provided by supplier and subcontractors, payment of which is essentially tied also to the final project milestones.

"Trade payables to associates" were Euro 496 thousand and principally concern Studio Geotecnico Italiano for Euro 220 thousand, TSJ Limited for Euro 122 thousand and SMC S.c.a.r.l. for Euro 154 thousand.

"Payables to Parent Companies" amount to Euro 11 thousand and concern GLV Capital S.p.A.

"Payables to group companies" of Euro 557 thousand principally concern payables to consortia and infrastructure initiatives, mainly relating to the Metro B1 Consortium for Euro 551 thousand.

SUPPLIER FINANCE ARRANGEMENTS

The Group participates in some supplier financing arrangements under which suppliers can choose to receive advance payments from financial institutions by assigning their receivables from the Group. The arrangements avoid the concentration of liquidity risk as the Group's payment schedules are based on commercial terms agreed with suppliers, comply with applicable regulations, and remain consistent with the normal operating cycle of its business. The Group continues to present invoices eligible for settlement through these programs as Trade Payables, considering that the original liability is neither legally released nor substantially changed upon entry into these agreements. Related payments are included in operating cash flows as they remain operational in nature.

In detail, the instruments in place are "Reverse Factoring" and typically involve a massive assignment of invoices that will arise against the Group for the next 24 months from the date of stipulation; it may be limited to one contract/all invoices from the individual supplier. The terms are governed by the letter of commencement of relations, which, extends the basic payment terms of the initial supply agreement by 30/60 days; comparable trade payables that are not part of supplier financing agreements therefore have early payment terms of 30/60 days. As of December 31, 2024, the total amount of Reverse Factoring utilized and to be repaid during 2025 is approx. Euro 19.7 million.

Additional instrument used by the Group is a voluntary supply chain finance ("SCF") program offered by financial institutions in conjunction with the Group to some of our suppliers typically through a platform. In practice, a bank or other financial institution takes the risk of paying the Group's suppliers, allowing the companies themselves to have access to funds immediately. Under the SCF program, suppliers may choose, at their sole discretion, to sell the Group's payment obligations to these financial institutions. Suppliers independently negotiate sales agreements directly with these financial institutions, and all costs are borne by the supplier at the time of discounting. The Group's obligations to its suppliers, including amounts due and scheduled payment terms, are not affected by the suppliers' decision to sell amounts under the SCF program. As of December 31, 2024, the total recognized amount of trade payables in SCF programs is approx. Euro 56.2 million; the Group is not informed the amount that was then submitted to be discounted by suppliers.

28.35. Other current liabilities

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Matured by personnel, not yet settled	31,212	11,436	42,648
Payables due to social security institutions	17,124	5,566	22,689
Taxes, VAT and levies (foreign companies)	44,115	(44,115)	0
Accrued liabilities and deferred income	130	684	815
Other payables (other creditors)	355,498	9,142	364,639
Total	**448,079**	**(17,287)**	**430,792**

"Other current liabilities" amounted to Euro 430,792 thousand at December 31, 2024, a decrease of Euro 17,282 thousand compared to December 31, 2023, mainly as a result of a reclassification of some tax and VAT payables of a number of foreign branches that in the previous year were classified to the item and are now presented in "Tax payables"; net of an increase in personnel-related liabilities.

The main account regarding "Other payables (other receivables)" includes the accounting treatment of transactions with third parties who in previous periods acquired a portion of the right to the reserves of the "Raddoppio Ferroviario Fiumetorto Cefalù" ("Fiumetorto Cefalù" Double Railway Line) initiative and the additional claims relating to the "Tempa Rossa" initiative. It bears recalling that the sale involves an initial price already paid on a definitive basis, regardless of the course of the negotiations, and a deferred price on the portion in excess of the amount already paid. In view of this deferred amount, the portion deemed highly probable affects the variability of the residual cash flows and therefore did not permit the assets to be fully derecognized as per IAS 32 paragraph 42. The value of the payable shown under "Other payables" and the contractual asset of the same amount shown under "Contractual assets" also include the portion pertaining to third party counterparties for a total of approx. Euro 343.2 million.

The other principal current liability accounts refer to staff remuneration matured and not yet settled, principally payments for vacation, 14th month, vacation matured not yet taken and the MAIRE4YOU flexible benefits, and payables to Italian and foreign social security institutions including contributions not yet matured.

The increase is essentially related to a liability for unused holiday time in relation to a general increase in the Group's workforce during the course of 2024.

The remaining other current liabilities concern various payables including deferred income.

Fulfillment of transparency and publicity obligations. Law August 4, 2017, No. 124 (Article 1, paragraphs 125-129) - Public disbursements

Pursuant to Article 1, Paragraph 125 of Law No. 124/2017, as amended, the following is information regarding disbursements received from Italian public bodies and entities, in favor of MAIRE S.p.A. and its fully consolidated subsidiaries. Consolidated reporting takes into account disbursements received from Italian public entities/state entities.

In particular, the following are not subject to reporting: (i) forms of incentive/subsidy received in application of a general scheme of aid to all eligible persons; (ii) fees pertaining to works/services, including sponsorships; (iii) reimbursements and allowances paid to persons engaged in training and orientation internships; (iv) contributions received for continuing education from interprofessional funds established in the legal form of an association; (v) membership fees in trade and territorial associations, as well as to foundations, or equivalent organizations, functional to activities related to the company's business. Disbursements are reported on a cash basis.

The information below includes public disbursements of more than Euro 10 thousand received in 2024.

Pursuant to the provisions of Article 3 quater of Decree Law 135/2018, converted with amendments by Law 12 of February 11, 2019, for disbursements received, please refer to the indications contained in the National Register of State Aid referred to in Article 52 of Law 234 of December 24, 2012.

(In Euro thousands)		
Lender	**Amount**	**NOTE**
MIMIT	38,802	*IPCEI "Hy2Use" - initial advance of grant for development of a waste-to-hydrogen plant.*
European Commission	350	*Tranche of grants various projects (MACBETH P0080, 'INITIATE P2007,EQATOR)*
Sustainable Growth Fund	(13)	*Repayment of previous grants subsidized loan received under PON*
Ministry of University and Research	(6)	*Repayment of previous grants subsidized loan received*
European Commission	(855)	*Return of advance payment - HIFLEX*

29. Commitments and contingent liabilities

The MAIRE Group's financial guarantees at December 31, 2024 and December 31, 2023 were as follows:

MAIRE GROUP FINANCIAL GUARANTEES (In Euro thousands)	31/12/2024	31/12/2023
GUARANTEES ISSUED IN THE INTEREST OF THE GROUP		
Sureties issued by third parties in favor of third parties, of which:		
Issued in favor of clients for orders under execution		
Performance bonds (banks and insurance)	2,739,783	2,340,286
Advance Bonds (banks and insurance)	1,739,248	1,251,416
Other	339,758	353,143
TOTAL GUARANTEES	**4,818,789**	**3,944,845**

"Guarantees issued in the interest of the Group" of Euro 4,818,789 thousand concern guarantees issued by Banks or Insurance companies in the interest of Group operating companies in relation to commitments undertaken upon core operations.

Specifically:

- "Performance Bonds": contract "successful execution" guarantee. With this guarantee, the bank undertakes the obligation to repay the client, up to a set amount, in the case of non-compliant execution of the contract by the contractor. In the case of large orders, SACE insurance cover may be requested for these risks in favor of the Bank.
- "Advance Bonds": repayment guarantee, requested for payment of contractual advances. With this guarantee the bank undertakes the obligation to repay the client a set amount, as reimbursement for amounts advanced, in the case of contractual non-compliance by the party requesting the guarantee (the contractor). In the case of large orders, SACE insurance cover may be requested for these risks in favor of the Bank.

An increase was reported in 2024 due to the general increase in operations as a result also of the new order intake in 2024.

Commitments

The Parent Company assumed commitments to clients and/or other beneficiaries to fulfil obligations, contractually undertaken by the company and/or subsidiaries awarded tenders as part of their core operations and therefore in the execution of orders, in the case of non-fulfilment of such and for the reimbursement for any damage from such non-fulfilment.

These commitments, which involve the undertaking of an obligation to complete, guarantee contracts whose total value amounts to Euro 32,562 million (Euro 28,164 million at December 31, 2023), including works already executed and the residual backlog at December 31, 2024; as a representation the value of the commitment is maintained until the end of the project.

The Parent Company also undertook other residual commitments (letters of Patronage) in favor of banks in the interest of some subsidiaries, principally TECNIMONT S.p.A..

30. Related party transactions

At December 31, 2024 the company's receivables/payables (including financial) and cost/revenue transactions with related parties for the period are presented in the tables below.

31/12/2024 (In Euro thousands)	Trade Receivables	Trade Payables	Financial Receivables	Financial Payables	Costs	Revenues
G.L.V. Capital S.p.A	1	(11)	0	0	(1,033)	1
MAIRE Investments Group	28	(1)	0	0	(204)	21
Luigi Alfieri	0	(63)	0	0	(338)	0
Total	**29**	**(74)**	**0**	**0**	**(1,574)**	**22**

In particular, payable contracts refer to the lease of office buildings from Group companies, the use of the "MAIRE" trademark and logos, other minor recharges from the parent G.L.V. Capital S.p.A. and from transactions with the MAIRE Investments Group, a company owned by the majority shareholder of MAIRE S.p.A. mainly for the purchase of administrative and other general services.

The relationship with Luigi Alfieri, Non Independent Director of MAIRE S.p.A., refers to an annual contract for assistance and consulting services in the financial field.

The MAIRE Group's contracts refer to personnel accounting services.

Transactions with other non-consolidated and/or associated Group companies, or subsidiaries over which another related party exercises a significant influence (NEXTCHEM S.p.A. and its subsidiaries) are purely commercial and relate to specific activities linked to contracts or loans within the centralized liquidity management; in addition, certain consortiums, having substantially concluded operations, are in liquidation:

31/12/2024 (In Euro thousands)	Trade Receivables	Trade Payables	Receiv. (Payables) for VAT consol.	Receiv. (Payables) for cash pooling	Fin. Receiv.	Fin. Payab.	Costs	Revenues
Studio Geotecnico Italiano S.r.l.	0	(220)	0	0	0	0	(677)	0
Biolevano S.r.l.	6	0	0	0	0	0	0	12
SMC S.c.a.r.l	45	(154)	0	0	0	0	(1,355)	83
Tecnimont KZ LLP	363	0	0	0	3,544	0	0	195
Exportadora de Ingenieria y Servicios Tcm Spa	0	0	0	0	0	(67)	0	0
JV TSJ Limited	0	(122)	0	0	0	0	0	0
Hidrogeno Cadereyta - S.A.P.I. de C.V.	480	0	0	0	1,680	0	0	172
Nextchem S.p.A.	1,282	(400)	(491)	0	0	0	(995)	31,422
Nextchem Tech S.p.A.	41,896	(16,794)	(5,781)	0	0	0	(22,583)	13,226
Stamicarbon B.V.	2,197	(4,662)	0	0	0	0	(702)	2,537
Stamicarbon USA	446	0	0	0	0	0	0	134
MyRechemical S.r.l.	6,053	(2,827)	633	0	0	0	(9,201)	6,810
TPI GmbH	5,053	(4,778)	0	0	0	0	(8,584)	406
GasConTec GmbH	139	0	0	0	0	0	0	139

31/12/2024 (In Euro thousands)	Trade Receivables	Trade Payables	Receiv. (Payables) for VAT consol.	Receiv. (Payables) for cash pooling	Fin. Receiv.	Fin. Payab.	Costs	Revenues
KT Tech S.p.A.	1,875	(30,747)	0	0	0	0	(57,344)	1,610
MDG Reale Estate S.r.l.	24	0	0	0	0	0	0	10
Conser S.p.A.	460	0	0	0	0	0	(114)	518
MyReplast Industries S.r.l	277	0	0	0	0	0	0	49
MyReplast S.r.l	18	0	0	0	0	0	0	10
U-Coat S.p.A.	6	0	0	0	0	0	0	0
MyRemono S.r.l.	32	0	0	0	0	0	0	17
Hydep S.r.l.	167	0	0	0	0	0	0	160
Dragoni Group S.r.l.	7	0	0	0	0	0	0	7
Met T&S Management	15	0	0	0	0	0	0	4
GCB General trading	2	0	0	0	14	0	0	0
Gulf Compound&Blending Ind.	164	0	0	0	612	0	0	40
Fondazione MAIRE - ETS	43	(64)	0	0	0	0	(970)	205
Total	**61,050**	**(60,768)**	**(5,638)**	**0**	**5,850**	**(67)**	**(102,524)**	**57,765**

The Fondazione MAIRE - ETS is a non-profit organization founded in 2021 by the Group to organize initiatives aimed at promoting culture, research, training and corporate social responsibility, with the purpose of enhancing and improving knowledge of MAIRE Group's historical identity, technological skills and cultural heritage.

In 2024, the Regional Office of RUNTS Lazio registered the Entity "MAIRE Foundation - Non-Profit Entity".

At December 31, 2024, the Group had paid contributions amounting to Euro 970 thousand and rendered communication, marketing, administrative and legal services to the Foundation for a total value of approx. Euro 205 thousand.

With reference to the related party transactions reported, such were concluded in the interest of MAIRE S.p.A. and its subsidiaries.

Remuneration of Directors, Statutory Auditors and Senior Executives is outlined below:

31/12/2024 (In Euro thousands)	Remuneration
Directors	6,139
Statutory Auditors	402
Total	**6,541**

The remuneration concerns emoluments and all other payments, pension-related or social security deriving from the role of Director or Statutory Auditor in MAIRE S.p.A..

The remuneration of Directors and Statutory Auditors and Senior Executives, appears in the 2024 Corporate Governance and Ownership Structure Report and the 2025 Remuneration Report, both available on the company website at www.groupmaire.com in the "Governance" section.

31. Independent Audit Firm fees

The following table, prepared pursuant to Article 149 of the Consob Issuer's Regulation, reports the payments made in 2024 for audit services and other services carried out by the Audit Firm.

Type of service (In Euro thousands)	Provider	Company	2024 Fees
Audit	Pricewaterhousecoopers S.p.A.	Parent Company - MAIRE	346
	Pricewaterhousecoopers S.p.A.	MAIRE Group	2,222
	Pricewaterhousecoopers Network	MAIRE Group	441
	Other Network (***)	MAIRE Group	58
Certification services (*)	Pricewaterhousecoopers S.p.A.	Parent Company - MAIRE	4
	Pricewaterhousecoopers S.p.A.	MAIRE Group	70
Other services (**)	Pricewaterhousecoopers S.p.A.	Parent Company - MAIRE	276
	Pricewaterhousecoopers S.p.A.	MAIRE Group	259
	Pricewaterhousecoopers Network	Parent Company - MAIRE	21
	Pricewaterhousecoopers Network	MAIRE Group	1

The fees do not include VAT, expenses and any Consob oversight contribution repayments

(*) Certification services include the signing of tax declarations.

(**) Other services of the parent company include the fee for the issuance of the statement on the compliance of the consolidated sustainability reporting prepared in accordance with Legislative Decree No. 125/2024 in implementation of the CSRD directive, for limited assurance activities on the performance statements of Key Performance Indicators (KPIS) against the Sustainability Performance Targets defined in the Sustainability-Linked Bond Framework, and for analyze activity on the reporting of some ESG parameters required by the ESG Linked Schuldschein Loan of MAIRE subsequently repaid in 2024.

Other services for the Group include audit work in connection with the tax credit for the research and development expenses for some Italian subsidiaries and an activity to assess the reporting of costs of a Branch and in relation to a project financed.

(***) Audit activities performed at the subsidiary MT Russia for consolidation purposes by a local auditor not belonging to the Pricewaterhousecoopers network until June 30, 2024.

32. Financial risk management

The Group's ordinary operations are exposed to financial risks. Specifically:

- credit risk, both in relation to normal commercial transactions with clients and financial activities;
- liquidity risk, concerning difficulties in liquidating positions held within necessary timeframes or in sourcing operating funding;
- market risk, relating to fluctuations in interest rates, exchange rates and the prices of goods, as the Group operates at an international level in various currencies and utilizes financial instruments which generate interest;
- default and debt covenant risk regarding the possibility that loan contracts include clauses permitting the lending Banks and other lenders to request immediate repayment on the occurrence of certain events, resulting therefore in a liquidity risk.

The MAIRE Group constantly controls Group financial risks, anticipating potential negative impacts and undertaking appropriate corrective actions.

The following section provides qualitative and quantitative information on the impact of these risks on the MAIRE Group. The following quantitative data may not be used for forecasting purposes, in particular the sensitivity analysis on market risks may not reflect the complexity and the related market reactions from any change in assumptions.

32.1. Credit risk

The MAIRE Group credit risk represents the exposure to potential losses deriving from the non-compliance with obligations by counterparties. Credit risk stems from normal operations and is monitored by the operating and financial departments on the basis of set procedures, which establish the methods for quantifying and controlling client risk.

They are managed according to procedures, including credit recovery and dispute management. Presently, there is no significant concentration of credit risk by region or by Client, as the Group operates on geographically diversified markets and through a range of clients and business lines.

The maximum theoretical exposure to the credit risk for the Group at December 31, 2024 is the carrying value of the financial assets recorded in the accounts, and the nominal value of the guarantees given on debts and commitments to third parties.

Receivables at December 31, 2024 were recognized net of write-downs calculated according to counterparty non-compliance risk, based on client reliability (third parties, related parties and public sector clients).

In addition to the assessments of the collectability of receivables and in accordance with IFRS 9 concerning impairment models, the Group estimated losses on receivables using the expected loss model based on supporting information available without undue effort or burden, which includes actual data and forecasts and was essentially obtained from information providers and in quantifying expected losses at the closure date incorporating any effects of current conflicts.

Credit risk is represented by the exposure to potential losses deriving from the non-compliance of obligations by buyers, who are almost entirely connected to sovereign states, government bodies, overseas state entities, public administrations or large oil companies. Credit risk is, therefore, in many cases linked to country risk.

At December 31, 2024, Trade receivables from third parties due within and beyond 12 months, respectively totaled Euro 1,504,219 thousand (Euro 1,145,074 thousand at December 31, 2023) and Euro 15,733 thousand (Euro 17,232 thousand at December 31, 2023), net of the doubtful debt provision of Euro 20,667 thousand (Euro 14,684 thousand at December 31, 2023).

Trade receivables from third parties by maturity and business unit are summarized below:

(In Euro thousands)	Overdue at 31/12/2024					
	Not overdue	From 0 to 90 days	From 91 to 365 days	From 366 to 730 days	Over 730 days	Total
Integrated E&C Solutions	1,091,755	165,117	63,741	32,321	129,113	1,482,047
Sustainable Technology Solutions	28,130	2,075	1,755	5,820	123	37,905
Other						
Total trade receivables – third parties	**1,119,886**	**167,192**	**65,497**	**38,142**	**129,236**	**1,519,952**
Of which:						
Trade receivables due within 12 months Report note 28.12						*1,504,219*
Trade receivables beyond 12 months Report note 28.8						*15,733*

For comparative purposes, the prior year amounts are presented below:

(In Euro thousands)	Overdue at 31/12/2023					
	Not overdue	From 0 to 90 days	From 91 to 365 days	From 366 to 730 days	Over 730 days	Total
Integrated E&C Solutions	859,128	105,441	12,544	19,684	122,553	1,119,350
Sustainable Technology Solutions	31,645	6,242	4,704	81	0	42,671
Other	79	94	107	0	4	285
Total trade receivables – third parties	**890,852**	**111,777**	**17,356**	**19,765**	**122,557**	**1,162,306**
Of which:						
Trade receivables due within 12 months Report note 28.12						*1,145,074*
Trade receivables beyond 12 months Report note 28.8						*17,232*

Trade receivables are recorded net of the doubtful debt provision of Euro 20,667 thousand at December 31, 2023 (Euro 14,684 thousand at December 31, 2023).

(In Euro thousands)	31-12-23	Provisions	Utilizations	Change in consolidation scope	Other changes	31-12-24
Doubtful debt provision - clients	14,684	4,226	0	1,142	615	20,667
Total	**14,684**	**4,226**	**0**	**1,142**	**615**	**20,667**

The doubtful debt provision amounted to Euro 4,226 thousand and as already illustrated in Note "27.9 Doubtful debt provision" saw an increase over the previous year, in line with to the general increase in Group operations, which resulted in an increase in the exposure to clients compared to December 31, 2023.

It was again impacted by geopolitical tensions in 2024, the slight decrease in interest rates which impacted the financial rating of a number of clients, resulting therefore in an improvement of counterparty risk with consequent impacts on the valuations of financial assets.

In addition to the assessments of the collectability of receivables and in accordance with IFRS 9 concerning impairment models, the Group estimated losses on receivables using the expected loss model based on supporting information available without undue effort or burden, which includes actual data and forecasts and was essentially obtained from information providers that, when quantifying expected losses at the closure date, incorporate the market effects of the continued international geopolitical tensions.

Further increases are related to the change in the consolidation scope as a result of the acquisitions of the APS Group, Hydep and Dragoni.

The trade receivables overdue for more than 730 days relate to a reduced number of positions, including in dispute, and are consistently monitored. In many cases they relate to sovereign states, government bodies, overseas state entities, public administrations or large oil companies. Credit risk is, therefore, in many cases linked to country risk. No positions cause concern from a solvency viewpoint, or for the recoverability of the amounts.

32.2. Liquidity risk

This risk concerns the difficulty in sourcing new funding or access to liquid assets, resulting in the enterprise's failure to satisfy payment commitments, being forced to incur additional funding costs or, in extreme instances, being faced with potential insolvency which may put its going concern at risk.

The Group objective is to establish a financial structure which, in line with the business objectives, guarantees an adequate level of liquidity, credit facilities and committed credit lines for the entire Group, guaranteeing sufficient financial resources to meet short-term commitments and maturing obligations (including by refinancing transactions or advance funding) and ensuring that an adequate level of financial flexibility is provided for development programs, seeking to maintain a balance in terms of debt duration and composition and an appropriate structure of bank credit facilities. Activities to measure and control liquidity risk are conducted by continuously monitoring forecast cash flows, the maturity of financial liabilities, and the parameters of the main bank loan agreements. These indicators measure expected cash availability in the short term, maturity concentration of financial liabilities and derivatives, and the ratios between financial sources and expected uses in the short and medium term.

Among the measures adopted by the MAIRE Group to control and make efficient use of its liquidity are centralized cash pooling systems involving the Group's main companies in relation to the two BUs.

At the present moment, MAIRE considers that the good levels of liquidity held and prudent and functional management of the credit lines available are important elements for stability and sufficient to guarantee the resources necessary for operating continuity. The management of liquidity risk is based above all on the strategy of containing debt and maintaining financial equilibrium.

Cash and cash equivalents at December 31, 2024 amount to Euro 1,153,779 thousand, an increase of Euro 238,278 thousand compared to December 31, 2023.

Cash flows from operations saw a net generation of cash in the amount of Euro 283,073 thousand for the year, reflecting a consistent cash generation quarter on quarter, driven by earnings and changes in working capital, thanks to operational activities on major projects underway and also in relation to the orders acquired at the end of the previous year, in particular the Hail and Ghasha project with ADNOC, and also thanks to the advances received on the new orders acquired. Cash flows from operations include also income tax payments, which in 2024 totaled Euro 58.3 million.

Operating cash generation more than offsets dividends settled of Euro 82.1 million (including minority interests), disbursements related to the buyback program of Euro 47.3 million, and net capital expenditures for the year totaling Euro 51.6 million; total investments would however amount to approx. Euro 91.9 million, including the deferred and earnout components regarding the purchase prices of HyDEP, Dragoni Group, GasConTec and APS Evolution S.r.l., and for additional shares in MyReplast.

The Group also believes that thanks to the significant outstanding backlog and associated cash flows, a good level of liquidity can be maintained.

The following tables shows the lines of credit and other credit facilities available to the Group as of December 31, 2024, broken down by type, distinguishing between amounts granted and used:

Credit lines granted to and used by the Group at December 31, 2024

Description	Amt. Granted (Euro)	Amt. Used (Euro)	Amt. Available (Euro)
Overdraft facilities, revolving facilities and lines of credit	355,188,075	65,000,000	290,188,075
Advances on invoices - Factoring	8,000,000	892,162	7,107,838
M/L loans - Bonds	725,786,569	600,786,569	125,000,000
Total	**1,088,974,644**	**666,678,731**	**422,295,913**

The Euro Commercial Paper (ECP) Program will also allow the Company to diversify its short-term financing instruments, obtain a wider choice of funding and optimize its debt management in terms of maturity and pricing profile. The amounts used and the total granted are set out below:

Credit lines approved and used by the Group at December 31, 2024

Description	Amt. Approved (Euro)	Amt. Used (Euro)	Amt. Available (Euro)
Euro Commercial Paper	300,000,000	162,900,000	137,100,000
Total	**300,000,000**	**162,900,000**	**137,100,000**

On December 18, 2024, MAIRE S.p.A. renewed its Euro Commercial Paper Program to issue one or more series of Euro Commercial Paper Notes, increasing the maximum nominal amount from Euro 150 million to Euro 300 million. In line with the program launched previously, the ECP Program will be placed with qualifying investors and will be unrated. The program will run for 3 years and have a maximum nominal amount of Euro 300 million.

The following table analyses the breakdown and maturities of financial liabilities according to non-discounted future cash flows:

31.12.2024 (In Euro thousands)	Due within 1 year	Due between 1 & 5 years	Due beyond 5 years	TOTAL CASH FLOWS
Financial debt - non-current portion	0	477,681	1,436	479,117
Other non-current financial liabilities	0	261,592	0	261,592
Short-term debt	110,202	0	0	110,202
Other current financial liabilities	185,833	0	0	185,833
Finance lease liabilities - current and non-current	33,388	95,292	27,448	156,128
Financial instruments - current and non-current derivatives	15,381	6,104	0	21,485
Total Financial Liabilities	**344,804**	**840,669**	**28,884**	**1,214,357**

Future interest is estimated on the basis of existing market conditions at the preparation date of the financial statements.

The "beyond 5 years" portion of financial payables refers to a portion of the loan with Banca Popolare di Sondrio for the activities of MyReplast Industries S.r.l. and a loan with Banca Progetto with APS Designing Energy S.r.l., a company acquired by the MAIRE Group during 2024.

The portion of leasing financial liabilities "Beyond 5 years" is the value of the financial liability relating to the right-of-use assets recognized, primarily attributable to the properties in which the Group's offices are located.

For comparative purposes, the prior year amounts are presented below:

31.12.2023 (In Euro thousands)	Due within 1 year	Due between 1 & 5 years	Due beyond 5 years	TOTAL CASH FLOWS
Financial debt - non-current portion	0	376,440	2,085	378,525
Other non-current financial liabilities	13,000	254,318	0	267,318
Short-term debt	197,320	0	0	197,320
Other current financial liabilities	44,147	0	0	44,147
Finance lease Liabilities - current and non-current	28,701	91,694	25,391	145,786
Financial instruments - current and non-current derivatives	4,014	3,225		7,239
Total liabilities	**287,182**	**725,677**	**27,476**	**1,040,335**

32.3. Market risks

CURRENCY RISK

The Group is exposed to risks deriving from exchange rate fluctuations, which may impact on the result and on the net equity value. In particular, where the companies of the Group incur costs and revenues in currencies which do not offset each other, the variance in the exchange rate may impact on the operating result of these companies.

The principal exchange rates the Group is exposed to are:

- USD/EUR, in relation to US Dollar sales on contracts whose revenues are entirely or principally denominated in USD, as acquired in markets where the Dollar is the benchmark for commercial trading;
- EUR/USD, in relation to purchases of Dollars on contracts whose revenues are entirely or mainly denominated in EUR, although the costs are partly sustained in USD.

Other lesser exposures concerning USD/JPY, USD/MYR, EUR/PLN, EUR/NGN and EUR/RUB exchange rates.

In order to reduce currency risk, the MAIRE Group companies have adopted the following strategies:

- on signing the individual contracts, the part of receipts to cover payments in differing currencies, calculated during the entire duration of the order, are hedged through currency derivatives (cash flow hedging);
- contracts, where possible, are agreed in the payment currency in order to reduce hedging costs.

In the case of loans drawn down by companies of the Group in currencies other than the currency of the individual entities, they assess the need to hedge the currency risk through swap contracts.

The assets and liabilities of companies consolidated in currencies other than the Euro may be translated into Euro at varying exchange rates. In accordance with the accounting principles adopted, the effects of these changes are recorded directly in equity, in the account "Translation reserve".

RAW MATERIAL PRICE CHANGE RISK

Group results may be impacted by raw material, finished product, transport and insurance cost price changes. This risk is mitigated through a precise and timely procurement policy, the use of derivative contracts, and/or in some cases, by charging the client for increases in the price of supplies, where contractually allowed.

The Group is closely monitoring the supply chain in order to identify and take action to mitigate potential impacts in terms of the cost of materials and services and of procurement times as a result of continuous market uncertainties. Furthermore, given the extreme unpredictability of this situation and its impact on contracts, our execution strategies are being adapted and constant discussions are being held with our clients and with the entire supply chain in order to negotiate mechanisms for managing and sharing the risk and for mitigating the impact on ongoing contracts.

The Group also has a specialized function to create a procurement system with an adequate and resilient Supply Chain with respect to the needs of ongoing operational projects, potential acquisitions, and market developments. The goal was to ensure the availability of quantitatively and qualitatively adequate suppliers, including with respect to sustainability, in addition to the proper management of contracts, logistics, and post-order activities. The function pursues the optimization of business performance in terms of Supply Chain and the consolidation of a diversified, collaborative, and well-coordinated Group approach. The goal is to respond to the specific procurement requirements of projects, accommodate ongoing geographical diversification, and consolidate a new strategic approach to cope with the constant growth in activity volumes. Moreover, this approach was designed to handle the complexities of the current geopolitical and economic landscape in general.

The strategy of optimizing costs was further consolidated, taking advantage of Group volumes, streamlining activities through the identification and testing of new operating models (benefiting from the capabilities made available by new technologies).

For critical materials and services, further harmonization and optimization initiatives have been introduced, confirming the standardization and optimization of Group processes objectives. In addition, periodic meetings have been activated with the main strategic suppliers involved on several projects in order to work out factual responses to operational needs and implement Lessons Learned and cross-cutting corrective actions.

In terms of transportation, costs and time have been impacted by the Suez Canal situation, giving further impetus and value to the strategic choice of multi-sourcing for projects and implementing new operating models, also aimed at recovering value through disintermediation of some points in the traditional logistics supply chain.

MAIRE SHARE PRICE CHANGE RISK

The company utilizes derivative instruments to hedge against movements in the MAIRE share price, in view of the implementation of a buy-back program to satisfy the "Equity Settled" employee plans, as the Group has assigned its capital instruments as additional remuneration for services received (employment). MAIRE S.p.A therefore subscribed cash-settled Total Return Equity Swap (TRES) derivative instruments, undertaken to hedge against movements in the MAIRE share price. For accounting purposes, the TRES derivative instruments cannot be designated as a hedging derivative instrument and are valued, in accordance with IFRS 9 at fair value, with the related changes recorded in the income statement.

In addition, two derivative instruments for a total of approx. 3.5 million shares were closed during 2024 in conjunction with the finalization of the MAIRE Group's 2021-2023 Long-Term Incentive Plan; the remaining portions of these instruments as of December 31, 2024 cover the risk for a total of approx. 7.1 million shares.

32.4. Interest rate risk

MAIRE Group interest rate risk essentially concerns its variable medium/long-term loans. Variable rate debt interest rate risk not hedged through derivative instruments is however partly mitigated by liquidity remunerated at rates indexed to the same debt parameter (euribor). Any consequent interest rate fluctuations may create similar effects upon cash flows generated from inventories, although in an opposing manner than those produced on cash flows related to debt positions.

The risk on the variable rate debt is partially mitigated by the fact that Group cash deposits are remunerated in the main at interest rates indexed to the same debt parameter (Euribor).

Net Financial Position (In Euro thousands)	Total	Hedged portion	Non-hedged portion
Short-term debt	284,196	0	284,196
Medium/long-term debt	604,556	0	604,556
Total debt (*)	**888,752**	**0**	**888,752**
Total Cash and Cash Equivalents	*(1,153,779)*	*0*	*(1,153,779)*

(*) The account does not include the IFRS 16 - Leasing financial liability

In 2023, MAIRE S.p.A. issued a non-convertible Euro 200 million Senior Unsecured Sustainability-Linked bond, stipulating an interest rate increase where specific decarbonization targets are not met by December 31, 2025. In particular, MAIRE is committed to: reduce its own direct and indirect CO_2 emissions ("Scope 1 and Scope 2") by 35% compared to the 2018 level, and reduce the CO_2 emissions of its suppliers by 9%, particularly through the "Scope 3" emission intensity related to purchased technology-content goods and services, measured as tons of CO_2 relative to value added, compared to the 2022 level. These targets, in line with the decarbonization plan set out in the MAIRE Group's sustainability strategy (carbon neutrality Scope 1 and 2 to 2030 and Scope 3 to 2050), contribute to the achievement of the UN's SDG 7 and SDG 9 sustainable development goals.

The interest rate increase will be 0.25% for each missed target (i.e. maximum increase of 0.50%) from the year following the year of recording (FY 2025). Achievement of the targets will be verified by an independent audit firm appointed for this purpose.

At present, there is no indication of the risk of such a rate increase as the Group to date has recorded a reduction in CO_2 emissions (Scope 1 + Scope 2) compared to the 2018 baseline, and a reduction in Scope 3 intensity (by specific goods and services clusters) on value added compared to the 2022 baseline in line with the targets of the loan bond.

On July 16, 2024 - MAIRE successfully placed a new loan of a nominal Euro 200 million in the Schuldschein Sustainability-Linked format (private placement governed by German law), the senior unsecured loan comprising two tranches with maturities of three years (nominal Euro 17.5 million and Euro 52.5 million, respectively) and five years (nominal Euro 5 million and Euro 125 million, respectively), both mainly at variable interest rates. The applicable margin on the 6-month Euribor is 1.70% and 1.95% for the three- and five-year tranches, respectively. The facility also includes a pricing mechanism linked to the achievement of specific Group CO_2 emission reduction targets, in accordance with the Sustainability-Linked Financing Framework adopted in September 2023 by the Group. Specifically, the facility provides for monitoring on an annual basis (up to and including 2025) of the two selected KPIs and the progress of the related targets set with publication on the MAIRE Group's website of the related reports. The reports to be published are in line with the Sustainability Linked Bond and according to the definitions provided in each Loan Agreement: "ESG Compliance Certificate" describing the achievement of Scope 1 and 2 GHG Emissions Condition and Scope 3 GHG Emissions Intensity Condition; "Sustainability Linked Bond Progress Report" issued by MAIRE; "Assurance Report" issued by the Assurance Provider; "Scope 1 and 2 Baseline Assurance Report" and "Scope 3 Intensity Baseline Assurance Report" issued by MAIRE.

Since this is a Sustainability-Linked Schuldschein, if MAIRE fails to meet one or both of the targets set on the selected KPIs, as described above, which will be reported for the year 2025, it will have to recognize 10bps for each missed target starting with the interest period beginning July 22, 2026 (incremental interest will then be paid for all subsequent periods).

At present, there is no indication of a risk of an increase in the relative interest rate as the performance of the two KPIs is in line with the targets of the loan.

MAIRE in 2024 signed a new Sustainability-linked credit line maturing in May 2028 for a total amount of Euro 200 million. The revolving credit line complies with the Sustainability-Linked Financing Framework adopted in September 2023 and is linked to specific annual targets to reduce the Group's CO_2 emissions, whose achievement determines the margin applicable to the loan. Specifically, for this instrument the targets are annual (already defined for FY2024 and FY2025 and to be defined for subsequent years) and the price adjustment mechanism is step up and step down (+/- 5 bps).

The credit line was granted by eight leading banking groups, including Banca Monte dei Paschi di Siena, Banco BPM, Bank ABC, BdM Banca, BPER, Intesa Sanpaolo, Mediocredito Centrale and UniCredit. Intesa Sanpaolo (IMI CIB Division) also acted as sustainability coordinator and facility agent. The transaction is in line with the strategy to optimize the composition of medium to long-term debt and reduce its overall cost, while improving financial flexibility. This new revolving credit line, whose provision further highlights the support among the banks of MAIRE's strategy, will increase financial flexibility and diversify funding sources. This is alongside two other sustainability-linked funding transactions carried out in the past year, marking a further step on the path toward integrating emissions reduction goals into the Group's financial management.

32.5. Default and debt covenant risk

This concerns the possibility that loan contracts include clauses permitting the lending Banks and other lenders to request immediate repayment on the occurrence of certain events, resulting therefore in a liquidity risk. The main positions to which the Group is potentially exposed are outlined below.

In 2023, the Group issued a bond for a nominal value of Euro 200 million and, at the same time, redeemed ahead of April 30, 2024 the non-convertible bond loan for a total of Euro 165 million.

The interest rate of the Bonds, corresponding to the yield at issuance, is 6.50% per annum gross. It should also be noted that there is a maximum interest rate increase of 0.50% overall where the specific CO_2 emission reduction targets are not met.

In fact, the Bond stipulates an interest rate increase if specific decarbonization targets are not met by December 31, 2025. In particular, MAIRE is committed to: reduce its own direct and indirect CO_2 emissions ("Scope 1 and Scope 2") by 35% compared to the 2018 level, and reduce the CO_2 emissions of its suppliers by 9%, particularly through the "Scope 3" emission intensity related to purchased technology-content goods and services, measured as tons of CO_2 relative to value added, compared to the 2022 level.

These targets, in line with the decarbonization plan set out in the MAIRE Group's sustainability strategy (carbon neutrality Scope 1 and 2 to 2030 and Scope 3 to 2050), contribute to the achievement of the UN's SDG 7 and SDG 9 sustainable development goals.

The interest rate increase will be 0.25% for each missed target (i.e. maximum increase of 0.50%) from the year following the year of recording (FY 2025). Achievement of the targets will be verified by an independent audit firm appointed for this purpose.

Consequently, 200,000 Bonds were issued on October 5, 2023. On the same date, the Bonds began accruing interest, which shall be settled, in arrears, on April 5 and October 5 of each year beginning April 5, 2024; the Bond provides the option of voluntary early redemption from the third year.

The Bond also includes an incurrence covenant, non-compliance with which would result in debt restrictions and default events in line with the Group's existing medium to long-term debt; specifically, the bond financial covenants require a maximum debt level and the maintenance of a stated net financial position/ EBITDA ratio. The measurement of this financial covenant is on an annual basis, whose next measurement will take place with reference to final figures at December 31, 2024.

On March 13, 2023, MAIRE S.p.A. signed a Euro 150 million loan, backed for 80% by SACE S.p.A.'s guarantee and further strengthening the MAIRE Group's financial structure. This loan was issued by a syndicate of leading Italian banks, comprising Banco BPM, MPS Capital Services and Intesa Sanpaolo (IMI Corporate & Investment Banking Division). This latter shall act also as the "SACE Agent" and Agent Bank for the transaction. In accordance with Decree-Law No. 50 of May 17, 2022, the loan is mainly to support the funding -(including R&D spend) and working capital needs of the parent company MAIRE and of TECNIMONT S.p.A., the MAIRE Group's main operating company headquartered in Italy. The loan shall have 6-year duration, of which 3 years grace period, a Euribor 3-month +1.7% margin annual rate, in addition to the cost of the SACE S.p.A. guarantee, and may be fully or partly settled at any time without penalties.

The loan includes covenants in line with normal business practice for such operations; specifically, the loan's financial covenants concern the ratio between the net financial position and net equity, as well as between the net financial position and EBITDA on a half-yearly basis, with next measurement on the FY 2024 figures.

On May 25, 2023, MAIRE S.p.A. signed a Euro 40 million loan with BPER Corporate & Investment Banking, backed for 80% by SACE S.p.A.'s guarantee and further strengthening the Group's financial structure. In accordance with Decree-Law No. 50 of May 17, 2022, the loan was mainly to support the funding (including R&D spend) and working capital needs of the parent company MAIRE and of TECNIMONT S.p.A., the Group's main operating company headquartered in Italy. The loan matures in December 2028 and has a three-year grace period. It provides for a Euribor 3-month +1.7% margin annual rate, in addition to the cost of the SACE S.p.A. guarantee, and may be fully or partly settled at any time without penalties.

The loan includes covenants in line with normal business practice for such operations; specifically, the loan's financial covenants concern the ratio between the net financial position and net equity, as well as between the net financial position and EBITDA on a half-yearly basis, with next measurement on the FY 2024 figures.

On July 16, 2024 - MAIRE successfully placed a new loan of a nominal Euro 200 million in the Schuldschein Sustainability-Linked format (private placement governed by German law), the senior unsecured loan comprising two tranches with maturities of three years (nominal Euro 17.5 million and Euro 52.5 million, respectively) and five years (nominal Euro 5 million and Euro 125 million, respectively), both mainly at variable interest rates. The applicable margin on the 6-month Euribor is 1.70% and 1.95% for the three- and five-year tranches, respectively. The facility also includes a pricing mechanism linked to the achievement of specific Group CO_2 emission reduction targets, in accordance with the Sustainability-Linked Financing Framework adopted in September 2023 by the Group. Specifically, the facility provides for monitoring on an annual basis (up to and including 2025) of the two selected KPIs and the progress of the related targets set with publication on the MAIRE Group's website of the related reports. The reports to be published are in line with the Sustainability Linked Bond and according to the definitions provided in each Loan Agreement: "ESG Compliance Certificate" describing the achievement of Scope 1 and 2 GHG Emissions Condition and Scope 3 GHG Emissions Intensity Condition; "Sustainability Linked Bond Progress Report" issued by MAIRE; "Assurance Report" issued by the Assurance Provider; "Scope 1 and 2 Baseline Assurance Report" and "Scope 3 Intensity Baseline Assurance Report" issued by MAIRE.

Since this is a Sustainability-Linked Schuldschein, if MAIRE fails to meet one or both of the targets set on the selected KPIs, as described above, which will be reported for the year 2025, it will have to recognize 10bps for each missed target starting with the interest period beginning July 22, 2026 (incremental interest will then be paid for all subsequent periods).

Since these are bullet instruments, the repayment of principal shall be paid at maturity for each notional amount unless MAIRE exercises early closure.

The funding were used to support the company's financing needs, mainly for the early repayment of existing lines, including the Schuldschein ESG-Linked loan signed in December 2019 for a remaining nominal amount of Euro 55 million and in connection with the MAIRE loan of a nominal amount of Euro 365 million, 80% backed by SACE's Italian Guarantee, which is therefore fully repaid.

Strong investor demand saw the initial target amount comfortably exceeded and interest rates set at the lower end of the price range. The loan was placed with international banks and financial institutions mainly in Europe, Asia and the Middle East, and also received support from Cassa Depositi e Prestiti. Commerzbank, Credit Agricole "CIB" and Intesa Sanpaolo (IMI Corporate & Investment Banking Division) acted as arrangers. Credit Agricole "CIB" acted as sustainability coordinator and Commerzbank as paying agent.

The bonds are supported by covenants in line with market practice; specifically, the bond covenants regard the maintenance of a ratio between the net financial position and EBITDA on a yearly basis, with the next measurement on the FY 2024 figures.

MAIRE in 2024 signed a new Sustainability-linked credit line maturing in May 2028 for a total amount of Euro 200 million. The revolving credit line complies with the Sustainability-Linked Financing Framework adopted in September 2023 and is linked to specific annual targets to reduce the Group's CO_2 emissions, whose achievement determines the margin applicable to the loan. Specifically, for this instrument the targets are annual (already defined for FY2024 and FY2025 and to be defined for subsequent years) and the price adjustment mechanism is step up and step down (+/- 5 bps).

The credit line was granted by eight leading banking groups, including Banca Monte dei Paschi di Siena, Banco BPM, Bank ABC, BdM Banca, BPER, Intesa Sanpaolo, Mediocredito Centrale and UniCredit. Intesa Sanpaolo (IMI CIB Division) also acted as sustainability coordinator and facility agent. The transaction is in line with the strategy to optimize the composition of medium to long-term debt and reduce its overall cost, while improving financial flexibility. This new revolving credit line, whose provision further highlights the support among the banks of MAIRE's strategy, will increase financial flexibility and diversify funding sources. This is alongside two other sustainability-linked funding transactions carried out in the past year, marking a further step on the path toward integrating emissions reduction goals into the Group's financial management.

The loan includes covenants in line with normal business practice for such operations; specifically, the loan's financial covenants concern the ratio between the net financial position and net equity, as well as between the net financial position and EBITDA on a half-yearly basis, with next measurement on the FY 2024 figures.

MAIRE is currently not aware of any default situations regarding the above-mentioned covenants. The bond covenants, which regard the maintenance of a ratio between the net financial position and net equity, as well as between the net financial position and EBITDA to be next measured based on FY 2024 figures, have been complied with according to the results currently available.

32.6. Risks concerning the Group capacity to obtain and retain guaranteed credit lines and bank guarantees

In the course of operations and, in particular, for participation in tenders, the signing of contracts with operators or receiving advances and payments from such during order execution, the Group is required to issue bank and/or insurance guarantees in favor of operators.

The Group's capacity to obtain such guarantees from banks and/or insurance companies depends on an assessment of the Group's financial statements and, in particular, of the Group company involved, from analysis of the order risk, experience and the Group companies competitive positioning within its sector.

A constant stream of information is sent to the national and international banks and insurance companies with which the Group operates and which are involved in supporting the Group with the granting of the aforementioned banking and/or insurance guarantees in connection with projects for which bidding is in progress. In addition to the existing lines of credit, normally financial counterparties are selected and grant dedicated lines of credit after the Group company is awarded the contract.

At the present moment, MAIRE is satisfied with the level of credit lines available, which are considered sufficient to guarantee the resources necessary for operating continuity.

32.7. Forward operations and derivative instruments

In presenting hedges, the IFRS 9 requirements are verified for application of hedge accounting. Specifically:

- hedges under IFRS 9: these are broken down between cash flow hedges and fair value hedges. For cash flow hedges (which are currently the only category present), the matured result, where realized, is included in EBITDA with regards to currency and commodity hedges, in the financial management result for interest rate swaps, while the fair value change is recognized to shareholders' equity for the effective portion and to the income statement for the ineffective portion.
- The changes in the fair value of the derivative instruments designated, and which are efficient, to hedge future cash flows relating to the Group contractual commitments are directly recorded under Shareholders' Equity, while the non-efficient portion are immediately recorded in the Income Statement;
- not considered hedges under IFRS 9: the result and the fair value change are recognized to the financial statements under EBITDA in financial income and expenses.

Currency derivatives are undertaken with leading Italian and overseas banks in order to hedge operations and also for accounting purposes.

Derivative instruments at December 31, 2024

The table below shows the outstanding amounts of derivatives in place at the reporting date, analyzed by maturity:

(In Euro thousands)	Book value at 31/12/2024	Notional			
	MTM	Projected cash flows	Within 1 year	From 1 to 5 years	Beyond 5 years
Currency (*)	(11,756)	592,472	545,865	46,607	
Commodity (*)	(6,402)	60,367	43,403	16,965	
Tres (*)	36,297	24,415	24,415		

(*) "Level 2" of Fair-Value

The Group has the following forward currency contracts:

Description	Currency	Notional in foreign currency	Notional in Euro	Fair value at 31.12.2024
Forward purchases JPY against EUR sales	JPY	3,609,650,000	22,844,168	(668,457)
Forward purchases USD against EUR sales	USD	59,352,300	54,790,837	2,097,219
Forward sales USD against EUR sales	USD	508,985,000	472,778,079	(14,424,442)
Forward purchases PLN against EUR sales	PLN	118,400,000	26,920,942	552,760
Forward sales of PLN against purchase of EUR	PLN	2,500,000	565,496	(928)
Forward purchase of GBP against sale of USD	GBP	1,832,000	2,248,340	(39,451)
Forward purchases of DZD against sale of EUR	DZD	1,850,000,000	12,323,947	727,147
Total commitments			**592,471,809**	**(11,756,153)**

The Group has the following forward contracts on raw materials:

Description	Commodity	Tons/Ounces	Notional in Euro	Fair value at 31.12.2024
Forward purchases	Copper	5,160	43,402,574	(601,609)
Forward purchases	Palladium	12,359	16,964,852	(5,801,185)
Total commitments			60,367,426	(6,402,794)

The Group has the following Total Return Equity Swap (TRES) contracts on the share price:

Description	Shares	Number	Notional in Euro	Fair value at 31.12.2024
TRES 3	MAIRE	2,067,800	8,687,351	9,386,445
TRES 7	MAIRE	5,000,000	15,728,000	26,910,962
Total commitments			**24,415,351**	**36,297,407**

32.8. Classification of the financial instruments

IFRS 7 requires that the classification of financial instruments valued at fair value is determined based on the quality of the input sources used in the valuation of the fair value. The IFRS 7 classification implies the following hierarchy:

- Level 1: fair value calculation according to active market prices. Group instruments do not fall within this category;
- Level 2: fair value measurement according to market prices or similar assets or through measurement techniques for which all significant factors are directly or indirectly based on observable market data. Group instruments fall within this category;
- Level 3: fair value measurement according to valuation models whose input is not based on observable market data ("unobservable inputs"). Some instruments whose value is based on models with inputs not directly based on observable market data are currently in place, particularly in relation to the valuation of minority holdings;

For all derivative instruments used by the Group, the fair value is calculated according to measurement techniques based on observable market parameters ("Level 2"); during, no transfers were made between Level 1 and Level 2 and vice versa.

As required, we report the type of financial instruments present in the financial statements, with indication of the accounting policies applied. The book value of financial assets and liabilities substantially coincide with their fair value.

31-12-24 (In Euro thousands)	Loans and Receivables - Amortized Cost	Derivative Instruments - Fair value (*)	Derivative Instruments - Hedge Accounting - Fair Value (*)	Capital instruments - Fair Value OCI (**)	Capital instruments - Fair Value to PL(**)	Total
Other non-current financial assets	66,162	-		14,595	-	80,757
Other non-current assets	44,499	-	-	-	-	44,499
Trade receivables	1,508,656	-	-	-	-	1,508,656
Financial instruments - current and non-current derivatives	-	36,298	3,326	-	-	39,624
Other current financial assets	15,298	-	-	-	1,700	16,999
Other current assets	218,780	-	-	-	-	218,780
Cash and cash equivalents	1,153,779	-	-	-	-	1,153,779
Total Financial Assets	**3,007,174**	**36,298**	**3,326**	**14,595**	**1,700**	**3,063,093**

(*) "Level 2" of the Fair-Value
(**) "Level 3" of Fair-Value

31-12-23 (In Euro thousands)	Loans and Receivables - Amortized Cost	Derivative Instruments - Fair value (*)	Derivative Instruments - Hedge Accounting - Fair Value (*)	Capital instruments - Fair Value OCI (**)	Capital instruments - Fair Value to PL(**)	Total
Other non-current financial assets	63,883	-		14,071	-	77,953
Other non-current assets	49,216	-	-	-	-	49,216
Trade receivables	1,161,811	-	-	-	-	1,161,811
Financial instruments - current and non-current derivatives	-	16,872	14,081	-	-	30,953
Other current financial assets	58,414	-	-	-	1,589	60,003
Other current assets	212,004	-	-	-	-	212,004
Cash and cash equivalents	915,501	-	-	-	-	915,501
Total Financial Assets	**2,460,828**	**16,872**	**14,081**	**14,071**	**1,589**	**2,507,441**

(*) "Level 2" of the Fair-Value
(**) "Level 3" of Fair-Value

31-12-24 (In Euro thousands)	Financial Liabilities - Amortized Cost	Financial liabilities - Fair Value (**)	Derivative Instruments - Fair value (*)	Derivative Instruments - Hedge Accounting - Fair Value (*)	Total
Financial debt - non-current portion	397,869				397,869
Other non-current financial liabilities	232,012	2,449			234,461
Other non-current liabilities	178,416				178,416
Short-term debt	99,023				99,023
Other current financial liabilities	185,172				185,172
Finance lease liabilities - current and non-current	136,595				136,595
Financial instruments - current and non-current derivatives			0	21,485	21,485
Trade payables	3,497,337				3,497,337
Other Current Liabilities	430,791				430,791
Total Financial Liabilities	**5,157,215**	**2,449**	**0**	**21,485**	**5,181,149**

(*) "Level 2" of the Fair-Value
(**) "Level 3" of Fair-Value

31-12-2023 (In Euro thousands)	**Financial Liabilities - Amortized Cost**	**Financial liabilities - Fair Value (**)**	**Derivative Instruments - Fair value (*)**	**Derivative Instruments - Hedge Accounting - Fair Value (*)**	**Total**
Financial debt - non-current portion	334,824				334,824
Other non-current financial liabilities	199,553	451			200,004
Other non-current liabilities	83,438				83,438
Short-term debt	180,355				180,355
Other current financial liabilities	43,565				43,565
Finance lease liabilities - current and non-current	128,373				128,373
Financial instruments - current and non-current derivatives			0	7,240	7,240
Trade payables	2,625,845				2,625,845
Other Current Liabilities	448,078				448,078
Total Financial Liabilities	**4,044,031**	**451**	**0**	**7,240**	**4,051,722**

(*) "Level 2" of the Fair-Value

(**) "Level 3" of Fair-Value

33. Positions or transactions arising from exceptional and/or unusual transactions

In accordance with Consob Communication of July 28, 2006 No. DEM/6064293, the Group did not undertake any atypical and/or unusual operations, as defined in the communication.

34. Significant non-recurring events and operations

In 2024, the Group did not execute any significant non-recurring operations in accordance with Consob Communication No. DEM/6064293 of July 28, 2006.

35. Subsequent events after December 31, 2024

For significant events following year-end, reference should be made to the accompanying Directors' Report.

36. Statements

Statement on the consolidated financial statements as per Article 154-bis, paragraph 5 of Legislative Decree No. 58/98 and subsequent amendments and supplements

1. The undersigned Alessandro Bernini, as "Chief Executive Officer" and Mariano Avanzi, as "Executive Officer for Financial Reporting" of MAIRE S.p.A. declare, in consideration of Article 154-bis, paragraphs 3 and 4, of Legislative Decree No. 58 of February 24, 1998:
   - the adequacy considering the company's characteristics and
   - the effective application of the administrative and accounting procedures for the compilation of the consolidated financial statements for 2024.
2. In addition, it is declared that the consolidated financial statements:
   - are drawn up in conformity with the applicable international accounting standards recognized by the European Union in accordance with Regulation (CE) No. 1606/2002 of the European Parliament and the Commission of July 19, 2002;
   - correspond to the underlying accounting documents and records;
   - are drawn up as per Article 154-ter of the above-stated Legislative Decree No. 58/98 and subsequent amendments and supplements and provide a true and fair view of the balance sheet, income statement and financial position of the issuer and the companies included in the consolidation.
3. The Directors' Report includes a reliable analysis on the performance and operating result as well as the situation of the issuer and of the companies included in the consolidation, together with a description of the principal risks and uncertainties to which they are exposed.

This statement is provided also in accordance with Article 154-bis, paragraph 2 of Legislative Decree No. 58 of February 24, 1998.

Milan, March 4, 2025

The Chief Executive Officer

Alessandro Bernini

The Executive Officer
for Financial Reporting
Mariano Avanzi

Statement on the Sustainability Statement

The undersigned Alessandro Bernini in his capacity as "Chief Executive Officer", and Mariano Avanzi in his capacity as "Executive Officer for Financial Reporting", of MAIRE S.p.A., acting as the Executive Officer for Sustainability Reporting of MAIRE S.p.A., certify (*), pursuant to Article 154-bis, paragraph 5-ter, of Legislative Decree No. 58 of February 24, 1998, that the Sustainability Statement included in the Directors' Report has been prepared:

- in accordance with the reporting standards applied pursuant to Directive 2013/34/EU of the European Parliament and of the Council of June 26, 2013, and Legislative Decree No. 125 of September 6, 2024
- with the specifications adopted under Article 8(4) of Regulation (EU) 2020/852 of the European Parliament and of the Council of June 18, 2020.

Milan, March 4, 2025

The Chief Executive Officer

Alessandro Bernini

The Executive Officer
for Financial Reporting
Mariano Avanzi

(*) Statement made according to the model established in Consob's consultation document dated December 13, 2024

MAIRE

Financial Statements and Explanatory Notes

at December 31, 2024

37. Financial Statements

37.1. Income Statement

(In Euro)	Note	2024	2023
Revenues	41.1	226,825,655	99,477,767
Other operating revenues	41.2	5,329,618	650,218
Total Revenues		**232,155,273**	**100,127,985**
Raw materials and consumables	41.3	(55,277)	(40,237)
Service costs	41.4	(36,811,241)	(27,248,055)
Personnel expenses	41.5	(59,254,784)	(48,252,856)
Other operating costs	41.6	(1,675,916)	(4,815,984)
Total Costs		**(97,797,218)**	**(80,357,132)**
EBITDA		**134,358,055**	**19,770,853**
Amortization, depreciation and write-downs	41.7	(1,440,517)	(1,325,130)
Write-down of current assets	41.8	0	0
EBIT		**132,917,537**	**18,445,723**
Financial income	41.9	80,368,460	62,362,882
Financial expenses	41.10	(56,940,086)	(48,479,110)
Income (loss) before tax		**156,345,911**	**32,329,495**
Income taxes, current and deferred	41.11	(2,398,851)	2,550,905
Net income (loss) for the year		**153,947,060**	**34,880,400**
Basic earnings/(loss) per share	41.12	**0.469**	**0.106**
Diluted earnings/(loss) per share	41.12	**0.469**	**0.106**

The transactions with related parties, pursuant to Consob Resolution No. 15519 of July 27, 2006, are illustrated in the separate disclosure "Related Party Transactions", while in the tables no separate indication was provided as not considered significant.

37.2. Comprehensive Income Statement

(In Euro)	Note	December 31, 2024	2023
Net income/(loss) for the year		**153,947,060**	**34,880,400**
Other comprehensive income/(expense) which may not be subsequently reclassified to income/(loss) for the year:			
Actuarial gains/(losses)	42.14	6,915	(24,772)
Relative tax effect	42.14	(1,659)	5,945
Total other comprehensive income/(expense) which may not be subsequently reclassified to income/(loss) for the year:		**5,256**	**(18,827)**
Other comprehensive income/(expense) which may be subsequently reclassified to income/(loss) for the year:			
Net valuation of derivative instruments:			
· valuation derivative instruments	42.14	(3,789,447)	(4,096,988)
· relative tax effect	42.14	909,467	983,277
Total other comprehensive income/(expense) which may be subsequently reclassified to income/(loss) for the year:		**(2,879,980)**	**(3,113,711)**
Total other comprehensive income/(losses), net of tax effect		**(2,874,724)**	**(3,132,538)**
Total comprehensive income/(loss) for the year		**151,072,336**	**31,747,862**

37.3. Balance Sheet

(In Euro)	Note	December 31, 2024	2023
Assets			
Non-current assets			
Property, plant and equipment	42.1	747,263	735,753
Other intangible assets	42.2	3,736,351	4,195,337
Right-of-use - Leasing	42.3	6,980,374	6,829,350
Investments in subsidiaries	42.4	768,302,178	783,650,910
Financial receivables	42.5	145,588,636	265,858,310
Financial instruments - Derivatives (Non-current assets)	42.6	0	930,963
Other non-current assets	42.7	68,445	319,349
Deferred tax assets	42.8	3,982,101	3,425,662
Total non-current assets		**929,405,348**	**1,065,945,632**
Current assets			
Trade receivables	42.9	149,391,227	68,368,827
Current tax assets	42.10	65,906,147	58,231,557
Financial instruments - Derivatives (Current assets)	42.11	36,297,407	19,730,689
Other current financial assets	42.12	286,443,539	279,106,143
Other current assets	42.13	1,338,380	2,437,530
Cash and cash equivalents	42.14	218,011,046	133,306,898
Total current assets		**757,387,746**	**561,181,645**
Total Assets		**1,686,793,094**	**1,627,127,277**

The transactions with related parties, pursuant to Consob Resolution No. 15519 of July 27, 2006, are illustrated in the separate disclosure "Related Party Transactions", while in the tables no separate indication was provided as not considered significant.

(In Euro)	Note	December 31, 2024	2023
Shareholders' Equity			
Share capital	42.15	19,920,679	19,920,679
Share premium reserve	42.15	272,921,086	272,921,086
Other reserves	42.15	122,293,013	135,215,833
Valuation reserve	42.15	(69,698)	2,805,026
Total shareholders' equity & reserves	**42.15**	**415,065,080**	**430,862,624**
Retained earnings/(accumulated losses)	42.15	(205,654)	11,838,175
Net income for the year	42.15	153,947,060	34,880,400
Total Shareholders' Equity		**568,806,486**	**477,581,199**
Non-current liabilities			
Financial debt - non-current portion	42.16	389,168,811	326,880,602
Provisions for charges - beyond 12 months	42.17	0	4,309,453
Deferred tax liabilities	42.8	197,417	1,185,294
Post-employment & other employee benefits	42.18	584,704	639,389
Other non-current financial liabilities	42.21	197,897,329	197,412,906
Non-current financial liabilities - Leasing	42.22	6,164,540	6,173,048
Total non-current liabilities		**594,012,801**	**536,600,692**
Current liabilities			
Short-term debt	42.23	71,214,696	170,332,833
Current financial liabilities - Leasing	42.22	935,665	761,463
Provisions for charges - within 12 months	42.24	14,776,154	7,482,115
Tax payables	42.25	67,281,552	9,505,078
Other current financial liabilities	42.27	287,815,567	351,632,062
Trade payables	42.28	9,835,376	14,888,666
Other Current Liabilities	42.29	72,114,797	58,343,169
Total current liabilities		**523,973,807**	**612,945,385**
Total Shareholders' Equity and Liabilities		**1,686,793,094**	**1,627,127,277**

The transactions with related parties, pursuant to Consob Resolution No. 15519 of July 27, 2006, are illustrated in the separate disclosure "Related Party Transactions", while in the tables no separate indication was provided as not considered significant.

38. Statement of changes in Shareholders' Equity

(In Euro)	Share capital	Share premium reserve	Legal reserve	Other reserves	Valuation reserve	Retained earnings/accum. losses	Income/(losses) for year	Shareholders' Equity
December 31, 2022	**19,920,679**	**272,921,086**	**5,328,333**	**113,927,796**	**5,937,564**	**13,635,879**	**38,940,115**	**470,611,453**
Distribution of dividends	0	0	0	0	0	(40,737,860)		(40,737,860)
Allocation of the result	0	0	0	0	0	38,940,115	(38,940,115)	0
Other changes	0	0	0	(60,096)	0	41		(60,055)
IFRS 2 (Employee share plans)	0	0	0	16,118,203	0	0	0	16,118,203
Utilization Treasury Shares for staff plans	0	0	0	3,725,699	0	0	0	3,725,699
Acquisition of Treasury Shares 2023	0	0	0	(3,824,103)	0	0	0	(3,824,103)
Comprehensive income/(loss) for the year	0	0	0	0	(3,132,538)	0	34,880,400	31,747,862
December 31, 2023	**19,920,679**	**272,921,086**	**5,328,333**	**129,887,500**	**2,805,026**	**11,838,175**	**34,880,400**	**477,581,199**

(In Euro)	Share capital	Share premium reserve	Legal reserve	Other reserves	Valuation reserve	Retained earnings/accum. losses	Net Income for the year	Shareholders' Equity
December 31, 2023	**19,920,679**	**272,921,086**	**5,328,333**	**129,887,500**	**2,805,026**	**11,838,175**	**34,880,400**	**477,581,199**
Distribution of dividends	0	0	0	(16,748,392)	0	(46,718,575)	0	(63,466,968)
Allocation of the result	0	0	0	0	0	34,880,400	(34,880,400)	0
Other changes	0	0	0	(10,590,715)	0	(205,654)	0	(10,796,369)
IFRS 2 (Employee share plans)	0	0	0	15,366,396	0	0	0	15,366,396
Utilization Treasury Shares for staff plans	0	0	0	46,360,230	0	0	0	46,360,230
Acquisition of Treasury Shares 2024	0	0	0	(47,310,339)	0	0	0	(47,310,339)
Comprehensive income/(loss) for the year	0	0	0	0	(2,874,724)	0	153,947,060	151,072,336
December 31, 2024	**19,920,679**	**272,921,086**	**5,328,333**	**116,964,680**	**(69,698)**	**(205,654)**	**153,947,060**	**568,806,486**

39. Cash Flow Statement (indirect method)

(In Euro)	December 31, 2024	2023
Cash and cash equivalents at beginning of the year (A)	133,306,898	56,996,941
Operations		
Net income/(loss)	**153,947,060**	**34,880,400**
Adjustments:		
Amortization of intangible assets	331,052	322,052
Depreciation of non-current tangible assets	62,359	57,319
Amortization of right-of-use - Leasing	1,047,106	945,759
Provisions	0	0
(Revaluations)/Write-downs of investments	0	0
Financial Expense	80,368,460	48,479,110
Financial Income	(56,940,086)	(62,362,882)
Income & deferred tax	(2,398,849)	(2,550,905)
(Gains)/Losses		
(Increase) / Decrease in trade receivables	(81,022,400)	(24,753,109)
Increase/(Decrease) in other liabilities	13,771,628	14,399,411
(Increase)/Decrease in other assets	1,350,053	5,037
(Increase)/Decrease in tax assets and liabilities	57,398,939	(1,514,967)
Increase/(Decrease) in trade payables	(5,053,290)	5,825,434
Increase / (Decrease) in provisions (incl. post-employ. benefits)	42,733,967	16,789,490
Income taxes paid	(5,534,713)	(18,816)
Cash flow from operations (B)	200,061,285	30,503,334
Investments		
(Investment)/Disposal of non-current tangible assets	(73,896)	(188,111)
(Investment)/Disposal of intangible assets	0	(136,933)
(Increase)/Decrease in other investments	26,481,838	(22,668)
Cash flow from investments (C)	26,407,942	(347,712)
Financing		
Repayments of principal of financial lease liabilities	(1,037,686)	(848,366)
Payment interest on finance lease liabilities	(282,607)	(274,307)
Increase/(Decrease) in short-term debt	(171,958,574)	21,767,233
Repayments of long-term debt	(228,125,000)	(91,250,000)
Proceeds from long-term debt	198,941,091	190,121,249
(Increase)/Decrease in securities/bonds	141,300,000	51,400,179

(In Euro)	December 31, 2024	2023
Change in other financial assets and liabilities	30,175,004	(80,199,690)
Dividends	(63,466,967)	(40,737,861)
Treasury shares	(47,310,339)	(3,824,103)
Cash flow from financing (D)	**(141,765,079)**	**46,154,334**
Increase/(Decrease) in cash and cash equivalents (B+C+D)	**84,704,148**	**76,309,956**
Cash and cash equivalents at end of year (A+B+C+D)	**218,011,046**	**133,306,897**

The transactions with related parties, pursuant to Consob Resolution No. 15519 of July 27, 2006, are illustrated in the separate disclosure "Related Party Transactions", while in the tables no separate indication was provided as not considered significant.

40. Explanatory Notes at December 31, 2024

Basis of preparation

Introduction

MAIRE S.p.A. is a company incorporated in Italy at the Rome Companies Registration Office. The company has its registered office in Rome, Viale Castello della Magliana No. 27 and its operating headquarters in Milan, via Gaetano De Castillia, 6A, where the core activities are carried out.

MAIRE is an investment holding company, heading a Group operating on an international scale, in the field of natural resource transformation, with cutting-edge executive and technological skills. The Group is a leader in plant engineering in the downstream oil&gas, petrochemical, fertilizer and energy sectors. It also offers solutions in the field of green chemistry and energy transition technologies to meet the needs of clients engaged in the decarbonization process.

Effective May 8, 2024, MAIRE TECNIMONT S.p.A. changed its name to MAIRE S.p.A.

MAIRE, pursuant to Article 93 of the Consolidated Finance Act, is controlled by GLV Capital S.p.A. ("GLV Capital"). For further details, reference should be made to the Group's institutional website www.groupmaire.com.

According to the provisions of the first paragraph of Article 4 of Legislative Decree 38/2005, the statutory financial statements of MAIRE S.p.A. (separate financial statements), as listed on an Italian regulated market, have been prepared according to International Financial Reporting Standards (hereafter "IFRS" or international accounting standards) issued by the International Accounting Standards Board (IASB) and adopted by the European Commission according to the procedure at Article 6 of Regulation (EC) No. 1606/2002 of the European Parliament and Council of July 19, 2002. The financial statements are prepared under the historical cost convention, modified where applicable for the valuation of certain financial instruments.

The financial statements are presented in Euro which is the Company's functional currency.

Going concern

Based on the results achieved, the Group and the Company consider the going concern principle appropriate for the preparation of the annual report at December 31, 2024. See also the "Key Events in the year" and the "Subsequent events and outlook" paragraphs of the Directors' Report.

Financial Statements

The financial statements and disclosure reported in these statutory financial statements were prepared as per IAS 1 REVISED, CONSOB communication No. 1559 and CONSOB communication No. 6064293, issued on July 28, 2006.

The Balance Sheet accounts are classified between current and non-current, while the Income Statement and Comprehensive Income Statement are classified by nature of expenses.

The Cash Flow Statement is presented in accordance with the indirect method, adjusting the income for the period with non-cash items.

The statement of changes in Shareholders' Equity reports comprehensive income (charges) for the period and the other changes in Shareholders' Equity.

IFRS Accounting Standards, Amendments and Interpretations applied from January 1, 2024

The following amendments and interpretations applied from January 1, 2024 did not have a significant impact on the company financial statements.

- On January 1, 2024, the Pillar 2 rules under EU Directive No. 2523 of December 14, 2022, implemented in Italy by Legislative Decree No. 209 of December 27, 2023 ("Decree"), came into effect, implementing the international tax reform. These rules apply to the GLV Group (which includes the MAIRE Group), having GLV Capital S.p.A. as its parent company; for further details, see the Notes to the Consolidated Financial Statements - "IFRS Accounting Standards, Amendments and Interpretations applied from January 1, 2024" Section.
- On May 25, 2023, the IASB issued the document Amendment to IAS 7 Statement of Cash Flows and IFRS 7 Financial Instruments: Disclosures: Supplier Finance Agreement", this amendment requires additional disclosure of such agreements. The

disclosure requirements in the amendments are intended to help financial statement users understand the effects of supplier financing agreements on an entity's liabilities, cash flows, and exposure to liquidity risk. The transition rules clarify that an entity is not required to provide the disclosure in any interim period in the year in which the amendments are first implemented.

The required information is provided in the "trade payables" section of the Group's consolidated financial statements; in relation to MAIRE S.p.A. there are no SFA instruments outstanding.

- On July 15, 2020, the IASB issued the Amendment to IAS 1 "Classification of Liabilities as Current or Non-current - Deferral of Effective Date", which contains amendments to paragraphs 69 to 76 of IAS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:
  - What is meant by the right to defer settlement,
  - That there must be a right of deferment at the end of the reporting period,
  - This classification is not affected by the likelihood that an entity will exercise its right to defer,
  - Only where a derivative embedded in a convertible liability is itself an equity instrument do the terms of a liability not affect its classification.

  These amendments did not have any impact on the Company financial statements.

  On October 31, 2022, the IASB issued the Amendment to IAS 1 "Non-current Liabilities with Covenants" document. The amendments introduced a requirement that an entity must disclose when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent upon meeting future covenants within 12 months.

  These amendments did not have any impact on the Company financial statements.

- On September 22, 2022, the IASB issued the document Amendment to IFRS 16 "Leases: Lease Liability in a Sale and Leaseback" to specify the requirements that a selling lessee uses in assessing the lease liability arising from a sale and leaseback transaction to ensure that the selling lessee does not recognize any amount of the gain or loss that relates to the right of use it retains.

  These amendments did not have any impact on the Company financial statements.

IFRS and IFRIC standards, amendments and interpretations approved by the European Union, not yet mandatory and not adopted in advance by the Company at December 31, 2024

- On August 15, 2023, the IASB published "Amendments to IAS 21 "The Effects of Changes in Foreign Exchange Rates: Lack of Exchangeability, to add requirements to help entities determine whether a currency is exchangeable for another currency and the spot exchange rate to use when it is not. Prior to these changes, IAS 21 established the exchange rate to be used when exchangeability is temporarily absent, but not what to do when the absence of exchangeability is not temporary.

The application of these new requirements is expected to be effective for annual fiscal years beginning on or after January 1, 2025. Earlier application is permitted.

IFRS accounting standards, amendments and interpretations not yet approved by the European Union at December 31, 2024

At the date of the present Annual Report, the relevant bodies of the European Union have not yet concluded the process necessary for the implementation of the amendments and standards described below:

- On April 9, 2024, the IASB issued the document on the new standard IFRS 18 "Presentation and Disclosure in Financial Statements". The objective of IFRS 18 is to establish requirements for the presentation and disclosure of general purpose information in financial statements to help ensure that they provide relevant information that fairly represents an entity's assets, liabilities, shareholders' equity, income, and expenses. The amendments are scheduled to take effect on January 1, 2027.
- On May 9, 2024, the IASB published a new standard - IFRS 19 "Subsidiaries without Public Accountability Disclosure". This standard will allow eligible subsidiaries to use IFRS accounting standards with reduced disclosure.

  The amendments are scheduled to take effect on January 1, 2027.
- On May 30, 2024, the IASB issued Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7) to clarify issues identified during the post-implementation review of the classification and measurement requirements of IFRS 9 Financial Instruments. The amendments are scheduled to take effect on January 1, 2026.

The Company is currently assessing the possible impact of the above changes.

Accounting policies

The main accounting policies adopted in the preparation of the financial statements are illustrated below.

The accounting policies utilized in preparing the 2024 separate financial statements are the same as those adopted in preparing the 2023 separate financial statements, except for the changes resulting from the first-time adoption of the international accounting standard which entered into effect on January 1, 2024, as discussed above in the "Accounting standards applied from January 1, 2024" paragraph.

Business Combinations

Business combinations are recorded in accordance with the purchase method. The cost of the business combination is measured as the aggregate of the fair values, at the date of exchange, of assets acquired, liabilities incurred or assumed, and equity instruments issued by the Company, in exchange for control of the company acquired, plus any costs directly attributable to the business combination.

The identifiable assets, liabilities and contingent liabilities of the company acquired that comply with the conditions for recognition under IFRS 3 are recognized at their fair value at the acquisition date, with the exception of non-current assets (or disposal groups) which are classified as held-for-sale in accordance with IFRS 5 and are recognized and measured at fair value, net of sales costs.

Goodwill deriving from acquisition is recognized under assets and initially measured at cost, represented by the excess of the acquisition cost compared to the Group share in the present value of the identifiable assets, liabilities and contingent liabilities recognized. Where, after the measurement of these values, the Group share in the present value of the identifiable assets, liabilities and contingent liabilities exceeds the acquisition cost, the excess is immediately recorded in the Income Statement.

Investments

Investments in subsidiaries, in jointly held subsidiaries and in associates, differing from those held-for-sale, are measured at purchase cost including direct accessory costs. Where there is an indication of a reduction in the value of an asset, its recovery is verified comparing the carrying value with the relative recoverable value, represented by the higher between the fair value, net of selling costs, and the value in use. In the absence of a binding sales agreement, the fair value is estimated on the basis of the values in an active market, from recent transactions or on the basis of the best information available to reflect the amount which the entity could obtain from the sale of the asset. The value in use is generally established, within the limits of the corresponding portion of net equity of the investee from the consolidated financial statements, by discounting the projected cash flows of the asset and, if significant and reasonably calculable, from its disposal, less disposal costs. The cash flow is determined on the basis of reasonable and documented assumptions represented by the best estimates of the expected economic conditions, giving greater significance to the indications obtained from outside sources. Discounting is carried out at a rate which takes account of the implied risk within the company's operating sector. The risk deriving from any losses exceeding the net equity is recorded in a specific account up to the amount the parent company is committed to comply with legal or implicit obligations in relation to the investee or in any case to cover the losses.

If the reasons for the recognition of the impairment loss no longer exist, the previously recognized impairment loss shall be reversed. The amount of the reversal shall be recognized in the income statement under investment income/expense. Other investments are measured at fair value with recognition of the effects to the income statement if held-for-trading, or to the "Other reserves" net equity account; in this latter case, the reserve is recognized to the income statement on write-down or realization. Where the fair value may not be reliably calculated, the investments are valued at cost, adjusted for impairments; impairments may be not written back.

Investments held-for-sale are measured at the lower of their book value and fair value, less selling costs.

Non-current assets classified as held-for-sale

Non-current assets (and disposal groups) are classified as held-for-sale when their carrying value is expected to be recovered by means of a sales transaction rather than through use in company operations. This condition is met only when the sale is highly likely, the assets (or group of assets) are available for immediate sale in their current condition and, consequently, management is committed to a sale, which should take place within 12 months of the classification as held-for-sale.

Non-current assets (and disposal groups) classified as held-for-sale are measured at the lower of their previous carrying value and market value less selling costs.

Revenue recognition

Revenues are recorded at the fair value of the amount received less returns, discounts and allowances as follows:

- revenue from sales: on the effective transfer of the risks and rewards typically connected with ownership;
- revenue from services: on the provision of the service.

The Company classifies exchange differences deriving from commercial operations under operating results, and in particular in the accounts other operating revenues and other operating costs depending on whether the net effect is a gain or loss, with detailed information provided in the Explanatory Notes.

Dividends received

Dividends are recognized where the shareholder right to receipt arises, normally the year in which the Shareholders' Meeting of the investee is held approving the distribution of profits or reserves.

Property, plant and equipment

Plant and machinery utilized for the production or the provision of goods and services are recorded in the financial statements at historic cost, including any accessory and direct costs necessary for the asset to be available for use.

Plant, machinery & equipment are recognized at cost, net of accumulated depreciation and any write-down for loss in value.

Depreciation is calculated on a straight-line basis on the cost of the assets, according to their estimated useful life, which is reviewed annually at following rates:

Asset Category	Rate
Land	0%
Buildings	from 2% to 10%
Plant & machinery	from 7.5% to 15%
Industrial & commercial equipment	15%
Furniture	12%
EDP	20%
Motor vehicles	from 20% to 25%

Gains and losses deriving from the disposal or sale of assets are determined as the difference between the sales revenue and the net book value of the asset and are recorded in the Income Statement in the year.

Ordinary maintenance costs are fully charged to the income statement.

Improvements on the original value of the assets are capitalized and depreciated based on their residual utilization.

Leasehold improvements which may be recorded as an asset are recognized under property, plant and equipment and depreciated at the lower between the residual duration of the contract and the residual useful life of the asset.

Grants

Capital grants are recognized when there is reasonable certainty that they will be received and that the conditions will be satisfied for their attainment.

Public grants are recorded as a direct reduction of the asset to which they refer. The value of an asset is adjusted by straight-line depreciation, calculated on the basis of the residual useful life of the asset.

Intangible Assets

Intangible assets acquired separately are recorded at cost less amortization and any net loss in value. Amortization is calculated on a straight-line basis over the useful life of the asset. The amortization method and the residual useful life are reviewed at the end of each accounting period. The effects deriving from the change in the amortization method and the residual useful life are recorded prospectively.

Intangible assets generated internally – research and development costs

Research costs are expensed to the income statement in the period in which they are incurred.

Intangible assets generated internally deriving from the development phase of a Company internal project are only recognized under assets when the following conditions are met:

- There is the technical feasibility to complete the intangible asset for its use or sale;
- There is the intention to complete the intangible asset and utilize or sell the asset;
- There is the capacity to utilize or sell the intangible asset;
- It is probable that the asset created will generate future economic benefits;

- There exists the technical, financial and other resources in order to complete the development and utilize or sell the asset during the development phase.

The initial amount recognized of the intangible assets generated internally corresponds to the sum of the expenses incurred at the date in which the asset meets the criteria described above. Where these expenses may not be recorded as intangible assets generated internally, the development expenses are expensed in the Income Statement in the period in which they are incurred.

Subsequent to initial recognition, the intangible assets generated internally are recorded at cost less any accumulated loss in value and amortization, as occurs for intangible assets acquired separately.

Intangible assets acquired through a Business Combination

Intangible assets acquired in a business combination are identified and the amortization is recorded where they satisfy the definition of intangible assets and their fair value may be determined reliably. The cost of these intangible assets is their fair value at the acquisition date. Subsequent to initial recognition, the intangible assets acquired in a business combination are recorded at cost less amortization and any accumulated loss in value, as occurs for intangible assets acquired separately.

Right-of-use - Leasing

IFRS 16 establishes a single model for accounting for lease contracts involving the recognition by the lessee of a right-of-use asset and a lease liability representing the obligation to make the payments required under the contract. At the commencement date (the date on which the asset is made available for use), the right of use is initially measured at cost as the sum of the following:

- the initial amount of the lease liability;
- the payments due for the lease made on or before the commencement date, net of any incentives received for the lease;
- the initial direct costs incurred by the lessee;
- the estimated costs that the lessee expects to pay to dismantle and remove the underlying asset and restore the site in which it is located or to restore the underlying asset to the conditions provided for in the terms and conditions indicated in the lease contract.

After initial recognition, the right of use is amortized, tested for impairment and adjusted to reflect any restatement of the lease liability. Amortization is applied on a straight-line basis according to the term of the contract, taking account of renewal/termination options that are highly likely to be exercised. Only if the lease provides for a reasonably certain purchase option is the right-of-use asset amortized systematically over the entire useful life of the underlying asset.

After initial recognition, the right of use is amortized, tested for impairment and adjusted to reflect any restatement of the lease liability. Amortization is applied on a straight-line basis according to the term of the contract, taking account of renewal/termination options that are highly likely to be exercised. Only if the lease provides for a reasonably certain purchase option is the right-of-use asset amortized systematically over the entire useful life of the underlying asset.

Impairment of tangible, intangible and financial assets

At each reporting date, the Company reviews the carrying value of its intangible, tangible and financial assets to determine if there are indications that these assets have incurred a loss in value. Where it is not possible to make an estimate of the recoverable amount of an asset individually, the Company makes an estimate of the recoverable amount of the cash-generating unit the asset belongs to. When it is established that a potential loss exists, an estimate of the recoverable amount is made in order to identify the amount of the loss.

The indefinite intangible assets, such as goodwill and brands, are verified annually and whenever there is an indication of a possible loss in value, in order to determine if there has been a loss in value.

The recoverable value is the higher between fair value less costs to sell and value in use. In determining the value in use, the estimated future cash flows are discounted on a pre-tax basis which reflects the market assessment of the time value of money and the risks specific to the asset. In the determination of this value various cash flow scenarios are utilized (sensitivity analysis).

If the recoverable value of an asset (or a CGU) is considered lower than its carrying value, it is reduced to its recoverable value. A loss in value is recognized in the income statement immediately.

Where, subsequently, the loss in value no longer exists or reduces, the book value of the asset is increased up to the new estimate of the recoverable value and may not exceed the value which would be determined where no loss in value had been recorded. The reversal of a loss in value is immediately recorded in the income statement.

In addition, IFRS 16 requires that lessees test rights of use associated with leased assets for impairment in accordance with IAS 36, similarly to other owned company assets. Accordingly, when there are signs of impairment, it must be determined whether the right of use may be tested on a stand-alone basis or at the level of CGU.

With reference to the recoverability test of the "Right-of-Use", the Company decided to include the right-of-use net of the related lease liability in the CGU being assessed and determine the value in use considering the outlays for lease rentals using a pre-IFRS 16 discounting rate.

Financial instruments

The classification of the financial instruments as per IFRS 9 is based on the "business model" and on the characteristics of the contractual cash flows of the instruments. The "business model" represents the management model of the financial assets held by the company on the basis of the strategic objectives defined, in order to generate cash flows by collecting the contractual cash flows, selling financial assets or managing both models.

Financial assets and liabilities are recorded in the financial statements when the Company has the contractual obligations of the instrument.

Financial assets

The "business models" utilized by the company are:

- Held To Collect (HTC), managed to collect contractual cash flows: corresponding to the wish to hold the instruments until maturity;
- Held To Collect and Sell (HTC&S), managed to collect contractual cash flows and for sale: corresponding to the wish to meet liquidity needs and minimize liquidity management cost and maintain the risk profile;
- Other – residual category, managed for trading; corresponding to the wish to maximize contractual cash flows through sale.

Receivables

In considering the classification of financial assets, the company's business model and cash flow characteristics were taken into account. In particular trade receivables are classified in the category of the receivables Held-to-collect, corresponding to the wish to hold the instruments until maturity.

Receivables are initially recognized at fair value and subsequently measured at amortized cost, utilizing the effective interest rate method, net of the relative losses in value with reference to amounts considered non-recoverable, recorded in a specific doubtful debt provision. The original amount is restated whenever the reasons for the adjustment no longer apply. In this case, any reversal of previous provisions are recorded in the income statement and may not exceed the amortized cost of the receivable in the absence of the previous adjustments.

Trade receivables which mature within the normal commercial terms are not discounted. Receivables in currencies other than the operational currency of the individual companies are recorded at the period-end exchange rates.

Other financial assets

Financial assets are recognized at cost, recorded at the trading date, represented by the fair value of the initial amount given in exchange, increased by any transaction costs (for example: commissions, consultancy etc.) directly attributable to the acquisition of the asset. After initial recognition, these assets are measured at amortized cost using the original effective interest method.

Financial assets held for speculative purposes in the short-term are recognized and measured at fair value, with changes recorded in the income statement.

With regards to the valuation of financial assets concerning minority investments, IFRS 9 requires fair value measurement. These investments are measured at fair value with changes to the statement of comprehensive income, although as not listed on an active market, the fair value is therefore estimated, although does not vary from the cost and the relative portion of equity.

Cash and cash equivalents

Cash and cash equivalents include cash balances and bank current accounts and deposits repayable on-demand, plus other highly liquid short term financial investments that can be readily converted into cash and are not subject to a significant risk of a change in value.

Impairment model

The method is based on a predictive approach (expected credit losses model), based on the probability of default and the capacity of recovery in the event of a loss given default.

In the estimate of the impairment of receivables official ratings are utilized where available or internal ratings, to determine the probability of default of the counterparty; the capacity of recovery was also identified in the case of a loss given default of the counterparty based on historical experiences and different possible recovery methods.

Currently, all company receivables are inter-company and in consideration of the net exposure of the company towards these parties, no impairment effects are indicated.

Financial liabilities and Equity instruments

Financial liabilities and Equity instruments issued by the Company are classified in accordance with the underlying contractual agreements and in accordance with the respective definition of liabilities and Equity instruments. These latter are defined as those contracts which give the right to benefit from the residual interest of the assets of the company after the reduction of the liabilities. The accounting policies adopted for specific financial liabilities and Equity instruments are described below.

Payables

Payables are initially recorded at cost, corresponding to the fair value of the liability, net of directly attributable transaction costs.

Subsequent to initial recognition, the payables are measured under the amortized cost method, utilizing the effective interest rate method. This category includes interest bearing bank loans, overdrafts, non-convertible bonds and trade payables.

The trade payables which mature within the normal commercial terms are not discounted. Payables in currencies other than the operational currency of the individual companies are recorded at the period-end exchange rates.

Fair value measurement

Fair value is the amount in which an asset (or a liability) may be exchanged in a transaction between independent counterparties with reasonable knowledge of the market conditions and significant events related to the item under negotiation. The presumption that an entity is fully operational and does not need to liquidate or significantly reduce activities, or undertake operations at unfavorable conditions, is fundamental to the definition of fair value. The fair value reflects the credit quality of the instrument as it incorporates the counterparty risk.

Receivables and Payables

For receivables and payables recorded in the financial statements at cost or amortized cost, the fair value for the purposes of the disclosure to be provided in the Explanatory Notes is determined as follows:

- for short-term receivables and payables, it is considered that the value paid/received reasonably approximates fair value;
- for medium/long-term receivables/payables, the measurement is principally undertaken through the discounting of future cash flows. The discounting of the expected cash flows is normally undertaken through the zero coupon curve increased by the margin represented by the specific credit risk of the counterparty.

Other financial instruments (Debt and equity securities)

The fair value for this category of financial asset is measured taking as reference the listed prices at the reporting date of the financial statements where existing, otherwise with reference to technical valuations utilizing as input exclusively market data.

Other financial instruments (Minority holdings)

The fair value for this category of financial assets is calculated according to valuation models whose input is not based on observable market data ("unobservable inputs").

Financial liabilities - Leasing

Under IFRS 16, the lease liability is initially measured at the present value of the payments due at the commencement date, which include:

- the fixed payments that are reasonably certain to be paid, net of any lease incentives to be received;
- the variable payments due that depend on an index or a rate (variable payments such as rentals based on the use of the leased asset, are not included in the lease liability, but taken to the income statement as operating costs over the term of the lease contract);
- any amounts expected to be paid as security for the residual value granted to the lessor;
- the exercise price of the purchase option, if the lessee is reasonably certain to exercise it;
- the penalty payments for breaking the lease, if the lessee is reasonably certain to exercise this option.

The present value of these payments is calculated by adopting a discount rate equal to the implicit interest rate on the lease or, where this cannot be easily determined, using the lessee's incremental financing rate. The lessee's incremental financing rate is based on the Company's incremental financing rate, i.e. the rate that the Company would have to pay to borrow the funds needed to purchase an asset of similar value in a similar financial context and with similar terms and conditions.

Future cash flows are therefore discounted at the risk free rate of the respective currencies, plus a spread for the specific risk of the Company, established as the difference between the yield on the listed MAIRE S.p.A. debt securities against an instrument with similar features but without risk.

After initial recognition, the lease liability is measured at amortized cost (i.e., by increasing its carrying amount to take account of the interest on the liability and decreasing it to take account of the payments made) using the effective interest rate and is redetermined, with a balancing entry to the carrying amount of the related right-of-use, to reflect any modifications to the lease following contractual renegotiations, changes in indices or rates or modifications relating to the exercise of contractually established renewal, early termination or leased asset purchase options.

The extension and termination options are included in a series of lease agreements mainly related to Company properties. To determine the duration of the lease agreement, management takes account of all facts and circumstances that can generate a financial incentive to exercise an option to extend or not exercise an option to terminate.

Extension options (or periods following termination options) are included in the duration of the lease agreement only if it is reasonably certain that the lease agreement will be extended (or not terminated).

The Standard eliminates the classification, for the lessee, of leases as operating or financial, with limited exceptions to the application of the accounting treatment (allocation of lease rentals to the income statement on an accrual basis for leases that qualify as "short-term" or "low-value"). For the financial statements of lessors, however, the separation is maintained between operating and financing leases.

The Company adopts the exemptions allowed by the standard; therefore, leasing costs referring to rental or lease agreements that envisage variable payments, or assets of minimal value (i.e. less than USD 5,000) or with a duration of less than 12 months, are expensed gradually over time as they are incurred.

Equity instruments

Equity instruments issued by the Company are recognized based on the amount received, net of direct issue costs.

Convertible bonds

In accordance with IAS 32 "Financial Instruments: Presentation in the financial statements" convertible bonds are recorded as hybrid financial instruments, formed by two components which are treated separately only if significant: a liability and a conversion option. The liability corresponds to the present value of the future cash flows based on the current interest rate at the issue date for an equivalent non-convertible bond. The value of the option is defined as the difference between the net amount received and the amount of the liability and is recorded under equity. The value of the conversion option in shares does not change in subsequent periods. On the contrary, where the characteristics of the bond result in, on the exercise of the conversion right, the right of the company to deliver shares or offer a combination of shares and cash, the option is recognized as a financial liability for the incorporated host, measured at fair value through P&L, while the difference compared to the original nominal value or rather the financial liability (host) is recorded at amortized cost.

Derivative instruments and hedge accounting

The company utilizes derivative instruments to hedge against fluctuations in the MAIRE share price, known as Total Return Equity Swaps (TRES), in view of the implementation of a buy-back program. The structure of the contracts in place is in line with the Group "hedging" policy.

For accounting purposes, the TRES derivative instruments cannot be designated as a hedging derivative instrument and are valued, in accordance with IFRS 9 at fair value, with the related changes recorded in the income statement.

The accounting of the hedging instruments differs depending on the objective of the hedge: cash flow hedges or fair value hedges.

Fair value calculation

The fair value of financial instruments is represented by the current market price or, in their absence the application of appropriate financial valuation models which take into consideration all the factors adopted by market operators and the prices obtained in a real market transaction.

In particular, the fair value of the TRES is measured discounting the expected cash flows, calculated on the basis of market interest rate at the reference date and the price of the underlying listed shares.

Cash flow hedge

The changes in the fair value of the derivative instruments which are designated, and which are efficient, to hedge future cash flows relating to the Company contractual commitments are directly recorded under Equity, while the non-efficient portion are immediately recorded in the Income Statement.

The amounts recorded directly under Equity are included in the Income Statement in the same period that the contractual commitment hedged is included in the Income Statement.

Derecognition of financial instruments

Financial assets are eliminated from the balance sheet when the right to receive the cash flows no longer exists and all the related risks and benefits are substantially transferred (so-called derecognition) or where the item is considered definitively non-recoverable after the completion of all the necessary recovery procedures. Financial liabilities are derecognized from the balance sheet when the specific contractual obligations are extinct. Receivables transferred following factoring operations are eliminated from the balance sheet only when the related risks and benefits of ownership have been substantially transferred. With recourse receivables and non-recourse receivables which do not satisfy these requisites remain on the balance sheet of the company, even if legally transferred; in this case a financial liability of a similar amount is recorded under liabilities against advances received.

Shareholders Equity

Share Capital

The share capital is the amount of the subscribed and paid-in capital of the Company. The costs strictly related to the issue of new shares are classified as a reduction of the share capital when they refer to costs directly attributable to the equity operation.

Treasury Shares

They are recorded as a decrease of the shareholders' equity. The costs incurred for the issue of new shares by the Company are recorded as a reduction in equity, net of any deferred tax effect. The gains or losses for the purchase, sale, issue or cancellation of treasury shares are not recorded in the income statement.

Retained earnings/ (accumulated losses)

This refers to the results of previous years for the part not distributed or recorded under reserves (in the case of profit) or recapitalized (in the case of losses). The account also includes the transfers from other equity reserves when those reserves are no longer required as well as the effects of the recording of changes to accounting policies and material errors.

Other reserves

These include, among others, the legal reserve and the extraordinary reserve.

Valuation reserve

These include, among others, the actuarial reserve on defined benefit plans recognized directly to equity.

Contractual liabilities deriving from financial guarantees

The contractual liabilities deriving from financial guarantees are initially measured at their fair value and subsequently measured at the higher between:

- the amount of the contractual obligation, determined in accordance with IAS 37 – Provisions, Contingent Liabilities and Contingent Assets;
- the initial amount recorded net, where applicable, of the accumulated amount recorded in accordance with the recognition of the revenues as described above.

Provisions for risks and charges

Provisions are recorded when the Company has a current obligation (legal or implied) that is the result of a past event and it is probable that the Company will be required to fulfil the obligation. Provisions are made based on the best estimate of the cost of fulfilling the obligation at the reporting date, and are discounted when the effect is significant.

When the Company considers a provision for risks and charges must be in part or in full reimbursed, the indemnity is recorded under assets only when the reimbursement is almost certain and the amount of reimbursement may be determined reliably.

Onerous contracts

Where the Company has an onerous contract, the current obligation contained in the contract must be recognized and measured as a provision.

An onerous contract is a contract in which the non-discretional costs necessary to settle the obligations exceed the economic benefits deriving from such.

Personnel incentive plans

The Company recognizes additional benefits to employees through the cash incentive plans. These plans represent a remuneration component of the beneficiaries; therefore, the cost is recognized in the income statement under "Personnel expense" over the period between the granting date and that of maturity and under provisions for risks and charges.

The financial effects of the Plans are estimated and recognized in accordance with IAS 19 by adequately weighing the defined maturity conditions (including the probability of employees remaining in the Company for the duration of the Plan); at the end of each year the estimate is updated and recognized under "Personnel expense". The plans within this category included the MBO incentive system, both in its short-term and deferred long-term component, and the annual attendance bonus.

Guarantees

The provisions for guarantee costs are accrued when it is considered probable that the request to honor the guarantee will be made. The calculation of the provision is made based on the best estimate by Management of the costs required to comply with the obligation.

Post-employment benefits

The payments for defined contribution plans are recognized in the Income Statement of the period in which they are due.

For the defined benefit plans, the cost relating to the benefits recognized is determined using the projected unit credit method, making actuarial valuations at the end of each period. Actuarial gains and losses are recognized in the period they arise and recorded directly in a specific equity reserve. The cost relating to past employment service is immediately recorded when the benefits have already matured.

The liabilities for post-employment benefits recorded in the balance sheet represent the present value of the liabilities for the defined benefit plans adjusted to take into account any actuarial gains or losses not recorded and costs relating to past employment services not recorded, and reduced by the fair value of the asset plan.

Any net assets resulting from this calculation are limited to the value of the actuarial losses not recorded and costs relating to past employment services not recorded, plus the present value of any repayments and reductions in future contributions to the plan.

Other long-term employee benefits

The accounting treatment of the other long-term benefits is similar to those of the plans for post-employment benefits with the exception of the fact that the actuarial gains and losses and costs deriving from past employment services are recognized in the income statement fully in the year in which they arise.

Share-based payments

The company recognizes additional benefits to employees through equity participation plans. The above-mentioned plans are recognized in accordance with IFRS 2 (Share-based payments). In accordance with IFRS 2, these plans represent a remuneration component of the beneficiaries; therefore, for the equity participation plans, the cost is represented by the fair value of these instruments at the granting date, and recognized in the income statement under "Personnel expense" over the period between the granting date and that of maturity, and in the "IFRS 2 reserve" under equity. Changes subsequent to the granting date in the fair value do not have an effect on the initial value. At the end of each year the estimate is updated on the number of rights which will mature on maturity. The change in the estimate reduces the amount in the "IFRS 2 reserve" and is recorded under "Personnel expense" in the P&L.

Financial income and expenses

Interest is recognized in accordance with the effective interest rate method, utilizing therefore the interest rate which is financially equivalent to all the cash inflows and outflows (including premiums, discounts, commissions etc.) which comprise an operation. The Company classifies in this account the exchange differences deriving from financial operations, while the exchange differences from commercial operations are classified under operating results, and in particular in the accounts other operating revenues and other operating costs, depending on whether the net effect is a gain or loss, with detailed information provided in the Explanatory Notes.

Income taxes

Income taxes for the year represent the sum of current and deferred taxation.

Current income taxes

Current income taxes for the year and previous years are recorded for the amount expected to be paid to the fiscal authorities.

Current income tax liabilities are calculated using applicable rates and tax regulations or those substantially approved at the reporting date. MAIRE S.p.A. and the main subsidiaries resident in Italy have opted for a consolidated tax regime. This means that the IRES (Corporation Tax) charge is calculated on a tax base representing the aggregate of the taxable income and tax losses of the individual companies.

Deferred taxes

Deferred taxes are the taxes that it is expected to pay or recover on the temporary differences between the carrying value of the assets and of the liabilities in the financial statements and the corresponding fiscal value used in the calculation of the assessable income.

Deferred tax liabilities are generally recorded on all temporary assessable differences, while deferred tax assets are recorded based on the probability that the future assessable results will permit the use of the temporary deductible differences.

The carrying value of deferred tax assets is revised at the end of the year and reduced to the extent that it is no longer likely that there will be sufficient taxable income against which to recover all or part of the assets.

Deferred taxes are calculated based on the fiscal rates that are expected to be in force at the moment of the realization of the asset or the settlement of the liability. Deferred taxes are recognized directly in the income statement with the exception of those relating to accounts directly recognized to equity, in which case the deferred taxes are also recognized to equity.

Use of estimates

The preparation of the financial statements and the relative notes in application of IFRS require that management make estimates and assumptions on the values of the assets and liabilities in the financial statements and on the disclosures relating to the assets and contingent liabilities at the reporting date. The estimates and assumptions used are based on past experience and other factors considered relevant. The actual results may differ from such estimates. The estimates and assumptions are reviewed periodically and the effects of any changes are recorded in the income statement in the period of the revision of the estimate, if the revision has effect only on that period, or also in subsequent periods if the revision has effect on the current year and on future years. In this context it is reported that the economic and financial situation resulted in the need to make assumptions on a future outlook characterized by significant uncertainty, for which it cannot be excluded that results in the next year will be different from such estimates and which therefore could require adjustment, currently not possible to estimate or forecast, which may even be significant, to the book value of the relative items.

The accounts principally affected by such uncertainty are:

- PROVISIONS FOR RISKS AND CHARGES: The Company is involved in judicial or administrative proceedings for which allocations are made to provisions, mainly connected with legal and fiscal disputes. The process and procedures for assessing the risks related to these proceedings are based on complex factors that require the directors to make assumptions and estimates, particularly with regard to the assessment of uncertainties connected with the predicted outcome of the proceedings taking account of information obtained from the legal affairs unit and from outside legal counsel. These provisions are estimated through a complex process involving subjective assessments by Company Management.
- IMPAIRMENT OF FINANCIAL ASSETS AND RECEIVABLES: The collectability of receivables and the need to recognize impairment for doubtful accounts is done in accordance with the expected credit loss model. This process requires company management to make complex and/or subjective assumptions. The factors considered in making these assumptions concern, in part, the creditworthiness of the counterparty, where available, the amount and timing of expected future payments, any mechanisms put in place to mitigate credit risk, and any steps taken or planned to collect the receivables.
- FAIR VALUE The fair-value measurement of financial and non-financial instruments is a structured process involving complex methods and approaches and requires the gathering of up-to-date information from the markets concerned and/or the use of internal inputs. As for the other estimates, fair-value measurements are, even when based on the best information available and on the appropriate measurement methods and techniques, intrinsically characterized by uncertainty and professional opinion and can lead to estimates that differ from the actual figures once they are known.
- IMPAIRMENT OF PROPERTY, PLANT & EQUIPMENT, INTANGIBLES, AND EQUITY INVESTMENTS These assets are written down when changing circumstances or other events give reason to believe that their book value is no longer recoverable. Events that can result in writing down a these assets are significant, permanent changes in the outlook for the market segment in which the asset is being used. Decisions to write down an asset, and the measurement process itself, depend on estimates made by company management concerning complex, highly uncertain factors, such as future trends in the market concerned, the impact of inflation, the conditions of global supply and demand, and trends in operations and in the business generally. The write-down of these assets is measured by comparing the book value with the recoverable value, which is the greater of the asset's fair value less disposal costs and its value in use, which is calculated based on the expected cash flows on the use of the asset less disposal costs. This calculation is done at the level of the smallest cash generating unit (CGU) or equity investment that is amply independent from the cash flows generated by other assets or asset groups and based on which company management measures business profits. The expected cash flows for each CGU or equity investment are determined based on the most recent budget, business plan, and actual financial reports as prepared by management and approved by the Board of Directors. The business plan includes forecasts prepared by management based on information available at the time in terms of business volumes, operating costs, profit

margins, and the industrial, commercial and strategic configuration of the specific CGUs or equity investments in the specific marketplace. The present value of these cash flows is then calculated based on discount rates that take account of the specific risk of the business segment to which the CGU or equity investment belongs. The intangible assets with indefinite useful life are not subject to amortization; the recoverability of their carrying amount is verified at least annually and however where events which may suggest an impairment loss arise.

Changes in accounting estimates and errors

The Company in the selection and application of the accounting policies, in the accounting of the changes in accounting policies and of the changes in accounting estimates and corrections of previous year errors applies IAS 8.

Subsequent events after the reporting period

Subsequent events are events which occur after the reporting date up to the authorized publication date. The date for authorization of publication is considered the approval date by the Board of Directors. Subsequent events may concern events which provide information on the situation existing at the reporting date (adjusting subsequent events) or events arising after the reporting date (non-adjusting subsequent events). For the former, the relative effects are reflected in the financial statements and updated disclosure provided, while for the latter, if significant, adequate disclosure alone is provided in the Explanatory Notes.

41. Notes to the income statement

41.1. Revenues

"Revenues" in 2024 amounted to Euro 226,826 thousand, an increase of Euro 127,348 thousand compared to the previous year and broken down as follows:

(In Euro thousands)	2024	2023
Revenues from sales and services	51,303	44,127
Dividends from subsidiaries	175,523	55,530
Total	**226,826**	**99,478**

Revenues from "Dividends from subsidiaries" amount to Euro 175,523 thousand and include dividends received during the year from the subsidiary TECNIMONT S.p.A., for a total amount of Euro 120,000 thousand, of which Euro 20,000 thousand related to the distribution of profits resolved for the year 2023, while Euro 100,000 thousand derives from the extraordinary distribution of prior year profit reserves, from the subsidiary KT-Kinetics Technology S.p.A. of Euro 25,000 thousand and from the subsidiary NEXTCHEM S.p.A. for Euro 30,523 thousand, of which Euro 12,454 thousand relates to the distribution of the profits resolved for the year 2023 and Euro 18,069 thousand as a result of the extraordinary distribution of prior year profit reserves.

"Revenues from sales and services" were Euro 51,303 thousand and principally concern "Inter-company services" provided to the direct and indirect subsidiaries. Service revenues specifically concern those provided by the Parent Company as part of the management, co-ordination and control from a legal, administrative, tax, financial and strategic viewpoint in the interest of Group companies.

41.2. Other operating revenue

(In Euro thousands)	2024	2023
Cost recoveries	9	1
Gains on disposals	63	0
Operating currency gains	4,636	0
Other income	586	624
Contract penalties	36	24
Total	**5,330**	**650**

"Other operating income" realized during the year amounted to Euro 5,330 thousand, and is represented by the item "Other Income" which includes income from specific services provided to Group companies.

"Operating currency gains" of Euro 4,636 thousand, represents the net difference between gains and losses on operating exchange differences; the change is tied to the trend on forex markets and in the currencies that concern loans, trade receivables/payables and the various components of the financial statements impacted by the movements of the US Dollar against the Euro.

41.3. Raw materials and consumables

"Raw materials and consumables" costs for the year were Euro 55 thousand. The breakdown of the account is as follows:

(In Euro thousands)	2024	2023
Raw material purchases	(2)	(0)
Consumable materials	(42)	(23)
Fuel	(11)	(17)
Change in inventories	0	0
Total	**(55)**	**(40)**

The account principally concerns the purchase of stationary for Euro 42 thousand and fuel consumption for Euro 11 thousand for company vehicles.

Consumables were impacted by higher general and office material requirements, after the significant recovery of consumption in 2024.

41.4. Service costs

"Service costs" for the year amount to Euro 36,811 thousand, an increase of Euro 9,563 thousand on the previous year.

The breakdown of the account is as follows:

(In Euro thousands)	2024	2023
Utilities	(240)	(237)
Maintenance	(582)	(514)
Consultants and related services	(4,421)	(4,723)
Director and Statutory Auditor Remuneration	(3,094)	(2,564)
Bank expenses and sureties	(2,210)	(173)
Selling & advertising costs	(1,413)	(773)
Accessory personnel costs	(11,055)	(6,402)
Post & telephone and similar	(20)	(19)
Insurance	(1,286)	(1,006)
Other	(12,490)	(10,777)
Total	**(36,811)**	**(27,248)**

"Consultants and related services" include professional fees, principally legal services and consultancy and administrative services and audit and tax and commercial consultancy fees.

Director and Statutory Auditor Remuneration concerns that matured by the members of the Board of Directors, the Board of Statutory Auditors' emoluments, those of the Supervisory Committee, the Remuneration Committee, the Internal Control Committee and the Related Parties Committee.

"Bank expenses and sureties" include the costs for the services provided by banks and other financial companies other than true and proper financial charges and commissions and accessory expenses to loans which are included under financial charges; the account therefore principally comprises costs for guarantees provided in the interests of the Group operating companies in relation to commitments undertaken for the execution of their core operations. The figure increased on the previous year in line with the growth in Company activities.

"Accessory personnel costs", which mainly include travel expenses, significantly increased due to the greater average size of the workforce compared to the previous year, and due to the general increase of operations and the journeys related to commercial and on-site activities.

The Other account mainly concerns inter-company services for the Via Gaetano de Castillia (Milan) offices, including office canteen expenses, maintenance and other accessory activities. The account in addition includes non-capitalized IT costs, application package maintenance expenses and printing and reproduction service costs.

41.5. Personnel expenses

"Personnel expenses" in the year amount to Euro 59,255 thousand, an increase of Euro 11,002 thousand compared to the previous year.

(In Euro thousands)	2024	2023
Wages and salaries	(49,574)	(39,331)
Social security charges	(7,280)	(6,610)
Post-employment benefits	(2,330)	(2,258)
Other costs	(71)	(54)
Total	**(59,255)**	**(48,253)**

The movement in the company's workforce by category is as follows:

Category	Workforce 31/12/2023	Hires	Departures	Inter-company transfers	Promotions	Workforce 31/12/2024
Executives	83	2	(5)	(3)	0	77
Managers	76	12	(6)	1	4	87
White-collar	70	37	(8)	5	(4)	100
Blue-collar	0	0	0	0	0	0
Total	**229**	**51**	**(19)**	**3**	**0**	**264**
Average headcount	**215**					**246**

The workforce at December 31, 2024 numbered 264, increasing 35 over the previous year.

The increase in personnel expense is, therefore, due to an increase in the average workforce compared to the previous year. The average workforce in 2024 was 246 (+31 or +15%) compared to 215 in the previous year; and a confirmation of the remuneration policies during 2024 aimed at ensuring the continuation of the sustainable value growth path pursued in previous years, contributing to achieving the Company's strategic objectives, and confirming its purpose of attracting and retaining professionals with the skills necessary to manage and operate successfully within the Company and the Group.

The social security charges also increased on the previous year and their percentage of total remuneration is in line with the requirements by law.

The Shareholders' Meeting held on April 17, 2024 approved the contents of the Remuneration Policy and also resolved to adopt the new 2024-2026 Long-Term Incentive Plan (2024-2026 LTI Plan), as part of the broader three-year program approved by the Board of Directors on February 25, 2022 with its goal to increasingly align management's interests with the creation of sustainable success for the MAIRE Group. It also ensures long-term engagement and retention of beneficiaries, while maintaining competitive remuneration levels in the market.

In addition, the Shareholders' Meeting approved the introduction of a Restricted and Matching Shares Plan, which is reserved for the Company's Chief Executive Officer and General Manager. The plan involves allocating MAIRE shares free of charge, in accordance with the terms and conditions set out in the plan and the 2024 Remuneration Policy.

On July 27, the Board of Directors confirmed the start of the Second Cycle (2024) of the 2023-2025 General Share Plan, approved by the Shareholders' Meeting on April 19, 2023, through the allotment of the relevant Rights on July 31, 2024.

During the year work also began on setting and assigning targets in accordance with the MBO plan for Senior Executives, approved by the Board on February 25, 2022 for the 2022-2024 three-year period. Targets were also set for other key business figures per the current Group Incentive Standard. For 2024, a key update to the system was defining the MAIRE Group's operating-financial targets for all companies involved and including a non-financial indicator related to ESG issues in the shared section of all appraisals, through the introduction of an objective to reduce emissions.

In the first half of the year, the objectives related to the incentive and engagement systems in place for 2023 were reviewed and the relevant bonuses were awarded. For the same year, in compliance with current trade union agreements, annual bonuses and profit sharing figures were also approved, in addition to the flexible benefits portion of the MAIRE4YOU Plan for the same period. It is also noted that, having verified the achievement of the First Cycle (2023) performance objectives included in the 2023-2025 General Share Plan, the Board of Directors met on May 30 to approve the allocation - on July 8, 2024 - of shares to more than 4,800 beneficiaries.

Finally, it is noted that, following the conclusion of the vesting period for the 2021-2023 LTI Plan – approved by the Shareholders' Meeting on April 15, 2021 – the conditions for annual access and the relevant performance indicators were met. As a result, on May 8, the MAIRE shares corresponding to the Immediate Portion of the Plan (70% of the Accrued Rights) were allocated to beneficiaries in accordance with the Plan's Regulations.

In 2024, MAIRE also continued to provide guidance and support to the operating companies, through the definition of Remuneration Policy guidelines based on the recognition of merit and best performance, in compliance with principles of aligning remuneration levels in terms of internal equity between organizational positions and external competitiveness with respect to local markets, while also taking into account the dynamics related to inflation trends.

"Personnel expense" in 2024 includes the portion accruing in the year of the long-term incentive plan for the Chief Executive Officer and selected Senior Executives (2022-2024 LTI) in relation to the third year, the second year of the 2023-2025 LTI Plan, the first year of the new 2024-2026 LTI Plan as outlined above and the second Cycle (2024) of the new 2023-2025 General Share Plan.

The aforementioned plans are represented as "Equity Settled" plans as the Group has allocated its own equity instruments as additional remuneration for the services received (the work performance). The total net cost of the above plans for 2024 is Euro 16,026 thousand: due to a fair-value of equity instruments of Euro 2.554 per share and an estimated amount of shares to be delivered of approximately 1.2 million in relation to2022-2024 LTI; Euro 4.39 per share and an estimated amount of shares to be delivered of approximately 1.4 million in relation to2023-2025 LTI; Euro 7.42 per share and an estimated amount of shares to be delivered of approximately 0.2 million in relation to the2024-2026 LTI; and Euro 7.42 per share and an estimated amount of shares to be delivered of approximately 0.1 million in relation to the 2023-2025 General Share Plan. In relation to the 2021-2023 LTI plan, there was an accrual of amounts until the closure of the plan in 2024 and an adjustment of amounts estimated in previous years totaling approx. 1.2 million valued with a fair-value of the instruments of Euro 3.726. To this end, please note that the fair value used for the above plans is represented by the value of MAIRE stock on the date the plans were launched and the initial rights were granted to employees.

"Personnel expense" also includes the estimated charges related to the short-term monetary incentive plans ("MBO"), employees flexible benefit plans ("Maire4You") and the estimated participation bonus for 2024.

41.6. Other operating costs

"Other operating costs" in the year amounted to Euro 1,676 thousand, a decrease of Euro 3,140 thousand compared to the previous year. The breakdown of the account is as follows:

(In Euro thousands)	2024	2023
Losses	(9)	0
Rental	(49)	(60)
Hire	(107)	(46)
Indirect and local taxes	(87)	0
Other costs	(1,424)	(4,710)
Total	**(1,676)**	**(4,816)**

The item "Rentals" mainly refers to the short-term rental of vehicles and therefore excluded from the application of IFRS 16.

"Rental charges" concern the accessory charges related to the leasing of the office use buildings, in particular those at Piazzale Flaminio (Rome) and Via Castello della Magliana (Rome).

The value of commitments related to leases of less than 12 months non included among financial liabilities is approximately the same as the payments expensed during the year.

"Other Costs", amounting to Euro 1,424 thousand, refers mainly to membership fees, representation costs and other miscellaneous overhead costs; in the previous year it also included the negative balance of Currency Differences, which during 2024 as a result of the performance of the currency markets, and in particular of the U.S. dollar which strengthened against the Euro, was positive and classified under "Other Operating Revenues".

41.7. Amortization, depreciation & write-downs

"Amortization, depreciation and write-down of fixed assets" in the year amount to Euro 1,441 thousand, an increase of Euro 116 thousand compared to the previous year.

The breakdown of the account is as follows:

(In Euro thousands)	2024	2023
Amortization	(331)	(322)
Depreciation	(62)	(57)
Depreciation of rights-of-use - Leasing	(1,047)	(946)
Total	**(1,441)**	**(1,325)**

"Amortization of intangible assets" of Euro 331 thousand relates to concessions and licenses (company software applications) and other intangible assets, principally concerning consultancy costs for the installation and launch of these applications.

"Depreciation" amounted to Euro 62 thousand and concerns EDP, miscellaneous equipment and improvements at the Rome offices in Piazzale Flaminio.

The "depreciation of rights-of-use - Leasing", amounting to Euro 1,047 thousand, refers to registered rights-of-use related mainly to office buildings and vehicles, with a slight increase compared to the previous year as a result of new contracts signed at the end of 2023 that entered into depreciation in 2024 and new subscriptions in 2024, in line with the growth of the Company's activities and personnel.

41.8. Financial income

(In Euro thousands)	2024	2023
Income from subsidiaries	45,988	39,249
Other income	5,164	2,700
Income on derivatives	29,216	20,414
Total	**80,368**	**62,363**

"Income from subsidiaries" of Euro 45,988 thousand concerns interest matured on loans, financial instruments classified as loans and receivables at amortized cost, granted to TECNIMONT S.p.A, TECNIMONT Services S.p.A, Met Development S.p.A., TCM Philippines, APS DE S.r.l., Cefalù 20 S.c.a r.l, and Met T&S Limited, and interest income accrued on current accounts; it is recalled that the Company adopted with the subsidiaries cash pooling systems to streamline the management of Group cash flows, avoiding the dispersion of liquidity and minimizing financial charges and other costs.

"Other income" of Euro 5,164 thousand increased on the previous year as a combined effect of higher interest income and increased current account balances.

"Income on derivatives" for Euro 29,216 thousand refers specifically to income arising from the TRES contracts and in particular:

- for Euro 1,381 thousand income arising on the TRES contracts, related to the distribution of dividends by MAIRE S.p.A., which the intermediary receded to the Issuer, of which Euro 586 thousand was recredited to the subsidiaries that benefited from the personnel incentive plans;
- for Euro 15,673 thousand the income received following the closure of two TRES derivative instruments for a total of approx. 3.5 million shares for the settlement of the MAIRE Group 2021-2023 Long Term Incentive Plan, of which Euro 6,677 thousand was recredited to the subsidiaries benefiting from the incentive plans;

- for Euro 19,425 thousand the positive fair value change of the residual portion of two cash-settled Total Return Equity Swap derivative instruments (TRES) to hedge against movements in the MAIRE share price essentially tied to the personnel incentive plans in place.

The residual portions of the derivative financial instrument assets as at December 31, 2024 hedged the risk relating to approx. 7.1 million shares. The derivative contract (TRES) was underwritten with a financial intermediary, with no obligation for MAIRE to acquire the treasury shares, but only the obligation for the settlement between the parties of the differential between the exercise price and the MAIRE share price on the maturity of the instruments. For accounting purposes, the TRES cannot be designated as a hedging derivative instrument and is valued, in accordance with IFRS 9 at fair value, with the related changes recorded in the income statement. For further information and analysis of the Fair Value Hierarchy, reference should be made to the "FINANCIAL RISKS" section.

41.9. Financial expenses

(In Euro thousands)	2024	2023
Charges from subsidiaries	(9,670)	(11,441)
Other charges	(25,495)	(27,384)
Interest/Other Bond Charges	(21,492)	(9,380)
Right-of-use financial expenses - Leasing	(283)	(274)
Total	**(56,940)**	**(48,479)**

"Financial expenses" were Euro 56,940 thousand and concern for Euro 9,670 thousand interest charges on loans received from KTI Poland and TECNIMONT S.p.A.. These charges are measured at amortized cost using the effective interest rate method and financial charges for cash pooling related to the interest paid to the subsidiaries on the current account balances of the cash pooling during the year. Charges from subsidiaries decreased on the previous year as a number of loans were settled during 2024.

"Other charges", amounting to Euro 25,495 thousand, principally include loan interest, current account interest charges, factoring charges and banking and accessory charges and charges on financial liabilities measured at amortized cost. The decrease compared to the previous year relates to the lower gross debt to the banks as a result of the Company's new financial structure.

The "Interest/Other Bond Charges", amounting to Euro 21,492 thousand, increased significantly on the previous year essentially due to the greater use of the Euro Commercial Paper program and higher interest on the Bond of a nominal Euro 200 million issued in H2 2023 and specifically concern:

- for Euro 13,484 thousand, the monetary and non-monetary components of the interest on the new non-convertible "Senior Unsecured Sustainability-Linked due 5 October 2028" bond for a nominal value of Euro 200 million, net of accessory charges, issued in Q4 2023;
- For Euro 8,008 thousand interest related to the Euro Commercial Paper Program.

"Right-of-use financial expense - Leasing" at Euro 283 thousand concerns the financial expense matured in 2024 on finance lease liabilities recognized following the application of IFRS 16. The increase on the previous year is mainly due to the increase in financial liabilities on which interest matures, as a result of new contracts entered into at the end of 2023 and the new agreements in 2024, in line with the increased Company operations.

41.10. Income taxes

(In Euro thousands)	2024	2023
Current income taxes	(3,156)	623
Prior year taxes	121	1,063
Deferred tax income	558	904
Deferred tax charges	78	(39)
Total	**(2,399)**	**2,551**

"Income taxes", reporting a net charge of Euro 2,399 thousand, increased by Euro 4,950 thousand compared to the previous year, which recorded income, essentially as a result of a significantly higher pre-tax result compared to the previous year driven by the strong operating performance in 2024.

"Current income taxes" for the year include the estimated IRES charge related to the Company, accrued on the tax income for the period, which also considers the tax results of the individual companies participating in the Tax Consolidation.

MAIRE S.p.A. and the subsidiaries TECNIMONT S.p.A., Met Development S.p.A., TECNIMONT Services S.p.A., KT-Kinetics Technology S.p.A., KT Tech S.p.A., Met Dev 1 S.r.l. and TECNIMONT KT-JV S.r.l. opted to apply the tax consolidation regime which permits the calculation of the IRES corporation tax on a tax basis representing the aggregate of the taxable income and losses of the individual companies.

"Prior year taxes", a positive Euro 121 thousand, reflects the effects of the definitive calculation of income taxes indicated in the tax filing as compared to the estimate calculated for the 2023 financial statements.

The item "Deferred tax income" of Euro 558 thousand mainly refers to provisions for personnel incentive plans and currency exchange losses from previous years realized in the present tax period, while the item "deferred tax charges" of Euro 78 thousand mainly refers to currency exchange gains from previous years realized in the present tax period.

An analysis of the difference between the theoretical and effective tax charge for the year follows:

(Euro thousands) - Ires	31/12/2024
Income (loss) before tax	**156,346**
Theoretical Rate (*)	**24%**
Theoretical tax charge	**37,523**
Temporary differences deductible in future years	32,461
Temporary differences assessable in future years	(25)
Reversal of temporary differences from previous years:	(4,847)
Deductible temporary differences	(4,872)
Taxable temporary differences	32,461
Total	27,589
Non-reversing differences in future years:	
Increases	15,546
Decreases	(166,918)
Total	(151,372)
Total changes	(123,783)
Assessable income	**32,563**

(Euro thousands) - Ires	31/12/2024
Current taxes (A)	**7,815**
Effective IRES rate	**5%**
Effect adhesion to fiscal consolidation	
Temporary differences deductible in future years	(24,009)
Reduction in current taxes (B)	**(5,762)**
Charge from the tax consolidation (C)	**1,103**
Current income taxes (A) + (B) + (C)	**3,156**

(*) For the purposes of a better understanding on the reconciliation between the tax charge recorded in the accounts and the theoretical tax charge, no account is taken of the IRAP regional tax charge, as consisting of a tax with a different assessable base would generate distortions between each year. Therefore, theoretical taxes were calculated applying only the applicable rate in Italy (24% for IRES in 2021) to the pre-tax result.

(**) The account principally concerns dividends received from subsidiaries and the write-down of investments.

41.11. Earnings per share

The share capital of MAIRE S.p.A. comprises ordinary shares, whose earnings (loss) per share is calculated dividing the net income in 2024 by the weighted average number of MAIRE S.p.A. shares in circulation in the period considered.

Therefore, at the reporting date, following the acquisition of 186,100 treasury shares, the number of shares in circulation was 328,454,332. This figure was used as the denominator for the calculation of the earnings (loss) per share at December 31, 2024.

Basic earnings per share, net of treasury shares, amounts to Euro 0.469 and up on the previous year, essentially as a result of higher net income for the year, primarily due to increased revenues from dividends received during the year and the generally strong operating performance in 2024.

(In Euro)	2024	2023
Number of shares in circulation	328,640,432	328,640,432
(Treasury shares)	(186,100)	(123,086)
Number of shares to calculate earnings per share	328,454,332	328,517,346
Net income	153,947,060	34,880,400
Earnings per share (Euro)		
Earnings per share – basic (in euro)	**0.469**	**0.106**
Earnings per share – basic (in euro)	**0.469**	**0.106**

Diluted earnings equate to basic earnings in the absence of dilutive elements.

42. Notes to the Balance Sheet

42.1. Property, plant and equipment

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Other assets	736	11	747
Total	**736**	**11**	**747**

The following table illustrates the changes in the historical cost, accumulated depreciation and net book values for the year 2024:

(In Euro thousands)	Plant and machinery	Other assets	Total
Net book value at December 31, 2023	**0**	**736**	**736**
Increases	0	73	73
Disposals	0	0	0
Depreciation	0	(62)	(62)
Cost reclassification/adjustments	0	0	0
Revaluations/(Write-downs)	0	0	0
Other changes	0	0	0
Net book value at December 31, 2024	**0**	**747**	**747**
Historical cost	2	2,068	2,070
Accumulated depreciation	(2)	(1,321)	(1,323)

The increase is mainly attributable to the item "Other assets". This concerns miscellaneous equipment provided to employees. The decreases concerned depreciation in the year.

For comparative purposes the changes relating to the previous year are shown below:

(In Euro thousands)	Plant & machinery	Industrial and commercial equipment	Assets in progress and advances	Other assets	Total
Net book value at December 31, 2022	**0**	**0**	**523**	**82**	**605**
Increases	0	0	0	711	711
Depreciation & write-downs	0	0	0	(57)	(57)
Other changes	0	0	(523)	0	(523)
Net book value at December 31, 2023	**0**	**0**	**0**	**736**	**736**
Historical cost	2	20	0	1,974	1,996
Accumulated depreciation	(2)	(20)	0	(1,238)	(1,260)

42.2. Other intangible assets

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Concessions, licenses, trademarks & similar rights	3,097	(1)	3,096
Other intangible assets	971	(331)	640
Assets in progress and advances	128	(128)	0
Total	**4,196**	**(460)**	**3,736**

The following table illustrates the changes in the historical cost, accumulated depreciation and net book values for the year 2024:

(In Euro thousands)	Set-up and expansion costs	Concessions, licenses, trademarks and similar rights	Others	Assets in progress and advances	Total
Net book value at December 31, 2023	**0**	**3,097**	**971**	**128**	**4,195**
Increases	0	0	0	0	0
Disposals	0	0	0	0	0
Amortization	0	(1)	(331)	0	(332)
Cost reclassification/adjustments	0	0	0	(128)	(128)
Revaluations/(Write-downs)	0	0	0	0	0
Other changes	0	0	0	0	0
Net book value at December 31, 2024	**0**	**3,096**	**640**	**(0)**	**3,736**
Historical cost	0	4,495	6,432	0	10,927
Accumulated depreciation	0	(1,399)	(5,791)	0	(7,190)

"Other Intangible Assets" reported a total net decrease of Euro 459 thousand, as a result of the combined effect of the amortization for the year for Euro 332 thousand and the reclassification from assets in progress and advances to the P&L account IT costs for Euro 128 thousand.

The breakdown of the trademarks with indefinite useful lives is shown in the table below.

(In Euro thousands)	2024
Tecnimont brand	3,016
KT- Kinetics Technology brand	70
Nextchem brand	5
MST Brand	4
Total	**3,095**

The Company verifies the recovery of the indefinite useful lives of the trademarks at least on an annual basis or more frequently when there is an indication of a loss in value. The recoverable value of trademarks with indefinite life was compared to the value in use and the analyses did not reveal any impairment losses.

For comparative purposes the changes relating to the previous year are shown below:

(In Euro thousands)	Concessions, licenses, trademarks and similar rights	Others	Assets in progress and advances	Total
Net book value at December 31, 2022	**3,097**	**1,283**	**0**	**4,380**
Increases	0	0	128	128
Disposals	0	0	0	0
Amortization & write-downs	0	(312)	0	(312)
Other changes	0	0	0	0
Cost reclassification/adjustments	0	0	0	0
Net book value at December 31, 2023	**3,097**	**971**	**128**	**4,195**
Historical cost	4,495	6,432	128	11,055
Accumulated amortization	(1,399)	(5,461)	0	(6,860)

42.3. Right-of-use – Leasing

(In Euro thousands)	31-12-23	Increases	Decreases	Depreciation in the year	31-12-24
Right-of-use - Historical cost	9,551	1,421	(567)	0	10,406
(Right-of-use - Leasing - Accumulated depreciation)	(2,722)	0	344	(1,047)	(3,426)
Total	**6,829**	**1,421**	**(224)**	**(704)**	**6,980**

The value of "Right-of-use-Leasing" recognized according to IFRS 16 at December 31, 2024 was Euro 6,980 thousand, increasing on December 31, 2023 by Euro 151 thousand; this movement is mainly due to a combined effect of depreciation in the year, net of new contracts and the early closure of some contracts. In 2024, in line with the growth of the Company's business, a significant increase in the signing of new contracts under IFRS 16 was reported.

The account "Right-of-use – leasing" mainly refers to rights of use recognized for office use buildings and motor vehicles, as follows:

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Buildings	6,108	(304)	5,804
Other assets	721	455	1,176
Total	**6,829**	**151**	**6,980**

42.4. Investments in subsidiaries

The value of "Investments in subsidiaries" amounts to Euro 768,302 thousand, a decrease of Euro 15,349 thousand on the previous year.

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Subsidiary companies:			
Investment in Tecnimont S.p.A.	663,470	8,249	671,719
Investment in Tecnimont Services S.p.A.	26,482	(26,482)	0
Investment in Met Development S.p.A.	10,048	196	10,244
Investment in KT S.p.A.	29,588	(9,670)	19,918
Investment in Nextchem S.p.A.	54,063	12,358	66,421
Total	**783,651**	**(15,349)**	**768,302**

The main decrease relates to TECNIMONT Services S.p.A (formerly MST S.p.A.); in fact, on March 27, 2024, MAIRE S.p.A. transferred to TECNIMONT S.p.A. its entire 100% shareholding in MST S.p.A..

Subsequently, on April 23, 2024, the Shareholders' Meeting of MST S.p.A. approved a capital increase to be offered as an option to the new shareholder TECNIMONT, through its contribution in kind of the "ICT and General Services" business unit. This contribution became effective on May 1, 2024, as did simultaneously, among other matters, the change in the company name from "MST S.p.A." to "TECNIMONT Services S.p.A." (abbreviated as "TCMS S.p.A.");

On July 4, 2024, the Board of Directors of MAIRE approved the transfer to the subsidiary NEXTCHEM S.p.A. of 100% of the investment KT Tech S.p.A., a company incorporated in 2024 following the spin-off of KT Kinetics Technology S.p.A. and specifically of the relative "know-how and technology" business unit, which proposes high added value technologies, engineering services and the supply of proprietary equipment similar to NEXTCHEM's offerings, particularly for hydrogen and methanol production and sulfur recovery. To service the transfer, an increase in the share capital of NEXTCHEM S.p.A. was approved. This was paid-in and indivisible, for a total of Euro 197,253,810, with the exclusion of option rights pursuant to Article 2441, paragraph 4 of the Civil Code and reserved for the shareholder MAIRE. As a result of the increase, MAIRE now holds a 82.13% stake in NEXTCHEM S.p.A.'s share capital.

The increase in the carrying amount of the equity investments of NEXTCHEM S.p.A. and the decrease of KT Kinetics Technology S.p.A. for Euro 10,442 thousand refer to the reallocation of their carrying amount as a result of the above transaction according to the relative fair-value of the "know-how and technology" business unit in the total current value of KT Kinetics Technology S.p.A.

All of the transactions described above were considered under common control and therefore no accounting gain emerged.

The other changes are linked to the adjustment of the value of the equity investments held as a result of the free assignment of shares to the employees of some Group companies, as provided for by IFRS 2. In fact, the compensation component from shares granted by MAIRE S.p.A. to employees of some Group companies is recognized as a capital contribution to the subsidiaries which employ beneficiaries of the stock option plans, and, as a result, is recorded as an increase in the carrying amount of the investment, with a balancing entry recognized directly in equity. The effects in the financial statements of the Plans, estimated through adequately weighting the defined maturity conditions (including the probability of employees remaining in the Group for the duration of the Plan), will be recognized over the maturity period of the benefit, or rather over the duration of the Plan.

Investments in subsidiaries are measured at cost.

In the final column of the following table the differences between the book value at cost and the relative share of Net Equity are illustrated:

Company (Euro thousands)	Registered Office	Share capital	Currency	Book Net Equity (Group share)	% held	Book net equity share (A)	Book value (B)	Change (A-B)
TECNIMONT S.p.A.	Via G, De Castillia 6/A (MI)	1,000	Euro	482,946	100%	482,946	671,619	(188,673)
MET Development S.p.A.	Via G, De Castillia 6/A (MI)	10,005	Euro	16,410	100%	16,410	10,048	6,166
K,T S.p.A.	Viale Castello della Magliana (RM)	6,000	Euro	19,637	100%	19,637	19,918	(281)
Nextchem S.p.A.	Via di Vannina 88/94 (RM)	32,939	Euro	133,383	82.13%	109,547	66,421	43,126

(*) As per the latest consolidated financial statements approved by the respective Boards of Directors, or where not available, the consolidated reporting packages.

An impairment test was carried out on the investment in TECNIMONT S.p.A. as the book value of the investment was significantly higher than the pro-quota net equity at December 31, 2024.

Regarding the equity investments in K.T. S.p.A. and NEXTCHEM S.p.A., an impairment test was carried out essentially as a result of the corporate reorganization transaction described above carried out during 2024, which saw the demerger of KT Kinetics Technology S.p.A. and in particular of the related "know-how and technology" business unit transferred to KT Tech S.p.A, the latter subsequently conferred to NEXTCHEM S.p.A. to take advantage of the potential synergies of KT Tech S.p.A.'s technology offering similar to NEXTCHEM's offering.

With regard to the equity investment in MET Development S.p.A., no impairment test was carried out, as no events arose that led to the presumption of impairment and the subsidiary also had a book equity exceeding its carrying amount.

Given the general global landscape, which has been affected by the ongoing geopolitical tensions, and the condition of the financial markets specifically, which reflect the expectations on monetary policy by the leading central banks and the impact this could have on economic growth and inflation, the Group has paid special attention to the balance sheet accounts most impacted by this uncertainty and has consequently updated the related estimates.

The analysis of the recoverability of the investments and also of the financial receivables was undertaken in conjunction with an independent expert, utilizing the cash flows based on the 2025 Budget and the 2025-2034 Business Plan approved by the Board of Directors on March 4, 2025.

The assumptions and strategic assumptions underlying the Group's plan update reflect Management's best estimates of the key assumptions underlying business operations, including assessments on continuing international geopolitical tensions.

The underlying assumptions and the corresponding financials take into account the various scenarios summarized in the plan update and are considered appropriate for the impairment test; the analysis was conducted with the support of an independent expert.

The principal assumptions reflected in the 2025 Budget and the 2025-2034 Business Plan take into account the still high order backlog existing at December 31, 2024, following the important acquisitions in 2024, which are amongst all-time high levels for the Group.

Environmental protection is a key factor and essential corporate goal for MAIRE Group. The Group is continuously engaged in the control and mitigation of environmental and ecosystem impacts associated with development projects and office activities. The Group's environmental policy is defined at the engineering stage, representing an opportunity to propose technological solutions to minimize environmental impacts, with consequent environmental and economic benefits for clients, stakeholders and the entire community.

In relation to "climate change", the Group and the Company is potentially exposed to different types of risks; the analyses conducted consider both short and medium-to long-term prospects, with forecasts extending to 2030 and 2050; they also include an in-depth analysis of how three different climate change scenarios (based on IPCC1 data) could affect MAIRE's activities. The results show a low level of exposure to both physical and transition risks, which is further balanced by business opportunities arising from the development of technology and engineering solutions dedicated to decarbonization and energy transition. The same highlight the Group's ability to adapt and evolve in a rapidly changing environment with an increasingly resilient business model.

These risks and opportunities have been considered in the preparation of this Annual Financial Report, and also in the Group's and Company's business plan used to support the impairment test.

For further details on climate change risk, please refer to the "Risks and uncertainties" section of the Directors' Report.

Finally, the approved 2025-2034 Business and Financial Plan includes ESG (environmental, social and governance) sustainability indicators which formed the basis for updating the "Group Sustainability Plan" and were identified and prioritized according to the various business lines and the relative Sustainable Development Goals ("SDGs"). In this way, the Plan links operating-financial and sustainability objectives, allowing for integrated strategic planning.

It should be noted that the evolving sensitivity to issues related to "climate change" are already generating significant new business opportunities, and in fact the 2025 Budget and 2025-2034 Business Plan also include forecasts regarding energy transition activities; the drive to reduce its carbon footprint motivates the Group to increasingly strengthen the development of sustainable technology solutions, driven by growing demand from both traditional and new clients in hard-to-abate sectors, and to strengthen further the integration of traditional technology solutions serving downstream activities with innovative, more sustainable technology propositions developed in-house or otherwise available through agreements with third-party technology partners, in the companies within the NEXTCHEM Group.

Investments will continue to be focused on expanding the portfolio of technologies related to the energy transition, with a particular focus on technological solutions associated with the green, blue or circular hydrogen chain, with a realistic approach that, in the face of increasing consumption of fuels, polymers and fertilizers, is able to combine the operating-financial constraints of fossil fuel processing industries over time with the pressing needs for decarbonization of the manufacturing world globally.

The configuration of the value utilized for the calculation of the recoverable value of the investments indicated above is the value in use which is obtained estimating the operating value (OV), the net financial position (NFP) and the value of accessory assets (ACC).

The operating value of each unit was determined based on the estimated future cash flows discounted which the CGU will be capable of producing in the future. The estimated cash flows include the recharge of general and administration costs (G&A) of the Group for all the CGU's. The value of the cash flows was expressed net of the notional imposition, considering the tax benefit relating to any deductibility of amortization and depreciation.

For the calculation of the recoverable value, the income streams refer to the business planning period, as well as a Terminal Value; specifically, for the investment in NEXTCHEM S.p.A., engaged in the activities related to the energy transition, the explicit period of 10 years was considered, while for the other investments the explicit period of 5 years was considered. Relating to the estimate of the Terminal Value, the last year of the cash flows was not taken as an expression of the "normalized" cash flow, but rather the average margin of the Plan future cash flows of the explicit 5-year plan for all the investments with the exception of the investment in NEXTCHEM S.p.A. which utilized the last 5 years of the 10-year plan.

The "normalized" cash flow was capitalized considering a growth rate between an interval of 0% and 2% for the equity investments. For the purposes of the discounting of the operating cash flows, the interest rate identified was the weighted average cost of capital (WACC) post tax. The parameters used to estimate the discount rates (Beta and Net Financial Position) were determined on the basis of a basket of comparable companies operating in the "Plant Engineering", "Licensing" and "Green Chemistry" sectors, respectively, calculating for each the key financial indicators, as well as the most significant market values.

The risk-free rate utilized considered the Eurirs average 6 months rate, the expected medium/long-term inflation rate for the reference countries and the relative Country Risk Premium (determined on the basis of the differential between the country CDS spread and the country benchmark CDS spread). The market risk premium was estimated at 5.5%. It was considered appropriate to consider a specific risk for each investment above the relative discounting rate; this premium was determined based on the comparison between the size of the investment and the companies utilized for the estimate of the Beta Unlevered. This risk was increased by a Company Specific Risk Premium in relation to the conditions of the individual investments.

For the cost of equity, therefore, the rates have been prudently increased in order to reflect the potential execution risk connected with the specific characteristics of the related businesses and the size, and specifically: 1 percentage point for the investment in TECNIMONT and in NEXTCHEM S.p.A. and 2.7 percentage points for the investment in KT S.p.A. given the outlook for the company following the change in the definition and size of its structure.

The principal accessory asset/liability (ACC) included in the valuation were the tax benefits from prior year tax losses over the Plan duration and other minor assets.

The analysis undertaken based on the parameters outlined above did not result in any loss in value in relation to the investments.

A sensitivity analysis was also undertaken on the basis of the changes in the following parameters: i) discount rate, ii) growth rate for the estimate of the Terminal Value, and iii) cash flows for the plans under consideration (-10%/+10%); based on this analysis, the range of the recoverable value of the investments was determined.

Discount rate (WACC post tax)	Lower extreme	Higher extreme
Investment in Tecnimont S.p.A.	8.7%	10.7%
Investment in KT S.p.A.	10.1%	12.1%
Investment in Nextchem S.p.A.	9.1%	11.1%

Growth rate beyond plan period	Lower extreme	Higher extreme
Investment in Tecnimont S.p.A.	0%	4%
Investment in KT S.p.A.	0%	4%
Investment in Nextchem S.p.A.	0%	4%

The results of these sensitivity analyses did not highlight any impacts on the values recorded by the investments.

As inflation has gradually slowed in 2024, there has been a slight reduction in rates, which in recent months have stabilized at levels that still reflect uncertainties related to economic growth. This has affected the risk-free rate used to construct the rate, which has thus been reduced compared to 2023. Lower market volatility also had an effect on the betas of the comparables, which on the whole were lower than in 2023; overall, the 2024 discount rates-WACC-used were down by about -2% for the investments relating to the Sustainable Technology Solutions (Nextchem) CGU and -1% for the investments of the Integrated E&C Solutions CGU (TECNIMONT & KT). At the same time, long-run inflation expected to stabilize at around 2% from 2025 onward affected the "g" growth rate beyond the planning horizon used in the model, which in 2024 averaged -0.4% lower for the investments relating to the Sustainable Technology Solutions (Nextchem) CGU and -0,2% for the investments related to the Integrated E&C Solutions CGU (TECNIMONT & KT).

In the application of this method, management utilized assumptions, including the estimate of the future increases in the backlog, revenues, gross margin, operating costs, growth rate of the terminal value, investments and average weighed cost of capital (discount rate). The cash flow forecasts refer to current business conditions, therefore they do not include cash flows related to events of an extraordinary nature.

The estimates and the budget data were determined by company management based on past experience and forecasts relating to the development of the Group and company markets. However, the estimate of the recoverable value of the investments requires discretionary interpretation and the use of estimates by management. The company cannot guarantee that there will not be a loss in value of the investments in future years. In fact, various market environment factors may require a review of the value of the investments. The circumstances and events which could give rise to a further loss in value will be monitored constantly by the company and the Group.

42.5. Financial receivables

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Financial receivables from subsidiary companies	265,858	(120,269)	145,589
Total	**265,858**	**(120,269)**	**145,589**

At December 31, 2024, "Financial receivables" amounted to Euro 145,589 thousand, decreasing on the previous year.

In the previous year, MAIRE S.p.A. issued two new loans to TECNIMONT S.p.A., respectively for Euro 105 million and for Euro 40 million.

These loans were granted following the subscription by MAIRE S.p.A. of two loans:

- The first of Euro 150,702 thousand is backed for 80% by SACE's Italian Guarantee, net of related accessory charges, with an initial nominal value of Euro 150 million disbursed by a syndicate of leading Italian banks consisting of Banco BPM, MPS Capital Services and Intesa Sanpaolo (IMI Corporate & Investment Banking Division). The loan shall have 6-year duration, of which 3 years grace period, a Euribor 3-month +1.7% margin annual rate, in addition to the cost of the SACE S.p.A. guarantee, and may be fully or partly settled at any time without penalties;
- The second of Euro 40,063 thousand is backed for 80% by SACE's Italian Guarantee, net of related accessory charges, with an initial nominal value of Euro 40 million disbursed by BPER Corporate & Investment Banking. The loan matures in December 2028 and has a three-year grace period. It provides for a Euribor 3-month +1.7% margin annual rate, in addition to the cost of the SACE S.p.A. guarantee, and may be fully or partly settled at any time without penalties.

In 2024, MAIRE S.p.A. repaid in advance the loan of Euro 365 million, 80% of which was backed by SACE's "Garanzia Italia" (Italy Guarantee), disbursed by a syndicate of leading Italian financial institutions. This loan disbursed, in line with the provisions of the Liquidity Decree of April 9, 2020, had a total duration of 6 years, of which 2 years grace period, and a rate equal to 1.7% plus annual Euribor to which the cost of the SACE Italy Guarantee was added. Consequently the two loans that MAIRE S.p.A. had disbursed to TECNIMONT S.p.A. and KT-Kinetics Technology S.p.A. were settled, respectively for an original Euro 250 million (residual Euro 126 million) and for Euro 70 million (residual Euro 35 million) which had, similarly to that received by MAIRE S.p.A., a total term of 6 years, of which 2 years grace period, and an interest rate of 1.7% plus annual Euribor to which the cost of the SACE Italian Guarantee was added.

42.6. Financial instruments - Derivatives (Non-current assets)

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Non-current interest rate hedging derivatives	931	(931)	0
Total	**931**	**(931)**	**0**

"Non-current interest rate hedging derivatives" was reduced to zero as on December 31, 2024 all Interest Rate Swap (IRS) derivative instruments had been closed, previously entered into to hedge the exposure to the risk of variable interest rate fluctuation on a portion of the loan undertaken by MAIRE S.p.A. of Euro 365 million, backed for 80% of the amount by SACE's Italian Guarantee, which was repaid in advance on a voluntary basis at the end of September 2024.

42.7. Other non-current assets

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Commercial prepayments beyond 12 months	319	(251)	68
Total	**319**	**(251)**	**68**

Euro 68 thousand concerns long-term prepayments.

42.8. Deferred tax assets and liabilities

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Deferred tax assets	3,426	556	3,982
Deferred tax liabilities	(1,185)	988	(197)
Total	**2,241**	**1,544**	**3,785**

"Deferred tax assets and liabilities" report a positive balance of Euro 3,785 thousand, increasing Euro 1,544 thousand on the previous year and comprising deferred tax assets for Euro 3,982 thousand and deferred tax liabilities for Euro 197 thousand.

MAIRE S.p.A. and the subsidiaries TECNIMONT S.p.A., Met Development S.p.A., KT Tech S.p.A., KT-Kinetics Technology S.p.A., TECNIMONT Services S.p.A., Met Dev 1 S.r.l. and TECNIMONT KT-JV S.r.l. opted to apply the national consolidated tax consolidation regime which permits the calculation of the IRES corporation tax on a tax basis representing the aggregate of the taxable income and losses of the individual companies.

"Deferred tax assets" of Euro 3,982 thousand refer mainly to allocations related to employee compensation and incentive policies.

"Deferred tax liabilities" of Euro 197 thousand are related to amortization recognized for tax purposes on the trademarks of indefinite life of TECNIMONT, KT-Kinetics Technology, NEXTCHEM and MST.

The breakdown and changes in the deferred tax assets and liabilities is shown below:

(In Euro thousands)	31-12-23	Provisions	Utilizations	31-12-24
Deferred tax assets				
Charges related to remuneration policies and personnel bonuses	2,800	744	-	3,544
Other	606	-	(186)	420
Post-employment benefits	20	-	(2)	18
Interest Rate Swap	-	-		-
Total deferred tax assets	**3,426**	**744**	**(188)**	**3,982**
Deferred tax liabilities				
Difference in intangible asset values (Trademarks)	(144)	(52)	-	(196)
Unrealized exchange gains	(131)	-	130	(1)
Interest Rate Swap	(910)	-	910	(0)
Total deferred tax liabilities	**(1,185)**	**(52)**	**1,040**	**(197)**
Total	**2,241**	**692**	**852**	**3,785**

42.9. Trade receivables

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Trade receivables - within 12 months	285	(238)	47
Subsidiaries - within 12 months	68,072	81,266	149,338
Associates - within 12 months	12	(6)	6
Total	**68,369**	**81,022**	**149,391**

"Trade receivables" at December 31, 2024, amount to Euro 149,391 thousand, Euro 47 thousand of which refer to receivables from clients and Euro 149,338 thousand to receivables from subsidiaries:

- Euro 76,649 thousand relate to control and coordination activities, staff service agreements, Bank Guarantee chargebacks and other chargebacks;
- Euro 72,689 thousand relates to receivables for the tax consolidation; the amount concerns the net balance of advances and tax credit and debit positions transferred to the consolidating company by the subsidiaries involved in the tax consolidation.

"Receivables from associated companies" amount to Euro 6 thousand.

42.10. Current tax assets

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Current tax receivables	3,775	(1,751)	2,024
Other tax assets	54,457	9,425	63,882
Total	**58,232**	**7,674**	**65,906**

"Current tax assets" at December 31, 2024 amount to Euro 65,906 thousand, increasing Euro 7,674 thousand on the previous year.

"Current tax receivables" mainly concern various tax refunds of Euro 423 thousand, IRES withholding tax receivables of Euro 1,275 thousand, Euro 168 thousand in excess IRAP and Euro 157 thousand in foreign taxes to be recovered.

"Other tax receivables" concern receivables for Group VAT paid by MAIRE S.p.A. as VAT consolidating company for Euro 63,882 thousand.

MAIRE S.p.A. and the subsidiaries TECNIMONT S.p.A., TECNIMONT Services S.p.A., KT S.p.A., Met Development S.p.A., Met Dev 1 S.r.l. and TECNIMONT-KT JV S.r.l. opted to apply the Tax Consolidation regime which permits the calculation of the IRES corporation tax on a tax basis representing the aggregate of the taxable income and losses of the individual companies. The Tax Consolidation is valid for fiscal years 2022-2024 and shall be deemed tacitly renewed unless revoked.

MAIRE S.p.A. and the companies TECNIMONT S.p.A., Cefalù 20 S.c.a.r.l., Met Development S.p.A, TECNIMONT Services S.p.A., TECNIMONT-KT JV S.r.l., NEXTCHEM S.p.A. and Myrechemical S.r.l. have also applied the Group VAT consolidation regime.

42.11. Financial instruments - Derivatives (Current assets)

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Financial instruments - Total Return Equity SWAP (TRES) derivatives	16,872	19,425	36,297
Current interest rate hedging derivatives	2,858	(2,858)	0
Total	**19,730**	**16,567**	**36,297**

"Current asset derivative financial instruments" at December 31, 2024 amount to Euro 36,297 thousand, increasing Euro 19,567 thousand compared to December 31, 2023 and concern the fair value measurement of the derivative contracts in force.

The account for Euro 36,297 thousand concerns the positive fair value of the residual portion of four cash-settled Total Return Equity Swap derivative instruments (TRES); to hedge against movements in the MAIRE share price essentially tied to the personnel incentive plans in place. The residual portions of the instrument as at December 31, 2024 hedged the risk relating to approx. 7.1 million shares. The derivative contracts (TRES) were underwritten with two financial intermediaries, with no obligation for MAIRE to acquire the treasury shares, but only the obligation for the settlement between the parties of the differential between the exercise price and the MAIRE share price on the maturity of the instruments. For accounting purposes, the TRES cannot be designated as a hedging derivative instrument and is valued, in accordance with IFRS 9 at fair value, with the related changes recorded in the income statement.

The increase in "Financial instruments - Total Return Equity SWAP (TRES)" is due to the favorable performance of the MAIRE share price also during 2024, driven by the Group's strong industrial performance.

"Current interest rate hedging derivatives" was reduced to zero as on December 31, 2024 all Interest Rate Swap (IRS) derivative instruments had been closed, previously entered into to hedge the exposure to the risk of variable interest rate fluctuation on a portion of the loan undertaken by MAIRE S.p.A. of Euro 365 million, backed for 80% of the amount by SACE's Italian Guarantee, which was repaid in advance on a voluntary basis at the end of September 2024.

For further information and analysis of the Fair Value Hierarchy, reference should be made to the "FINANCIAL RISKS" section.

42.12. Other current financial assets

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Financial receivables within 12 months:			
Subsidiary companies	279,106	7,338	286,444
Total	**279,106**	**7,338**	**286,444**

"Other current financial assets" total Euro 286,444 thousand, increasing on the previous year.

They are composed as follows:

- Euro 83,639 thousand for financial receivables from TECNIMONT Services S.p.A., Met T&S Limited, TECNIMONT Philippines, Met Development S.p.A., APS DE Srl and Cefalu'20 S.c.a.r.l.;
- Euro 202,801 thousand for receivables related to current accounts with subsidiaries.

From 2018 MAIRE S.p.A. adopted the cash pooling system to streamline the management of Group cash flows, avoiding the dispersion of liquidity and minimizing financial charges. Financial receivables and cash pooling account receivables are interest bearing, in accordance with market rates.

For all financial assets, the book value approximates the fair value which is calculated as described in the accounting policies section.

42.13. Other current assets

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Other receivables - within 12 months	2,128	(1,022)	1,106
Commercial prepayments	310	(78)	232
Total	**2,438**	**(1,100)**	**1,338**

"Other current assets" at December 31, 2024 amounted to Euro 1,338 thousand and concerns Euro 232 thousand for prepayments for costs incurred in advance and for Euro 1,106 thousand the receivable from parent companies in respect of the Group's consolidated VAT and deposits.

Again in 2024 a number of Group companies joined the tax consolidation, transferring their VAT settlement debit/credit balances to the consolidating MAIRE S.p.A..

42.14. Cash and cash equivalents

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Bank deposits	133,297	84,702	218,000
Cash in hand and similar	10	1	11
Total	**133,307**	**84,703**	**218,011**

"Cash and cash equivalents" at December 31, 2024 amount to Euro 218,011 thousand, an increase of Euro 84,703 thousand compared to December 31, 2023.

Operating cash flow generated Euro 200,061 thousand, a strong increase on 2023 which reported the generation of Euro 30,503 thousand. Cash flows from operating activities in 2024 include the increase in dividends received from subsidiaries.

Cash flow from investing activities also generated Euro 26,408 thousand, mainly from the sale to TECNIMONT S.p.A. of the entire 100% interest in TECNIMONT Services S.p.A. (formerly MST S.p.A.), net of some investments in property, plant and equipment.

Finally, financial management overall absorbed cash of Euro 141,765 thousand. This was impacted by principal repayments of approximately Euro 228 million in relation to the MAIRE loan with a nominal value of Euro 365 million backed for 80% of the amount by SACE's Italian Guarantee, of which Euro 182.5 million related to the principal amount repaid in advance on a voluntary basis at the end of September, the early repayment of existing lines, including the repayment of the Schuldschein ESG-Linked loan signed in December 2019 for a remaining nominal amount of Euro 55 million.

At the same time, there was an increase in the debt mainly due to a higher utilization in 2024 of the Euro Commercial Paper program (increase of Euro 141.3 million compared to December 31, 2023), the placement of a new sustainability-linked Schuldschein Loan underwritten by MAIRE S.p.A. for a total notional amount of Euro 200 million divided into the two 3 and 5-year maturities, and the undertaking of a new Sustainability-linked credit line maturing in May 2028, for a total amount of Euro 200 million. The revolving credit line complies with the Sustainability-Linked Financing Framework and as of December 31, 2024, approximately Euro 63.2 million had been drawn down.

Interest was also paid on loans, interest and principal repayment of IFRS 16 leases.

Additional disbursements were made as a result of the purchase of treasury shares during the year to service the MAIRE share-based remuneration and incentive plans adopted by the Company in the amount of Euro 47.3 million and the payment of dividends totaling Euro 63.5 million.

The estimate of the "fair value" of bank and postal deposits at December 31, 2024 approximates their book value.

42.15. Shareholders' Equity

Shareholders' Equity at December 31, 2024 was Euro 568,806 thousand, an increase on the previous year of Euro 91,225 thousand.

SHARE CAPITAL

The Share Capital of Euro 19,920,679 thousand comprises 328,640,432 shares, without nominal value and with full rights.

SHARE PREMIUM RESERVE

The Share Premium Reserve at December 31, 2024 amounted to Euro 272,921 thousand, broken down as follows:

The reserve comprises for Euro 25,000 thousand the share premium prior to November 26, 2007 and for Euro 58,045 thousand the share premium on the capital increase of 2007 net of the listing costs of Euro 3,971 thousand, net of the tax effect.

The change in 2013 was Euro 141,653 thousand, comprising share premium paid following the reserved share capital increase and from other shareholders amounting to Euro 146,417 thousand, offset for Euro 4,167 thousand for share capital increase charges net of the tax effect.

The increase in 2018 was Euro 48,223 thousand, following the share capital increase in service of conversion of the "Euro 80,000 5.75 per cent equity-linked bonds due 2019" equity-linked bond loan.

This reserve may be utilized for share capital increases without consideration and/or for the coverage of losses. In accordance with Article 2431 of the Civil Code, this reserve may be distributed to the shareholders following a Shareholders' Meeting motion.

OTHER RESERVES

The other reserves at December 31, 2024 amount to Euro 122,293 thousand and comprise:

- Legal Reserve which at December 31, 2024 amounts to Euro 3,510 thousand;
- Restricted Legal Reserve Legislative Decree 104/20, Article 110 at December 31, 2024 amounts to Euro 1,818 thousand;
- Extraordinary reserve at December 31, 2024 amounts to Euro 100,933 thousand;
- IFRS 2 Reserve for Euro 46,339 thousand, which includes the valuation of the second Cycle (yearly accrual of the 2023-2025 General Share Plan) and the 2022-2024 LTI, the 2023-2025 LTI, the new 2024-2026 LTI and the residual 30% of the 2021-2023 LTI plans. It is noted in fact that, following the conclusion of the vesting period for the 2021-2023 LTI Plan – approved by the Shareholders' Meeting on April 15, 2021 – the conditions for annual access and the relevant performance indicators were met. As a result, on May 8, 2024 the MAIRE shares corresponding to the Immediate Portion of the Plan (70% of the Accrued Rights) were allocated to beneficiaries in accordance with the Plan's Regulations. The Reserve reported a net increase of Euro 15,366 thousand in relation to allocations in 2024 of Euro 33,829 thousand and an additional increase for the adjustment of prior year values for Euro 5,189 thousand, net of the reduction for utilizations for Euro 23,652 thousand, as outlined above.

  The aforementioned plans are represented as "Equity Settled" plans as the Group has allocated its own equity instruments as additional remuneration for the services received (the work performance). The Group did not however assume any liability to be settled with cash and cash equivalents or with other assets for employees. Given the impossibility to reliably estimate the fair value of the services received from the employees, the benefit cost to the employees is represented by the fair value of the shares granted, calculated at the grant date, to be recognized in the income statement under personnel expenses and in a specific "IFRS 2 reserve" under equity;
- Other reserves at December 31, 2024, amounted to a negative Euro 28,936 thousand;
- Treasury shares in portfolio of Euro 1,372 thousand increased by Euro 950 thousand. On April 12, 2024, as part of the treasury share buyback program, as per Article 5 of Regulation (EC) No. 596/2014 (the "MAR"), announced to the market on March 18, 2024 for a maximum 6,350,000 ordinary shares (the "Program"), in service of the "2021-2023 MAIRE Group Long Term Incentive Plan" and the First Cycle (2023) of the "2023-2025 MAIRE Group General Share Plan" for the employees of the MAIRE Group companies (the "Plans"), MAIRE S.p.A. (the "Company" or "MAIRE") announced - as per Article 2, paragraph 3 of Delegated Regulation (EC) No. 1052/2016 of the Commission of March 8, 2016 (the "1052 EC Regulation") to have purchased all the shares to service the Plans and the relative Program has been completed. A total of 6,350,000 treasury shares (corresponding to 1.93% of the total number of ordinary shares) were purchased under the plan, at a weighted average price of Euro 7.45, for a total securities value of Euro

47,310,339. In light of the purchases made and the treasury shares already held in portfolio before the start of the Program, on the completion of the program, the Company held a total of 6,473,086 treasury shares. Subsequently, 4,922,822 shares arising from the Program were delivered to the beneficiaries of the MAIRE Group's 2021-2023 Long-Term Incentive Plan, and in addition, 1,364,164 shares were delivered at the conclusion of the first cycle of the 2023-2025 General Share Plan which took place in the second half of 2024.

As of December 31, 2024, the Company, by virtue of the remaining treasury shares from the previous year, the new purchases in 2024 and related deliveries, thus holds a residual 186,100 treasury shares to be used for the next cycle of the long-term share plan.

It should be noted that the legal reserve includes a tax-suspension restriction for fiscal purposes in the amount of Euro 1,818 thousand. This restriction satisfies the condition set out by Decree Law No. 104/2020 Article 110, paragraph 8, for the tax recognition of the higher values recorded in the financial statements of the TECNIMONT and KT-Kinetics Technology trademarks of indefinite useful life.

VALUATION RESERVE

The valuation reserve, which at December 31, 2024 was negative for Euro 70 thousand, refers to actuarial losses as per IAS 19.

The changes compared to the previous year are shown below:

(In Euro thousands)	Cash Flow Hedge Reserve	Actuarial gains and losses	Total
Net book value at December 31, 2023	**2,880**	**(75)**	**2,805**
Actuarial gain/(losses)	0	7	7
Relative tax effect	0	(2)	(2)
Valuation derivative instruments	(3,789)	0	(3,789)
Relative tax effect	909	0	909
Net book value at December 31, 2024	**0**	**(70)**	**(70)**

Compared to the previous year, the Cash Flow Hedge Reserve reduced to zero, as it included the valuation of the Interest Rate Swap (IRS) derivatives to hedge the exposure to the risk of variable interest rates on a portion of the loan signed by MAIRE S.p.A. for Euro 365 million, 80% of which is backed by SACE's Garanzia Italia (Italy Guarantee). The loan in 2024 was repaid in advance on a voluntary basis.

The decrease in the actuarial provision was due to the effect of the actuarial losses deriving from the change in the technical assumptions utilized for the present valuation compared to the previous, in addition to the change in the demographic and financial assumptions of the previous calculation model compared to that which effectively occurred during the valuation period.

RETAINED EARNINGS/(ACCUM. LOSSES)

The decrease in retained earnings is due to the use of the balance of Euro 11,838 thousand as dividend, as resolved by the Shareholders' Meeting of April 17, 2024. At December 31, 2024, the account reports a negative balance of Euro 206 thousand, following an adjustment for errors referring to previous years.

In relation to the equity reserves the following is noted:

Availability of reserves for distribution

(In Euro thousands)	2024	Possible uses	Available amount
Share capital	19,920		-
Share premium reserve	272,921	A.B.C	272,921
Legal Reserve	5,328	B	-
Extraordinary reserve	100,933	A.B.C	100,933
Other reserves - Ifrs 2 (*)	46,339	B	-
Other reserves	(28,936)		-
Valuation reserve	70		
Retained earnings/(accumulated losses)	(206)	A.B.C	0

Key:
A: for share capital increase
B: to cover losses
C: for distribution to shareholders
Note: (*) In accordance with Article 6, paragraph 5, of Legislative Decree No. 38 of 2005, these reserves are only available to cover losses with prior utilization of the profit reserves available and the legal reserve. In this case the above-mention reserves must be reintegrated covering the retained earnings.

Summary of utilization in last 3 years:

(In Euro thousands)	To cover losses	For Distribution	For transfer to other reserves	Other
Share capital	0	0	0	0
Share premium reserve	0	0	0	0
Legal Reserve	0	0	0	0
Extraordinary reserve	0	16,748	0	0
Other reserves	0	0	0	0
Retained earnings	0	11,838	0	0

42.16. Financial payables - non-current portion

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Bank payables beyond 12 months	326,881	62,288	389,169
Total	**326,881**	**62,288**	**389,169**

"Financial payables, net of the current portion", amounted to Euro 389,169 thousand, increasing Euro 62,288 thousand compared to December 31, 2023 mainly due to the placement of a new Sustainability-Linked Schuldschein Loan undertaken by MAIRE S.p.A. for a notional total amount of Euro 200 million, with two maturities at 3 and 5 years, whose proceeds were allocated to support the financial needs of the company, the early repayment of existing lines, including the settlement of the ESG-Linked Schuldschein loan undertaken in December 2019 for a residual nominal amount of Euro 55 million. The movement in the debt beyond 12 months also reflects the repayment of capital portions for approx. Euro 229.1 million regarding the MAIRE loan of a nominal Euro 365 million, backed for 80% by SACE's Italy Guarantee, of which Euro 182.5 million concerning the capital portion voluntarily repaid in advance at the end of September 2024. The loan has therefore been fully repaid.

At December 31, 2024, "Financial payables - non-current portion" was composed as follows:

- For Euro 198,403 thousand from the new loan of a nominal Euro 200 million as a Sustainability-Linked Schuldschein loan (private placement regulated by German law). On July 16, 2024 - MAIRE successfully placed the senior unsecured loan comprising two tranches with maturities of three years (nominal Euro 17.5 million and Euro 52.5 million, respectively) and five years (nominal Euro 5 million and Euro 125 million, respectively), both mainly at variable interest rates. The applicable margin on the 6-month Euribor is 1.70% and 1.95% for the three- and five-year tranches, respectively. The facility also includes a pricing mechanism linked to the achievement of specific Group CO_2 emission reduction targets, in accordance with the Sustainability-Linked Financing Framework adopted in September 2023 by the Group. Specifically, the facility provides for monitoring on an annual basis (up to and including 2025) of the two selected KPIs and the progress of the related targets set with publication on the MAIRE Group's website of the related reports. The reports to be published are in line with the Sustainability Linked Bond and according to the definitions provided in each Loan Agreement: "ESG Compliance Certificate" describing the achievement of Scope 1 and 2 GHG Emissions Condition and Scope 3 GHG Emissions Intensity Condition; "Sustainability Linked Bond Progress Report" issued by MAIRE; "Assurance Report" issued by the Assurance Provider; "Scope 1 and 2 Baseline Assurance Report" and "Scope 3 Intensity Baseline Assurance Report" issued by MAIRE.

  Since these are bullet instruments, the repayment of principal shall be paid at maturity for each notional amount unless MAIRE exercises early closure.

  The funding were used to support the company's financing needs, mainly for the early repayment of existing lines, including the Schuldschein ESG-Linked loan signed in December 2019 for a remaining nominal amount of Euro 55 million and in connection with the MAIRE loan of a nominal amount of Euro 365 million, 80% backed by SACE's Italian Guarantee, which is therefore fully repaid.

  Strong investor demand saw the initial target amount comfortably exceeded and interest rates set at the lower end of the price range. The loan was placed with international banks and financial institutions mainly in Europe, Asia and the Middle East, and also received support from Cassa Depositi e Prestiti. Commerzbank, Credit Agricole "CIB" and Intesa Sanpaolo (IMI Corporate & Investment Banking Division) acted as arrangers. Credit Agricole "CIB" acted as sustainability coordinator and Commerzbank as paying agent.

  The bonds are supported by covenants in line with market practice; specifically, the bond covenants regard the maintenance of a ratio between the net financial position and EBITDA on a yearly basis, with the next measurement on the FY 2024 figures.
- Euro 150,702 thousand from the loan backed for 80% by SACE's "Italy Guarantee", net of related ancillary charges, with an initial nominal value of Euro 150 million disbursed in 2023 (the long-term portion totaled Euro 150,189 thousand at December 31, 2023).

  On March 13, 2023, MAIRE S.p.A. signed a Euro 150 million loan, backed for 80% by SACE S.p.A.'s guarantee and further strengthening the MAIRE Group's financial structure. This loan was issued by a syndicate of leading Italian banks, comprising Banco BPM, MPS Capital Services and Intesa Sanpaolo (IMI Corporate & Investment Banking

Division). This latter acts also as the "SACE Agent" and Agent Bank for the transaction. In accordance with Decree-Law No. 50 of May 17, 2022, the loan was mainly to support the funding (including R&D spend) and working capital needs of the parent company MAIRE and of TECNIMONT S.p.A., the MAIRE Group's main operating company headquartered in Italy. The loan shall has 6-year duration, of which 3 years grace period, a Euribor 3-month +1.7% margin annual rate, in addition to the cost of the SACE S.p.A. guarantee, and may be fully or partly settled at any time without penalties.

The loan includes covenants in line with normal business practice for such operations; specifically, the loan's financial covenants concern the ratio between the net financial position and net equity, as well as between the net financial position and EBITDA on a half-yearly basis, with next measurement on the FY 2024 figures.

- Euro 40,063 thousand from the loan backed for 80% by SACE's "Italy Guarantee", net of related ancillary charges, with an initial nominal value of Euro 40 million disbursed in 2023 (the long-term portion totaled Euro 39,932 thousand at December 31, 2023).

  On May 25, 2023, MAIRE S.p.A. signed a Euro 40 million loan with BPER Corporate & Investment Banking, backed for 80% by SACE S.p.A.'s guarantee and further strengthening the Group's financial structure. In accordance with Decree-Law No. 50 of May 17, 2022, the loan is mainly to support the funding -(including R&D spend) and working capital needs of the parent company MAIRE and of TECNIMONT S.p.A., the Group's main operating company headquartered in Italy. The loan matures in December 2028 and has a three-year grace period. It provides for a Euribor 3-month +1.7% margin annual rate, in addition to the cost of the SACE S.p.A. guarantee, and may be fully or partly settled at any time without penalties.

  The loan includes covenants in line with normal business practice for such operations; specifically, the loan's financial covenants concern the ratio between the net financial position and net equity, as well as between the net financial position and EBITDA on a half-yearly basis, with next measurement on the FY 2024 figures.

  MAIRE is currently not aware of any default situations regarding the above-mentioned covenants. The bond covenants, which regard the maintenance of a ratio between the net financial position and net equity, as well as between the net financial position and EBITDA, on a half-yearly basis, to be next measured on the figures at December 31, 2024, have all been complied with according to the results currently available.

42.17. Provisions for charges - beyond 12 months

The "Provision for charges beyond 12 months" reduced to zero compared to the previous year, with the decrease due to the reclassification to "Provisions for charges within 12 months" of the employee remuneration and incentive policies, mainly for the deferred portions of the 2022-2024 MBO plan for Senior Executives and other figures considered key to the business that shall be settled in the initial months of 2025.

The following table indicates the movements in provisions in 2024:

(In Euro thousands)	31-12-23	Provisions	Utilizations	Reclassifications/ Releases	31-12-24
Provision for personnel charges	4,309	0	0	4,309	0
Total	**4,309**	**0**	**0**	**4,309**	**0**

42.18. Post employment & other employee benefits

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Post-employment & other employee benefits	639	(54)	585
Total	**639**	**(54)**	**585**

The company has a liability to all employees of the Italian companies of the statutory TFR (Post-employment benefit) provision, similar to defined benefit plans.

In accordance with IAS 19 (Employee benefits), the company estimated, with the support of an actuary, the liability for defined benefit plans at December 31, 2024.

The changes in this liability in 2024 are shown below:

(In Euro thousands)	POST-EMPLOYMENT BENEFIT PROVISION
December 31, 2023	**639**
+ costs relating to current employee services	-
+ net actuarial losses/(profits)	(7)
+ financial expenses on obligations undertaken	22
+ other changes	2
- Utilizations	(71)
December 31, 2024	**585**

"Financial expenses on obligations assumed" are recognized in the Income Statement under financial expenses - other charges. Actuarial gains and losses and recognized in a specific valuation reserve under Equity. The changes primarily relate to departures of employees.

The methods used are the same as those of the previous year, and the assumptions made in measuring post-employment benefits concern:

- With reference to the inflationary parameter, the macroeconomic scenario outlined in the "2025-2029 Medium/Long-Term Budgetary Structural Plan" deliberated by the Council of Ministers in September 2024 was adopted: 1.8% until 2027, 1.9% for 2028 and 2.0% from 2029 onward;
- Salary increases: with reference to the salary increases, in line with that for the demographic technical bases, new salary line accounts were created for the companies which do not deposit the Employee Leaving Indemnity Provision with the INPS Treasury Fund; a salary growth rate of 3% annually was assumed for all employees, including inflation;
- Discount rate: determined with reference to bond market rates of primary companies at the valuation date. Specifically, the "Composite" interest rate curve of corporate issuers with "Investment Grade" AA ratings in the Eurozone was utilized (source: Bloomberg) at 31.12.2024, equal to 2.894%;
- Workforce reference: for the internal workforce subject to analysis of MAIRE S.p.A., the average age and length of service were considered (Post-employment benefit base) and an estimate of staff turnover.

Sensitivity analysis was also undertaken based on the changes in the following parameters: a) +/- 50bps discount rate, b) +/- 50bps inflation rate, c) +/- 50bps salary increase, d) +/- 50bps probability of departure and advances on Post-employment benefit provision; on the basis of these analyses, the range of values of the liabilities for defined benefit plans was established which did not highlight any significant impacts.

42.19. Other non-current financial liabilities

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Payables to other lenders - Bonds	197,413	484	197,897
Total	**197,413**	**484**	**197,897**

Other non-current financial liabilities includes Euro 197,897 thousand in relation to the non-convertible senior unsecured sustainability-linked bond loan due on October 5, 2028, for a nominal value of Euro 200 million, net of accessory charges, issued in Q4 2023.

In this regard, the following is reported:

On September 28, 2023, the public offering in Luxembourg and Italy of the MAIRE S.p.A. "Senior Unsecured Sustainability Linked Notes due 5 October 2028" Bonds was concluded in advance, with a total nominal value of Bonds subscribed of Euro 200 million, at an issue price of 100% of their nominal value, represented by 200,000 Bonds with a nominal value of Euro 1,000 each. The gross proceeds from the Offering amounted to Euro 200 million.

The interest rate of the Bonds, corresponding to the yield at issuance, is 6.50% per annum gross. It should also be noted that there is a maximum interest rate increase of 0.50% overall where the specific CO_2 emission reduction targets are not met.

In fact, the Bond stipulates an interest rate increase if specific decarbonization targets are not met by December 31, 2025. In particular, MAIRE is committed to: reduce its own direct and indirect CO_2 emissions ("Scope 1 and Scope 2") by 35% compared to the 2018 level, and reduce the CO_2 emissions of its suppliers by 9%, particularly through the "Scope 3" emission intensity related to purchased technology-content goods and services, measured as tons of CO_2 relative to value added, compared to the 2022 level.

These targets, in line with the decarbonization plan set out in the MAIRE Group's sustainability strategy (carbon neutrality Scope 1 and 2 to 2030 and Scope 3 to 2050), contribute to the achievement of the UN's SDG 7 and SDG 9 sustainable development goals.

The interest rate increase will be 0.25% for each missed target (i.e. maximum increase of 0.50%) from the year following the year of recording (FY 2025). Achievement of the targets will be verified by an independent audit firm appointed for this purpose.

Consequently, 200,000 Bonds were issued on October 5, 2023. On the same date, the Bonds began accruing interest, which shall be settled, in arrears, on April 5 and October 5 of each year beginning April 5, 2024; the Bond provides the option of voluntary early redemption from the third year.

The trading commencement date of the Bonds on the MOT set by Borsa Italiana S.p.A., pursuant to Article 2.4.3 of its Regulation, was October 5, 2023. On the same date, the Bonds were also admitted to listing on the official list of the Regulated Market of the Luxembourg Stock Exchange, with the commencement of trading.

The Company continues to integrate its sustainability goals into its financial management, as it did in 2019 with the ESG-linked Schuldschein Loan.

In fact, the Bond takes into account the Sustainability-Linked Financing Framework approved by the Board of Directors of MAIRE. The Framework, drafted in line with the Sustainability-Linked Bond Principles and Sustainability-Linked Loan Principles, has been certified by Sustainalitycs as a Second-Party Opinion Provider, and is available along with the certification on the Company's website (www.groupmaire.com), in the "Investors" - "Investors and Sustainability" section. The transaction further strengthens MAIRE's commitment to the energy transition, as already represented in the strategic plan.

The Bond also includes an incurrence covenant, non-compliance with which would result in debt restrictions and default events in line with the Group's existing medium to long-term debt; specifically, the bond financial covenants require a maximum debt level and the maintenance of a stated net financial position/ EBITDA ratio. The measurement of this financial covenant is on an annual basis, whose next measurement will take place with reference to final figures at December 31, 2024.

MAIRE is currently not aware of any default situations of the above-mentioned covenants, which have been complied with to date.

42.20. Financial liabilities - Leasing

(In Euro thousands)	31-12-23	Increases	Decreases	Interest	Payments	31-12-24
Financial liabilities - Leasing	6,934	1,421	(218)	283	(1,320)	7,100
Total	**6,934**	**1,421**	**(217)**	**283**	**(1,320)**	**7,100**
of which:						
Non-current financial liabilities - Leasing	6,173					6,164
Current financial liabilities - Leasing	761					936
Total	**6,934**					**7,100**

The value of "Current and non-current financial leasing liabilities" related to Right-of-Use at December 31, 2024 was Euro 7,100 thousand, of which Euro 936 thousand short term and Euro 6,164 thousand beyond 12 months.

The "Lease liabilities" are valued on recognition, discounting all future payments due for leases utilizing the implied lease rate, where this may easily be determined or alternatively utilizing the lessee's incremental borrowing rate. The lessee's incremental financing rate is based on the Company's incremental financing rate, i.e. the rate that the Company would have to pay to borrow the funds needed to purchase an asset of similar value in a similar financial context and with similar terms and conditions.

In 2024, the changes mainly relate to the payment of scheduled installments, interest accrued and new contracts entered into during the year net of early closure of contracts.

The account was recognized following the application of IFRS 16 and mainly concerns the financial liabilities related to the usage rights for the Company's office buildings, some key assets, and also motor vehicles.

The following table analyses the breakdown and maturities of "Financial liabilities Leasing" carried as at December 31, 2024 presented according to future cash flows, inclusive of interest:

(In Euro thousands)	2024
Current financial liabilities - Leasing	1,140
Non-current financial liabilities - Leasing	7,286
Total	**8,426**

(In Euro thousands)	Due within 1 year	Due between 1 & 5 years	Due beyond 5 years	Total
Financial liabilities - Leasing	1,140	3,747	3,539	8,426
Total	**1,140**	**3,747**	**3,539**	**8,426**
Of which Capital portion				*7,100*

42.21. Short-term debt

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Bank payables	170,333	(99,118)	71,215
Total	**170,333**	**(99,118)**	**71,215**

"Short-term debt" amounted to Euro 71,215 thousand, a decrease from December 31, 2023, following repayments of principal for a total of Euro 229.1 million on the MAIRE loan with a nominal value of Euro 365 million, 80% of which is backed by SACE's "Italy Guarantee", with Euro 182.5 million in principal voluntarily repaid ahead of schedule at the end of September 2024. At December 31, 2023, current financial payables included approximately Euro 92 million for the current portion repaid in 2024.

An additional reduction in short-term debt in 2024 is also attributable to the repayment of Euro 55 million on the ESG-linked Schuldschein loan received in December 2019.

Simultaneously at the end of 2024, MAIRE signed a new Sustainability-linked credit line maturing in May 2028 for a total amount of Euro 200 million. The revolving credit line complies with the Sustainability-Linked Financing Framework and as of December 31, 2024, approximately Euro 63.2 million had been drawn down.

At December 31, 2024, "Short-term bank payables" mainly refer to:

- for Euro 63,184 thousand the new Sustainability-linked credit line maturing in May 2028 for a total amount of Euro 200 million. The revolving credit line complies with the Sustainability-Linked Financing Framework adopted in September 2023 and is linked to specific annual targets to reduce the Group's CO_2 emissions, whose achievement determines the margin applicable to the loan. Specifically, for this instrument the targets are annual (already defined for FY2024 and FY2025 and to be defined for subsequent years) and the price adjustment mechanism is step up and step down (+/- 5 bps). The credit line was granted by eight leading banking groups, including Banca Monte dei Paschi di Siena, Banco BPM, Bank ABC, BdM Banca, BPER, Intesa Sanpaolo, Mediocredito Centrale and UniCredit. Intesa Sanpaolo (IMI CIB Division) also acted as sustainability coordinator and facility agent. The transaction is in line with the strategy to optimize the composition of medium to long-term debt and reduce its overall cost, while improving financial flexibility. This new revolving credit line, whose provision further highlights the support among the banks of MAIRE's strategy, will increase financial flexibility and diversify funding sources. This is alongside two other sustainability-linked funding transactions carried out in the past year, marking a further step on the path toward integrating emissions reduction goals into the Group's financial management.

The loan includes covenants in line with normal business practice for such operations; specifically, the loan's financial covenants concern the ratio between the net financial position and net equity, as well as between the net financial position and

EBITDA on a half-yearly basis, with next measurement on the FY 2024 figures;

- for Euro 27 thousand to debit balances on current accounts;
- for Euro 8,003 thousand interest due on loans and bonds and bank overdrafts matured and not yet paid.

The breakdown by maturity of the gross financial debt is reported in the financial risks section.

The following table reports the company's net financial debt at December 31, 2024 and December 31, 2023, in line with Consob communication No. DEM/6064293/2006 of July 28, 2006:

NET FINANCIAL DEBT MAIRE

	In Euro thousands	31.12.2024	31.12.2023
A.	Cash and cash equivalents	(218,011)	(133,307)
B.	Other liquidity	-	-
C.	Other current financial assets	(322,741)	(295,978)
D.	Liquidity (A+B+C)	(540,752)	(429,285)
E.	Current financial debt (including debt instruments but excluding the current portion of non-current financial debt)	359,966	430,823
F.	Current portion of non-current bank payables	-	91,903
G.	Current financial debt (E+F)	359,966	522,726
H.	Net current financial debt (G-D)	(180,786)	93,441
I	Non-current financial debt (excluding current portion and debt instruments)	395,333	333,054
J.	Debt instruments	197,897	197,413
K.	Trade payables and other non-current payables	-	-
L.	Non-current financial debt (I+J+K)	593,231	530,467
M.	Total financial debt (H+L)	412,445	623,908

The following table presents the reconciliation between the net financial debt and the net financial position of the company at December 31, 2024 and December 31, 2023:

RECONCILIATION NFD & NFP

	In Euro thousands	31.12.2024	31.12.2023
M.	Total financial debt	412,445	623,908
	Other non-current financial assets	(145,589)	(265,858)
	Derivative financial instruments	-	(3,789)
	Finance lease payables IFRS 16	(7,100)	(6,935)
Adjusted Net Financial Position		259,756	347,325

42.22. Provisions for charges within 12 months

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Provisions for charges - within 12 months	7,482	7,294	14,776
Total	**7,482**	**7,294**	**14,776**

The "Provision for charges with 12 months" amounts to Euro 14,776 thousand, an increase of Euro 7,294 thousand compared to December 31, 2023.

The "Provision for charges within 12 months" concerns the estimated costs for remuneration and incentive policies due within 12 months, essentially referring to the flexible benefits plans ("MAIRE4You"), the participation bonus pertaining to 2024 and the short and medium term MBO plans.

The increase is due to the reclassification within 12 months of employee remuneration and incentive policies, mainly for the deferred portions of the 2022-2024 MBO plan for Senior Executives and other figures considered key to the business that shall be settled in the initial months of 2025 and which were previously classified beyond 12 months.

The following table indicates the movements in provisions in 2024:

(In Euro thousands)	31-12-23	Provisions	Utilizations	Reclassifications/ Releases	31-12-24
Provision for personnel charges	7,482	10,330	(7,345)	4,309	14,776
Total	**7,482**	**10,330**	**(7,345)**	**4,309**	**14,776**

42.23. Tax payables

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Current income tax payables	8,296	57,768	66,064
Other tax payables	1,209	8	1,217
Total	**9,505**	**57,776**	**67,281**

"Tax payables" amount to Euro 67,281 thousand at December 31, 2024 and concern:

- for Euro 66,064 thousand "Current income tax payables" which includes the IRES income tax payables related to the balance of the Group's tax consolidation undertaken by MAIRE S.p.A., which as of December 31, 2023 amounted to Euro 8,296 thousand. The increase is a consequence of a greater volume of business and consequent significantly higher income before tax compared to the previous year in relation to the Italian companies.

  MAIRE S.p.A. and the subsidiaries TECNIMONT S.p.A., TECNIMONT Services S.p.A., KT S.p.A., KT TECH S.p.A., Met Development S.p,A., Met Dev 1 S.r.l. and TECNIMONT-KT JV S.r.l. opted to apply the Tax Consolidation regime which permits the calculation of the IRES corporation tax on a tax basis representing the aggregate of the taxable income and losses of the individual companies. The Tax Consolidation is valid for fiscal years 2022-2024 and shall be deemed tacitly renewed unless revoked.
- For Euro 1,217 thousand the employee IRPEF for December 2024, settled in January 2025.

42.24. Other current financial liabilities

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Other current financial liabilities	131,573	(17,577)	113,996
Payable to subsidiaries	198,460	(187,540)	10,920
Other current financial liabilities-Euro Commercial Paper (ECP)	21,600	141,300	162,900
Total	**351,633**	**(63,817)**	**287,816**

"Other current financial liabilities" at December 31, 2024 amount to Euro 287,816 thousand, a decrease of Euro 63,817 thousand compared to December 31, 2023.

"Other current financial liabilities" may be broken down as follows:

- for Euro 113,996 thousand concerning payables to subsidiaries for current accounts, for Euro 38,619 thousand to Met Dev 1 S.r.l, for Euro 12,856 thousand to KT S.p.A. and for Euro 65,521 thousand to TECNIMONT USA, while in 2018, the company adopted the cash pooling system to streamline the management of Group cash flows, avoiding the dispersion of liquidity and minimizing financial charges. The cash pooling account receivables are interest bearing, in accordance with market rates;
- for Euro 10,920 thousand to payables to subsidiary companies for intercompany loans and relating to payables to TECNIMONT S.p.A. of Euro 920 thousand and payables to KT Poland of Euro 10,000 thousand.

  These loans were principally received in order to grant loans to other Group companies requiring liquidity for ordinary operating activities, as well as for the working capital management of MAIRE S.p.A.. All loans are interest-bearing at market rates and maturity is scheduled within the subsequent year;
- For Euro 162,900 thousand the payable related to the Euro Commercial Paper Program. In this regard it is noted that in 2022 MAIRE S.p.A. launched its first Euro Commercial Paper Program for the issue of one or more non-convertible notes placed with selected institutional investors, unrated and with a duration of three-years. The maximum aggregate amount of Notes issued and not redeemed under the ECP shall not exceed, at any time, Euro 150 million. The Notes are not listed on any regulated market. The ECP Program will allow the Company to diversify its short-term financing instruments, obtain a wider choice of funding and optimize its debt management in terms of maturity and pricing profile. The ECP Program is not guaranteed by any company belonging to the MAIRE Group or a third party. Subject to compliance with all applicable legal and regulatory provisions, the Notes may be denominated in Euro, USD, GBP, CHF or any other currency and the maturity of individual Notes may not be less than one day or more than 364 days from the date of issuance inclusive, to and excluding the maturity date. On December 18, 2024, MAIRE S.p.A. renewed its Euro Commercial Paper Program to issue one or more series of Euro Commercial Paper Notes, increasing the maximum nominal amount from Euro 150 million to Euro 300 million. In line with the program launched previously, the ECP Program will be placed with qualifying investors and will be unrated. The program will run for 3 years and have a maximum nominal amount of Euro 300 million. The Notes will not be listed on any regulated market or multilateral trading facility. The ECP Program was submitted to the STEP (Short-Term European Paper) Secretariat in order to obtain the STEP label, or eligibility under the STEP Market Convention. The ECP Program, in line with the Group's growth in size, strengthens short-term financing instruments and expands available sources, optimizing debt management in terms of maturity and cost. The dealers of the renewed ECP Program are Banca Akros S.p.A., BNP Paribas, BRED Banque Populaire, Crédit Agricole Corporate & Investment Banking, Equita SIM S.p.A., Intesa Sanpaolo (IMI CIB Division), and PKF Attest Capital Markets S.V., S.A., which also acts as arranger. More information on the renewed ECP Program is available in the "Information Memorandum" available to the public on the Company's (Group MAIRE) website on the "Investors/Debt/EURO COMMERCIAL PAPER (ECP)" page. Pursuant to Article 72(6) of Consob Issuers' Regulation No. 72, the minutes of the Company's Board of Directors meeting held on November 25, 2024 that approved the renewal of the ECP Program are available to the public at the Company's registered office, on the Company's website (Group MAIRE), on the "Investors/Debt/EURO COMMERCIAL PAPER (ECP)" page, and on the authorized storage mechanism "1info" (1info).

At December 31, 2024, therefore the Euro Commercial Paper program had in fact been utilized for Euro 162.9 million, increasing Euro 141.3 million on December 31, 2023. The maturities of the notes are:

(In Euro thousands)	31-12-24
January 2025	35,500
February 2025	28,500
March 2025	22,500
May 2025	7,700
June 2025	25,400
July 2025	7,000
September 2025	11,600
November 2025	1,500
December 2025	23,200
Total	**162,900**

The average weighted interest rate on outstanding financial liabilities was approx. 4.305%; in 2024, notes totaling Euro 361.1 million were issued, with reimbursements of Euro 220.8 million, with an average weighted interest rate on all financial liabilities which was approx. 4.723%.

42.25. Trade payables

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Suppliers - within 12 months	4,562	677	5,241
Subsidiaries - within 12 months	10,170	(5,585)	4,585
Parent companies - within 12 months	157	(146)	9
Total	**14,889**	**(5,053)**	**9,835**

This account amounts to Euro 9,835 thousand and decreased on the previous year Euro 5,053 thousand.

“Payables to suppliers within 12 months” of Euro 5,239 thousand concern trade payables for ordinary operations.

“Payables to subsidiaries within 12 months” amount to Euro 4,585 thousand, decreasing on the previous year and relate to interest expense on loans received from subsidiaries, in particular, TECNIMONT USA and KT - Kinetics Technology S.p.A and other services received; in particular MAIRE structurally benefitted from services provided, including the availability of office spaces, in addition to the provision of other related services (general services, facilities, security, equipment) and other AFC services and personnel management.

“Payables to parent companies within 12 months” for Euro 11 thousand relate to the payable to G.L.V. Capital S.p.A., mainly relating to property leases to the MAIRE Group.

42.26. Other current liabilities

(In Euro thousands)	31-12-23	Changes in year	31-12-24
Payables to social security institutions	1,515	206	1,721
Matured by personnel, not yet settled	568	929	1,497
Other liabilities	56,260	12,637	68,897
Total	**58,343**	**13,772**	**72,115**

"Other current liabilities" at December 31, 2024 amount to Euro 72,115 thousand, increasing Euro 13,772 thousand on December 31, 2023.

The "Payables to social security institutions" mainly refer to payables to the INPS and other social security provisions related to December 2024, paid in January 2025, with the remainder comprising the estimated contributions accrued by personnel and unpaid (Vacation and 14th month).

The "Matured by personnel and not yet settled" account of Euro 1,497 thousand all refer to payables for vacations accrued and untaken and the 14th month pay.

At December 31, 2024, there were no overdue social security positions or overdue salary payables.

"Other payables" in the amount of Euro 68,897 thousand concern amounts payable to subsidiaries for group VAT. This is an increase of Euro 12,637 thousand from the previous year and mainly concerns the VAT payable to the subsidiary TECNIMONT S.p.A.

Again in 2024 a number of Group companies renewed the tax consolidation, transferring their VAT settlement credit balances to the consolidating MAIRE S.p.A..

Public grants in accordance with Law No. 124/2017

With regards to the rules on the transparency of public grants as per Article 1, paragraphs 125-129 of Law No. 124/2017, as subsequently amended by Article 35 of Decree-Law No. 34/2019 ("Growth Decree"), published in Italy's Official Journal no. 100 of April 30, 2019, MAIRE did not receive contributions and grants in 2024.

43. Commitments and contingent liabilities

MAIRE S.p.A.'s financial guarantees at December 31, 2024 and December 2023 were as follows:

FINANCIAL GUARANTEES (In Euro thousands)	31-12-23	31-12-24
Guarantees granted in the interest of the Company		
Sureties issued by third parties in favor of third parties	169,360	189,406
Total Guarantees	**169,360**	**189,406**

Sureties issued in favor of third parties concern those in favor of the Polytechnic of Milan for a 15-year agreement and the Lazio Regional Tax Agency and Provincial Section II of the Rome Office for Repayments and Offsets for the Group VAT. The account also includes Advance, Performance and Warranty Bonds issued on behalf of a number of Group subsidiaries, such as Met Newen Mexico S.A., KTI Poland, MT Russia, NEXTCHEM Tech S.p.A., TECNIMONT S.p.A. and Transfima Geie in relation to initiatives in progress or now completed, although with the final closing still under discussion with the client.

Commitments

The Company assumed commitments to clients and/or other beneficiaries to fulfil obligations, contractually undertaken by the company and/or subsidiaries awarded tenders as part of their core operations and therefore in the execution of orders, in the case of non-fulfilment of such and for the reimbursement for any damage from such non-fulfilment. These commitments, which involve the undertaking of an obligation to complete, guarantee contracts whose total value amounts to Euro 32,178 million, including works already executed and the residual backlog at December 31, 2024. This represents an increase due mainly to the two new Hassi R'Mel Boosting Phase III Step 2 projects in Algeria and the Holborn Europa Refinery in Germany, acquired in 2024. Both the sureties issued by third parties on MAIRE lines in favor of third parties in the interest of certain Group subsidiaries and the commitments assumed by MAIRE to clients and/or other beneficiaries to fulfil obligations, contractually undertaken by the company and/or subsidiaries awarded tenders as part of their core operations and therefore in the execution of orders, in the case of non-fulfilment of such and for the reimbursement for any damage from such non-fulfilment, would fall under performance bond contracts, as such are covered by the definition of an insurance contract under IFRS 17. It should be noted, however, that performance bond contracts issued to subsidiaries, in addition to the financial guarantees, contain full recourse clauses between the parties (MAIRE to its subsidiaries) and therefore do not fall within the scope of IFRS 17.

44. Related party transactions

In view of the transactions carried out by MAIRE in 2024, related parties principally concern those with:

- Group companies and associates;
- from the parent company G.L.V Capital S.p.A. and from the consolidation scope of MAIRE Investments S.p.A., a company directly held by the majority shareholder G.L.V. Capital S.p.A.;
- the MAIRE Foundation;
- Luigi Alfieri Director of MAIRE S.p.A..

In particular, payable contracts refer to the lease of office buildings from Group companies, the use of the "MAIRE" trademark and other minor recharges from the parent G.L.V. Capital S.p.A. and from transactions with the MAIRE Investments Group, a company owned by the majority shareholder of MAIRE S.p.A. mainly for the purchase of administrative and other general services.

The relationship with Luigi Alfieri, Non Independent Director of MAIRE S.p.A., refers to an annual contract for assistance and consulting services in the financial field.

MAIRE structurally benefitted from services provided by TECNIMONT Services S.p.A, specifically the availability of office spaces, in addition to the provision of other related services (general services, facilities, security, equipment) and other AFC services from the subsidiary KT.

Financial contract payables refer to payables for financing received (TECNIMONT S.p.A. and KTI Poland). The loans are interest-bearing at market rates.

Financial contract receivables concern the loans granted to the subsidiaries (TECNIMONT S.p.A., KT-Kinetics Technology S.p.A., Met Development S.p.A., Met Dev 1 S.r.l., TECNIMONT Services S.p.A., Aps Designing Energy S.r.l., MET T&S Limited) for the management of their operating activities. All loans are interest-bearing at market rates.

The balances of bank current accounts payable and receivable arise from the cash pooling contract adopted by MAIRE S.p.A to which several Group companies have subscribed; interest accrues on the balances at market rates.

Commercial contract receivables principally concern services provided by MAIRE S.p.A. in favor of the subsidiaries the administrative, tax and legal service and the recharge of a number of costs incurred on behalf of the subsidiaries.

The residual balances are payables arising under the tax consolidation agreement and payables and receivables arising following the VAT consolidation.

The Fondazione MAIRE - ETS is a non-profit organization founded in 2021 by the Group to organize initiatives aimed at promoting culture, research, training and corporate social responsibility, with the purpose of enhancing and improving knowledge of MAIRE Group's historical identity, technological skills and cultural heritage. In 2024, the Regional Office of RUNTS Lazio registered the Entity "MAIRE Foundation - Non-Profit Entity". At December 31, 2024, MAIRE had paid contributions amounting to Euro 150 thousand and rendered various services to the Foundation for a total value of approximately Euro 199 thousand.

With reference to the related party transactions reported, such were concluded in the interest of MAIRE S.p.A..

The Company's receivables/payables and cost/revenue transactions with related parties for 2024 are presented in the tables below:

(Euro thousands) 31/12/2024	Trade Receivables	Trade Payables	Financial Receivables	Financial Payables	Receivables (Payables) for VAT consolidation	Receivables (Payables) for tax consolidation	Receivables (Payables) for cash pooling	Revenues	Costs	Financial income	Financial charges
TECNIMONT S.p.A.	26,891	(207)	145,589	(920)	(59,786)	73,508	169,035	43,802	(1,777)	32,574	(7,717)
TICB Pvt Ltd Italian branch	-	-	-	-	-	-	-	1	-	-	-
TECNIMONT S.p.A. BELGIUM Branch	-	-	-	-	-	-	-	150	-	-	-
TCM Abu Dhabi Branch	101	-	-	-	-	-	-	78	-	-	-
APS Designing Energy S.R.L.	52	-	3,950	-	-	-	800	4	-	47	-
GasConTec GmbH	6	-	-	-	-	-	-	6	-	-	-
Hydrogen for Development	7	-	-	-	-	-	-	7	-	-	-
DRAGONI GROUP S.R.L.	7	-	-	-	-	-	-	7	-	-	-
KT S.p.A.	27,949	(554)	-	-	-	4,003	(12,856)	6,925	(524)	5,710	(1,960)
KT KSTOVO	0	-	-	-	-	-	-	-	-	-	-
KT TECH S.p.A.	436	-	-	-	-	3,369	-	149	-	-	-
KTI Poland S.A.	111	(13)	-	(10,000)	-	-	-	57	-	54	(13)
Stamicarbon B.V.	324	-	-	-	-	-	-	190	-	2	(1,130)
G.L.V Capital S.p.A.	-	(11)	-	-	-	-	-	-	(1,033)	-	-
TECNIMONT Services S.p.A.	1,556	(57)	51,550	-	236	(2)	23,790	846	(2,788)	3,522	(208)
Met Development S.p.A.	61	(3)	14,000	-	(1,989)	(238)	6,060	103	-	867	(41)
Met Dev 1 S.r.l.	25	(86)	-	-	-	(1,541)	(38,619)	20	-	213	(118)
TPI	24	-	-	-	-	-	-	22	-	1	-
TCM France	66	(678)	-	-	-	-	-	10	-	-	-
MET T&S LIMITED	920	(10)	9,000	-	-	-	2,460	20	-	468	(7)
Cefalù S.c.a.r.l.	66	-	86	-	(23)	-	-	20	-	8	-
Corace S.c.a.r.l.	24	-	-	-	-	-	-	10	-	-	-
TECNIMONT Private Limited	11,442	(376)	-	-	-	-	-	166	(207)	151	-
TECNIMONT USA Inc.	28	(1,275)	-	-	-	-	(62,521)	20	-	-	(1,395)
TECNIMONT Arabia Ltd	1,050	-	-	-	-	-	-	-	-	851	-
Tracktech Solutions S.R.L.	9	-	-	-	-	-	-	8	-	-	-
MyReplast Industries Srl	111	-	-	-	-	-	-	20	-	-	-
MyRechemical	146	-	-	-	633	-	-	56	-	1	(20)
MDG Reale Estate	24	-	-	-	-	-	-	10	-	-	-
Birillo 2007 S.c.a.r.l.	-	-	-	-	-	-	-	10	-	-	-
Met Newen Mexico S.A. de C.V.	1,194	-	-	-	-	-	-	188	-	13	-
Biolevano S.r.l.	6	-	-	-	-	-	-	12	-	-	-

CONT'D >

(Euro thousands) 31/12/2024	Trade Receivables	Trade Payables	Financial Receivables	Financial Payables	Receivables (Payables) for VAT consolidation	Receivables (Payables) for tax consolidation	Receivables (Payables) for cash pooling	Revenues	Costs	Financial income	Financial charges
Nextchem Tech S.p.A.	1,688	(942)	-	-	(5,781)	-	-	179	-	310	(950)
Nextchem S.p.A	1,081	(400)	-	-	(491)	-	-	332	(400)	240	(595)
Conser S.p.A.	13	-	-	-	-	-	-	18	-	-	(114)
TCM Nigeria	73	-	-	-	-	-	-	233	(0)	-	-
TCM Philippines	182	-	5,053	-	-	-	-	20	(0)	650	-
TCM-KT JV S.r.l.	36	0	-	-	(523)	(6,408)	656	20	-	235	(109)
TCM-KT JV Azerbaijan	40	-	-	-	-	-	-	20	-	-	-
TCM EGYPT	316	-	-	-	-	-	-	554	-	-	-
TCM México S.A. de C.V.	1	-	-	-	-	-	-	5	(0)	-	-
KT india	1	-	-	-	-	-	-	-	-	-	-
MYREPLAST S.R.L.	18	-	-	-	-	-	-	10	-	-	-
Esperia	-	(1)	-	-	-	-	-	-	(87)	-	-
U-COAT S.p.A.	6	-	-	-	-	-	-	-	-	-	-
TECNIMONT E&I (M) SDN. BHD.	85	-	-	-	-	-	-	281	-	-	-
Stamicarbon USA	2	-	-	-	-	-	-	-	-	0	-
KT Arabia	43	-	-	-	-	-	-	0	-	17	-
Transfima Geie	17	-	-	-	-	-	-	-	-	9	-
TECNIMONT Do Brasil	15	-	-	-	-	-	-	10	-	-	-
TECNIMONT Chile	67	-	-	-	-	-	-	20	-	16	-
OOO MT Russia	180	-	-	-	-	-	-	20	-	28	-
MyRemono S.R.L.	18	-	-	-	-	-	-	5	-	-	-
Fondazione Maire - ETS	43	(24)	-	-	-	-	-	199	(150)	-	-
SE.MA. Global Facilities SRL	145	-	-	-	-	-	-	21	-	-	-
Luigi Alfieri	-	(63)	-	-	-	-	-	-	(338)	-	-
Total	**76,709**	**(4,700)**	**229,228**	**(10,920)**	**(67,723)**	**72,690**	**88,805**	**54,863**	**(7,303)**	**45,989**	**(14,378)**

Remuneration of Directors, Statutory Auditors and Senior Executives is outlined below:

31/12/2024 (In Euro thousands)	Remuneration
Directors	6,139
Statutory Auditors	200
Total	**6,339**

The remuneration concerns emoluments and all other payments, pension-related or social security deriving from the role of Director or Statutory Auditor in MAIRE S.p.A..

The remuneration of Directors and Statutory Auditors and Senior Executives, appears in the 2024 Corporate Governance and Ownership Structure Report and the 2025 Remuneration Report, both available on the company website at www.groupmaire.com in the "Governance" section.

45. Financial risk management

For more complete disclosure on financial risks, reference should be made to the "FINANCIAL RISKS" section of the Explanatory Notes of the Consolidated Financial Statements of the MAIRE Group. MAIRE S.p.A.'s ordinary operations are exposed to financial risks. Specifically:

- Credit risk, both in relation to normal commercial transactions with clients and financial activities;
- Liquidity risk, concerning difficulties in liquidating positions held within necessary timeframes or in sourcing operating funding;
- Market risk, relating to fluctuations in interest rates for financial instruments which generate interest;
- Default and debt covenant risk regarding the possibility that loan contracts include clauses permitting the lending Banks to request immediate repayment on the occurrence of certain events, resulting therefore in a liquidity risk.

MAIRE S.p.A constantly controls financial risks, anticipating potential negative impacts and undertaking appropriate corrective actions.

The following section provides qualitative and quantitative information on the impact of these risks on MAIRE S.p.A.. The following quantitative data may not be used for forecasting purposes. Market risks may not reflect the complexity and the related market reactions from any change in assumptions.

IFRS 7 requires that the classification of financial instruments measured at fair value is determined based on the quality of the input sources used in the measurement of the fair value (level 1, 2 and 3); the financial statements of MAIRE S.p.A. includes financial instruments measured at fair value.

45.1. Credit risk

MAIRE credit risk represents the exposure to potential losses following the non-fulfilment of obligations by counterparties. Credit risk stems from normal operations and is monitored by the operating and financial departments on the basis of set procedures, which establish the methods for quantifying and controlling client risk.

They are managed according to procedures, including credit recovery and dispute management. The maximum theoretical exposure to the credit risk for the Company at December 31, 2024 is the carrying value of the financial assets recorded in the accounts, and the nominal value of the guarantees given on debts and commitments to third parties. At December 31, 2024, Trade receivables within and beyond 12 months respectively were Euro 149,391 thousand and Euro 68 thousand.

A summary of the trade receivables and the relative doubtful debt provisions is reported below:

(Euro thousands)	Overdue at 31/12/2024				
	Not overdue	Up to 365 days	From 366 to 731 days	Over 731 days	Total
TRADE RECEIVABLES	110,069	29,022	9,422	878	149,391
OTHER NON-CURRENT ASSETS	68	0	0	0	68
Total trade receivables	**110,137**	**29,022**	**9,422**	**878**	**149,459**
Of which:					
Within 12 months (Note 42.9)					**149,391**
Beyond 12 months (Note 42.7)					**68**

For comparative purposes, the prior year amounts are presented below:

(Euro thousands)	Overdue at 31/12/2023				
	Not overdue	Up to 365 days	From 366 to 731 days	Over 731 days	Total
TRADE RECEIVABLES	53,185	12,759	1,155	1,270	68,369
OTHER NON-CURRENT ASSETS	319	0	0	0	319
Total trade receivables	**53,504**	**12,759**	**1,155**	**1,270**	**68,688**
Of which:					
Within 12 months (Note 42.9)					**68,369**
Beyond 12 months (Note 42.7)					**319**

The "trade receivables" are all from subsidiaries and therefore are considered without credit risk.

For IFRS 9, the impairment requirements are based on an expected credit loss (ECL) model utilizing supporting information, available without unreasonable charges or effort, which includes historic, current and projected figures. The credit risk of the subsidiary counterparties was however assessed and found to be immaterial.

45.2. Liquidity risk

This risk concerns the difficulty in sourcing new funding or access to liquid assets, resulting in the enterprise's failure to satisfy payment commitments, being forced to incur additional funding costs or, in extreme instances, being faced with potential insolvency which may put its going concern at risk.

The Group's and Company's objective is to establish a financial structure which, in line with the business objectives, guarantees an adequate level of liquidity, credit facilities and committed credit lines for the entire Group, guaranteeing sufficient financial resources to meet short-term commitments and maturing obligations (including by refinancing transactions or advance funding) and ensuring that an adequate level of financial flexibility is provided for development programs, seeking to maintain a balance in terms of debt duration and composition and an appropriate structure of bank credit facilities. Activities to measure and control liquidity risk are conducted by continuously monitoring forecast cash flows, the maturity of financial liabilities, and the parameters of the main bank loan agreements. These indicators measure expected cash availability in the short term, maturity concentration of financial liabilities and derivatives, and the ratios between financial sources and expected uses in the short and medium term.

Among the measures adopted by MAIRE to control and make efficient use of its liquidity are centralized cash pooling systems involving the Group's main companies in relation to the two BUs.

At the present moment, MAIRE considers that the good levels of liquidity held and prudent and functional management of the credit lines available are important elements for stability and sufficient to guarantee the resources necessary for operating continuity. The management of liquidity risk is based above all on the strategy of containing debt and maintaining financial equilibrium.

"Cash and cash equivalents" at December 31, 2024 amount to Euro 218,011 thousand, an increase of Euro 84,704 thousand compared to December 31, 2023, thanks to operating activities.

The Company also believes that thanks to the significant outstanding backlog at the subsidiaries and associated cash flows, a good level of liquidity can be maintained.

The following tables shows the lines of credit and other credit facilities available to the Company as of December 31, 2024, broken down by type, distinguishing between amounts granted and used:

Credit lines granted to and used by the Group at December 31, 2024

Description	Amt. Granted (Euro)	Amt. Used (Euro)	Amt. Available (Euro)
Overdraft facilities, revolving facilities and lines of credit	292,732,690	65,000,000	227,732,690
M/L loans - Bonds	550,000,000	550,000,000	-
Total	**842,732,690**	**615,000,000**	**227,732,690**

The Euro Commercial Paper (ECP) Program will also allow the Company to diversify its short-term financing instruments, obtain a wider choice of funding and optimize its debt management in terms of maturity and pricing profile. The amounts used and the total granted are set out below:

Credit lines approved and used by the Group at December 31, 2024

Description	Amt. Approved (Euro)	Amt. Used (Euro)	Amt. Available (Euro)
Euro Commercial Paper	300,000,000	162,900,000	137,100,000
Total	**300,000,000**	**162,900,000**	**137,100,00**

On December 18, 2024, MAIRE S.p.A. renewed its Euro Commercial Paper Program to issue one or more series of Euro Commercial Paper Notes, increasing the maximum nominal amount from Euro 150 million to Euro 300 million. In line with the program launched previously, the ECP Program will be placed with qualifying investors and will be unrated. The program will run for 3 years and have a maximum nominal amount of Euro 300 million.

The following table analyses the breakdown and maturities of financial liabilities according to non-discounted future cash flows:

31-12-2024 (In Euro thousands)	Due within 1 year	Due between 1 & 5 years	Due beyond 5 years	TOTAL CASH FLOWS
Financial debt - non-current portion	0	469,087	0	469,087
Other non-current financial liabilities	0	252,000	0	252,000
Short-term debt	81,749	0	0	81,749
Other current financial liabilities	291,228	0	0	291,228
Finance lease liabilities - current and non-current	1,140	3,747	3,539	8,426
Financial instruments - current and non-current derivatives	0	0		0
Total Financial Liabilities	**374,117**	**724,834**	**3,539**	**1,102,490**

Future interest is estimated on the basis of existing market conditions at the preparation date of the financial statements.

"Other current financial liabilities" due within one year, for Euro 117,017 thousand, concern the payables to subsidiaries for loans and the payables to subsidiaries for current accounts; the Company adopted the cash pooling system to streamline the management of Group cash flows, avoiding the dispersion of liquidity and minimizing financial charges. The maturity dates and the interest estimates are based on the residual contractual duration or the earliest date when payment may be demanded.

The portion of leasing financial liabilities "Beyond 5 years" is the value of the financial liability relating to the Right-of-use assets recognized, primarily attributable to the properties in which the Company's offices are located.

The repayment of MAIRE S.p.A.'s short-term financial liabilities is guaranteed by cash and cash equivalents amounting to Euro 218,011 at December 31, 2024, by other current financial assets of Euro 286,444 that essentially represent the Intercompany assets under the centralized cash pooling system and by the forecasts for 2025 related to operations, essentially connected to the collection of dividends from subsidiaries.

45.3. Market risks

Currency risk

The Company is theoretically exposed to risks deriving from changes in the exchange rate although the amount of financial assets and liabilities in currencies other than the Euro which may impact the income statement or value of the net equity are minimal.

Interest rate risk

Interest rate risk within the Company essentially concerns the variable medium/long-term loans. Variable rate debt interest rate risk not hedged through derivative instruments is however partly mitigated by liquidity remunerated at rates indexed to the same debt parameter (euribor). Any consequent interest rate fluctuations may create similar effects upon cash flows generated from inventories, although in an opposing manner than those produced on cash flows related to debt positions.

The risk on the variable rate debt is partially mitigated by the fact that Group cash deposits are remunerated at interest rates indexed to the same debt parameter (Euribor).

In 2023, MAIRE S.p.A. issued a non-convertible Euro 200 million Senior Unsecured Sustainability-Linked bond, stipulating an interest rate increase where specific decarbonization targets are not met by December 31, 2025. In particular, MAIRE is committed to: reduce its own direct and indirect CO_2 emissions ("Scope 1 and Scope 2") by 35% compared to the 2018 level, and reduce the CO_2 emissions of its suppliers by 9%, particularly through the "Scope 3" emission intensity related to purchased technology-content goods and services, measured as tons of CO_2 relative to value added, compared to the 2022 level. These targets, in line with the decarbonization plan set out in the MAIRE Group's sustainability strategy (carbon neutrality Scope 1 and 2 to 2030 and Scope 3 to 2050), contribute to the achievement of the UN's SDG 7 and SDG 9 sustainable development goals.

The interest rate increase will be 0.25% for each missed target (i.e. maximum increase of 0.50%) from the year following the year of recording (FY 2025). Achievement of the targets will be verified by an independent audit firm appointed for this purpose.

At present, there is no indication of the risk of such a rate increase as the Group to date has recorded a reduction in CO_2 emissions (Scope 1 + Scope 2) compared to the 2018 baseline, and a reduction in Scope 3 intensity (by specific goods and services clusters) on value added compared to the 2022 baseline in line with the targets of the loan bond.

On July 16, 2024 - MAIRE successfully placed a new loan of a nominal Euro 200 million in the Schuldschein Sustainability-Linked format (private placement governed by German law), the senior unsecured loan comprising two tranches with maturities of three years (nominal Euro 17.5 million and Euro 52.5 million, respectively) and five years (nominal Euro 5 million and Euro 125 million, respectively), both mainly at variable interest rates. The applicable margin on the 6-month Euribor is 1.70% and 1.95% for the three- and five-year tranches, respectively. The facility also includes a pricing mechanism linked to the achievement of specific Group CO_2 emission reduction targets, in accordance with the Sustainability-Linked Financing Framework adopted in September 2023 by the Group. Specifically, the facility provides for monitoring on an annual basis (up to and including 2025) of the two selected KPIs and the progress of the related targets set with publication on the MAIRE Group's website of the related reports. The reports to be published are in line with the Sustainability Linked Bond and according to the definitions provided in each Loan Agreement: "ESG Compliance Certificate" describing the achievement of Scope 1 and 2 GHG Emissions Condition and Scope 3 GHG Emissions Intensity Condition; "Sustainability Linked Bond Progress Report" issued by MAIRE; "Assurance Report" issued by the Assurance Provider; "Scope 1 and 2 Baseline Assurance Report" and "Scope 3 Intensity Baseline Assurance Report" issued by MAIRE.

Since this is a Sustainability-Linked Schuldschein, if MAIRE fails to meet one or both of the targets set on the selected KPIs, as described above, which will be reported for the year 2025, it will have to recognize 10bps for each missed target starting with the interest period beginning July 22, 2026 (incremental interest will then be paid for all subsequent periods).

At present, there is no indication of a risk of an increase in the relative interest rate as the performance of the two KPIs is in line with the targets of the loan.

MAIRE in 2024 signed a new Sustainability-linked credit line maturing in May 2028 for a total amount of Euro 200 million. The revolving credit line complies with the Sustainability-Linked Financing Framework adopted in September 2023 and is linked to specific annual targets to reduce the Group's CO_2 emissions, whose achievement determines the margin applicable to the loan. Specifically, for this instrument the targets are annual (already defined for FY2024 and FY2025 and to be defined for subsequent years) and the price adjustment mechanism is step up and step down (+/- 5 bps).

The credit line was granted by eight leading banking groups, including Banca Monte dei Paschi di Siena, Banco BPM, Bank ABC, BdM Banca, BPER, Intesa Sanpaolo, Mediocredito Centrale and UniCredit. Intesa Sanpaolo (IMI CIB Division) also acted as sustainability coordinator and facility agent. The transaction is in line with the strategy to optimize the composition of medium to long-term debt and reduce its overall cost, while improving financial flexibility. This new revolving credit line, whose provision further highlights the support among the banks of MAIRE's strategy, will increase financial flexibility and diversify funding sources. This is alongside two other sustainability-linked funding transactions carried out in the past year, marking a further step on the path toward integrating emissions reduction goals into the Group's financial management.

45.4. Default and debt covenant risk

This concerns the possibility that loan contracts include clauses permitting the lending Banks and other lenders to request immediate repayment on the occurrence of certain events, resulting therefore in a liquidity risk. The main positions to which the Company is potentially exposed are outlined below.

In 2023, MAIRE issued a bond for a nominal value of Euro 200 million and, at the same time, redeemed ahead of April 30, 2024 the non-convertible bond loan for a total of Euro 165 million.

The interest rate of the Bonds, corresponding to the yield at issuance, is 6.50% per annum gross. It should also be noted that there is a maximum interest rate increase of 0.50% overall where the specific CO_2 emission reduction targets are not met.

In fact, the Bond stipulates an interest rate increase if specific decarbonization targets are not met by December 31, 2025. In particular, MAIRE is committed to: reduce its own direct and indirect CO_2 emissions ("Scope 1 and Scope 2") by 35% compared to the 2018 level, and reduce the CO_2 emissions of its suppliers by 9%, particularly through the "Scope 3" emission intensity related to purchased technology-content goods and services, measured as tons of CO_2 relative to value added, compared to the 2022 level.

These targets, in line with the decarbonization plan set out in the MAIRE Group's sustainability strategy (carbon neutrality Scope 1 and 2 to 2030 and Scope 3 to 2050), contribute to the achievement of the UN's SDG 7 and SDG 9 sustainable development goals.

The interest rate increase will be 0.25% for each missed target (i.e. maximum increase of 0.50%) from the year following the year of recording (FY 2025). Achievement of the targets will be verified by an independent audit firm appointed for this purpose.

Consequently, 200,000 Bonds were issued on October 5, 2023. On the same date, the Bonds began accruing interest, which shall be settled, in arrears, on April 5 and October 5 of each year beginning April 5, 2024; the Bond provides the option of voluntary early redemption from the third year.

The Bond also includes an incurrence covenant, non-compliance with which would result in debt restrictions and default events in line with the Group's existing medium to long-term debt; specifically, the bond financial covenants require a maximum debt level and the maintenance of a stated net financial position/EBITDA ratio. The measurement of this financial covenant is on an annual basis, whose next measurement will take place with reference to final figures at December 31, 2024.

On March 13, 2023, MAIRE S.p.A. signed a Euro 150 million loan, backed for 80% by SACE S.p.A.'s guarantee and further strengthening the MAIRE Group's financial structure. This loan was issued by a syndicate of leading Italian banks, comprising Banco BPM, MPS Capital Services and Intesa Sanpaolo (IMI Corporate & Investment Banking Division). This latter shall act also as the "SACE Agent" and Agent Bank for the transaction. In accordance with Decree-Law No. 50 of May 17, 2022, the loan is mainly to support the funding -(including R&D spend) and working capital needs of the parent company MAIRE and of TECNIMONT S.p.A., the MAIRE Group's main operating company headquartered in Italy. The loan shall have 6-year duration, of which 3 years grace period, a Euribor 3-month +1.7% margin annual rate, in addition to the cost of the SACE S.p.A. guarantee, and may be fully or partly settled at any time without penalties.

The loan includes covenants in line with normal business practice for such operations; specifically, the loan's financial covenants concern the ratio between the net financial position and net equity, as well as between the net financial position and EBITDA on a half-yearly basis, with next measurement on the FY 2024 figures.

On May 25, 2023, MAIRE S.p.A. signed a Euro 40 million loan with BPER Corporate & Investment Banking, backed for 80% by SACE S.p.A.'s guarantee and further strengthening the Group's financial structure. In accordance with Decree-Law No. 50 of May 17, 2022, the loan was mainly to support the funding (including R&D spend) and working capital needs of the parent company MAIRE and of TECNIMONT S.p.A., the Group's main operating company headquartered in Italy. The loan matures in December 2028 and has a three-year grace period. It provides for a Euribor 3-month +1.7% margin annual rate, in addition to the cost of the SACE S.p.A. guarantee, and may be fully or partly settled at any time without penalties.

The loan includes covenants in line with normal business practice for such operations; specifically, the loan's financial covenants concern the ratio between the net financial position and net equity, as well as between the net financial position and EBITDA on a half-yearly basis, with next measurement on the FY 2024 figures.

On July 16, 2024 - MAIRE successfully placed a new loan of a nominal Euro 200 million in the Schuldschein Sustainability-Linked format (private placement governed by German law), the senior unsecured loan comprising two tranches with maturities of three years (nominal Euro 17.5 million and Euro 52.5 million, respectively) and five years (nominal Euro 5 million and Euro 125 million, respectively), both mainly at variable interest rates. The applicable margin on the 6-month Euribor is 1.70% and 1.95% for the three- and five-year tranches, respectively. The facility also includes a pricing mechanism linked to the achievement of specific Group CO_2 emission reduction targets, in accordance with the Sustainability-Linked Financing Framework adopted in September 2023 by the Group. Specifically, the facility provides for monitoring on an annual basis (up to and including 2025) of the two selected KPIs and the progress of the related targets set with publication on the MAIRE Group's website of the related reports. The reports to be published are in line with the Sustainability Linked Bond and according to the definitions provided in each Loan Agreement: "ESG Compliance Certificate" describing the achievement of Scope 1 and 2 GHG Emissions Condition and Scope 3 GHG Emissions Intensity Condition; "Sustainability Linked Bond Progress Report" issued by MAIRE; "Assurance Report" issued by the Assurance Provider; "Scope 1 and 2 Baseline Assurance Report" and "Scope 3 Intensity Baseline Assurance Report" issued by MAIRE.

Since this is a Sustainability-Linked Schuldschein, if MAIRE fails to meet one or both of the targets set on the selected KPIs, as described above, which will be reported for the year 2025, it will have to recognize 10bps for each missed target starting with the interest period beginning July 22, 2026 (incremental interest will then be paid for all subsequent periods).

Since these are bullet instruments, the repayment of principal shall be paid at maturity for each notional amount unless MAIRE exercises early closure.

The funding were used to support the company's financing needs, mainly for the early repayment of existing lines, including the Schuldschein ESG-Linked loan signed in December 2019 for a remaining nominal amount of Euro 55 million and in connection with the MAIRE loan of a nominal amount of Euro 365 million, 80% backed by SACE's Italian Guarantee, which is therefore fully repaid.

Strong investor demand saw the initial target amount comfortably exceeded and interest rates set at the lower end of the price range. The loan was placed with international banks and financial institutions mainly in Europe, Asia and the Middle East, and also received support from Cassa Depositi e Prestiti. Commerzbank, Credit Agricole "CIB" and Intesa Sanpaolo (IMI Corporate & Investment Banking Division) acted as arrangers. Credit Agricole "CIB" acted as sustainability coordinator and Commerzbank as paying agent.

The bonds are supported by covenants in line with market practice; specifically, the bond covenants regard the maintenance of a ratio between the net financial position and EBITDA on a yearly basis, with the next measurement on the FY 2024 figures.

MAIRE in 2024 signed a new Sustainability-linked credit line maturing in May 2028 for a total amount of Euro 200 million. The revolving credit line complies with the Sustainability-Linked Financing Framework adopted in September 2023 and is linked to specific annual targets to reduce the Group's CO_2 emissions, whose achievement determines the margin applicable to the loan. Specifically, for this instrument the targets are annual (already defined for FY2024 and FY2025 and to be defined for subsequent years) and the price adjustment mechanism is step up and step down (+/- 5 bps).

The credit line was granted by eight leading banking groups, including Banca Monte dei Paschi di Siena, Banco BPM, Bank ABC, BdM Banca, BPER, Intesa Sanpaolo, Mediocredito Centrale and UniCredit. Intesa Sanpaolo (IMI CIB Division) also acted as sustainability coordinator and facility agent. The transaction is in line with the strategy to optimize the composition of medium to long-term debt and reduce its overall cost, while improving financial flexibility. This new revolving credit line, whose provision further highlights the support among the banks of MAIRE's strategy, will increase financial flexibility and diversify funding sources. This is alongside two other sustainability-linked funding transactions carried out in the past year, marking a further step on the path toward integrating emissions reduction goals into the Group's financial management.

The loan includes covenants in line with normal business practice for such operations; specifically, the loan's financial covenants concern the ratio between the net financial position and net equity, as well as between the net financial position and EBITDA on a half-yearly basis, with next measurement on the FY 2024 figures.

MAIRE is currently not aware of any default situations regarding the above-mentioned covenants. The bond covenants, which regard the maintenance of a ratio between the net financial position and net equity, as well as between the net financial position and EBITDA to be next measured based on FY 2024 figures, have been complied with according to the results currently available.

45.5. Forward operations and derivative instruments

The accounting of the hedging instruments differs depending on the objective of the hedge: cash flow hedges or fair value hedges.

The company utilizes derivative instruments to hedge against movements in the MAIRE share price, in view of the implementation of a buy-back program to satisfy the "Equity Settled" employee plans, as the Group has assigned its capital instruments as additional remuneration for services received (employment).

MAIRE S.p.A therefore subscribed cash-settled Total Return Equity Swap (TRES) derivative instruments, undertaken to hedge against movements in the MAIRE share price. For accounting purposes, the TRES derivative instruments cannot be designated as a hedging derivative instrument and are valued, in accordance with IFRS 9 at fair value, with the related changes in financial income and expense recorded in the income statement.

Currency derivatives are undertaken with leading Italian and overseas banks in order to hedge operations and also for accounting purposes.

Fair value calculation

The fair value of financial instruments is represented by the current market price or, in their absence the application of appropriate financial valuation models which take into consideration all the factors adopted by market operators and the prices obtained in a real market transaction.

In particular, the fair value of the TRES instruments is measured discounting the expected cash flows, calculated on the basis of market interest rate at the reference date and the price of the underlying listed shares.

Derivative instruments at December 31, 2024

The table below shows the outstanding amounts of derivatives in place at the reporting date, analyzed by maturity:

(Euro thousands)	Book value at 31/12/2024	Notional			
	MTM	Projected cash flows	Within 1 year	Between 1 and 5 years	Over 5 years
Tres (*)	36,297	24,415	24,415		

The Company has the following Total Return Equity Swap (TRES) contracts on the share price:

Description	Shares	Number	Notional in Euro	Fair value at 31.12.2024
TRES 3	MAIRE	2,067,800	8,687,351	9,386,445
TRES 7	MAIRE	5,000,000	15,728,000	26,910,962
Total commitments			**24,415,351**	**36,297,407**

45.6. Classification of the financial instruments

IFRS 7 requires that the classification of financial instruments valued at fair value is determined based on the quality of the input sources used in the valuation of the fair value. The IFRS 7 classification implies the following hierarchy:

- Level 1: fair value calculation according to active market prices. Company instruments do not fall within this category;
- Level 2: fair value measurement according to market prices or similar assets or through measurement techniques for which all significant factors are directly or indirectly based on observable market data. Company instruments fall within this category.
- Level 3: fair value measurement according to valuation models whose input is not based on observable market data ("unobservable inputs"). Instruments whose value is based on models with inputs not directly based on observable market data are currently in place.

For all derivative instruments used by the Company, the fair value is calculated according to measurement techniques based on observable market parameters ("Level 2"); no transfers were made between Level 1 and Level 2 and vice versa.

As required, the type of financial instruments present in the financial statements is reported, with indication of the accounting policies applied. The book value of financial assets and liabilities substantially coincide with their fair value.

At 31/12/2024 (In Euro thousands)	Loans and Receivables - Amortized Cost	Derivative Instruments - Fair value (*)	Derivative Instruments - Hedge Accounting - Fair Value (*)	Capital instruments - Fair Value OCI (**)	Total
Non-current financial receivables	145,589	0	0	0	145,589
Other non-current assets	68	0	0	0	68
Trade receivables	149,391	0	0	0	149,391
Financial instruments – Derivatives	0	36,297	0	0	36,297
Other financial assets	286,443	0	0	0	286,443
Other current assets	1,338	0	0	0	1,338
Cash and cash equivalents	218,011	0	0	0	218,011
Total	**800,840**	**36,297**	**0**	**0**	**837,137**

(*) "Level 2" of the Fair-Value
(**) "Level 3" of Fair-Value

At 31/12/2023 (In Euro thousands)	Loans and Receivables - Amortized Cost	Derivative Instruments - Fair value (*)	Derivative Instruments - Hedge Accounting - Fair Value (*)	Capital instruments - Fair Value OCI (**)	Total
Non-current financial receivables	265,858	0	0	0	265,858
Other non-current assets	319	0	0	0	319
Trade receivables	68,368	0	0	0	68,368
Financial instruments – Derivatives	0	19,731	0	0	19,731
Other financial assets	279,106	0	0	0	279,106
Other current assets	2,438	0	0	0	2,438
Cash and cash equivalents	133,307	0	0	0	133,307
Total	**749,396**	**19,731**	**0**	**0**	**769,127**

(*) "Level 2" of the Fair-Value
(**) "Level 3" of Fair-Value

At 31/12/2024 (In Euro thousands)	Financial Liabilities - Amortized Cost	Derivative Instruments - Fair value (*)	Derivative Instruments - Hedge Accounting - Fair Value (*)	Total
Financial debt - non-current portion	389,169	0	0	389,169
Other non-current financial liabilities	197,897	0	0	197,817
Short-term debt	71,215	0	0	71,215
Finance lease Liabilities - current and non-current	7,100	0	0	7,100
Current and non-current financial instruments-derivatives	0	0	0	0
Other current financial liabilities	287,816	0	0	287,816
Trade payables	9,835	0	0	9,835
Other current liabilities	72,115	0	0	72,115
Total	**1,035,147**	**0**	**0**	**1,035,147**

(*) "Level 2" of the Fair-Value

At 31/12/2023 (In Euro thousands)	Financial Liabilities - Amortized Cost	Derivative Instruments - Fair value (*)	Derivative Instruments - Hedge Accounting - Fair Value (*)	Total
Financial debt - non-current portion	326,881	0	0	326,881
Other non-current financial liabilities	197,413	0	0	197,413
Short-term debt	170,333	0	0	170,333
Finance lease Liabilities - current and non-current	6,934	0	0	6,934
Current and non-current financial instruments-derivatives	0	0	0	0
Other current financial liabilities	351,633	0	0	351,633
Trade payables	14,889	0	0	14,889
Other current liabilities	58,343	0	0	58,343
Total	**1,126,426**	**0**	**0**	**1,126,426**

(*) "Level 2" of the Fair-Value

The book value of financial assets and liabilities substantially coincide with their fair value.

46. Independent Audit Firm fees

The following table, prepared pursuant to Article 149 of the Consob Issuers' Regulations, reports the payments made in 2024 for services carried out by the audit firm.

Type of service (In Euro thousands)	Provider	Company	2024 Fees
Audit	Pricewaterhousecoopers S.p.A.	MAIRE S.p.A.	346
Certification services (*)	Pricewaterhousecoopers S.p.A.	MAIRE S.p.A.	4
Other services (**)	Pricewaterhousecoopers S.p.A.	MAIRE S.p.A.	276
	Pricewaterhousecoopers Network	MAIRE S.p.A.	21

The fees do not include VAT, expenses and any Consob oversight contribution repayments

(*) Certification services include the signing of tax declarations.

(**) Other services of the parent company include the fee for the issuance of the statement on the compliance of the consolidated sustainability reporting prepared in accordance with Legislative Decree No. 125/2024 in implementation of the CSRD directive, for limited assurance activities on the performance statements of Key Performance Indicators (KPIS) against the Sustainability Performance Targets defined in the Sustainability-Linked Bond Framework, and for analyze activity on the reporting of some ESG parameters required by the ESG Linked Schuldschein Loan of MAIRE subsequently repaid in 2024.

47. Significant non-recurring events and operations

In 2024, the company did not execute any significant non-recurring operations in accordance with Consob Communication No. DEM/6064293 of July 28, 2006.

48. Transactions relating to atypical or unusual operations

In accordance with Consob Communication of July 28, 2006 No. DEM/6064293, the Company did not undertake any atypical and/or unusual operations, as defined in the communication.

49. Subsequent events after December 31, 2024

For significant events following year-end, reference should be made to the accompanying Directors' Report.

50. Statement on the financial statements as per Article 154-bis, paragraph 5 of Legislative Decree No. 58/98 and subsequent amendments and supplements

1. The undersigned Alessandro Bernini, as "Chief Executive Officer" and Mariano Avanzi, as "Executive Officer for Financial Reporting" of MAIRE S.p.A. declare, in consideration of Article 154-bis, paragraphs 3 and 4, of Legislative Decree No. 58 of February 24, 1998:
   - the adequacy considering the company's characteristics and
   - the effective application of the administrative and accounting procedures for the compilation of the financial statements at December 31, 2024.
2. In addition, it is certified that the financial statements:
   - are drawn up in conformity with the applicable international accounting standards recognized by the European Union in accordance with Regulation (CE) No. 1606/2002 of the European Parliament and the Commission of July 19, 2002;
   - correspond to the underlying accounting documents and records;
   - are drawn up as per Article 154-ter of the above-stated Legislative Decree No. 58/98 and subsequent amendments and supplements and provide a true and fair view of the balance sheet, income statement and financial position of the issuer.
3. The Directors' Report includes a reliable analysis on the performance and operating result, as well as the situation of the issuer, together with a description of the principal risks and uncertainties to which it is exposed.

This statement is provided also in accordance with Article 154-bis, paragraph 2 of Legislative Decree No. 58 of February 24, 1998.

Milan, March 4, 2025

The Chief Executive Officer

Alessandro Bernini

The Executive Officer
for Financial Reporting
Mariano Avanzi

51. Board of Directors proposal

Dear Shareholders,

we consider that the financial statements of the company have been exhaustively outlined and we trust in your approval of the presentation and policies adopted for the 2024 financial statements, which report net income of Euro 153,947,060.25.

We therefore invite you to approve the Separate Financial Statements of MAIRE S.p.A. at December 31, 2024, which presents net income of Euro 153,947,060.25, comprising the income statement, the comprehensive income statement, the balance sheet, the statement of changes in shareholders' equity, the cash flow statement and the explanatory notes, presented in its entirety, with the individual entries and the proposed allocations.

As the legal reserve has reached one-fifth of the share capital in accordance with Article 2430 of the Civil Code, we invite you to approve the proposal to allocate the net income as follows:

- to allocate to the shareholders a unitary dividend of Euro 0.356 , before withholding taxes, for each of the 328,454,282 ordinary shares outstanding and entitled to a dividend, and thus a total of Euro 116,929,724.39;
- to allocate the remaining Euro 37,017,335.86 to "Retained Earnings".

It is also proposed to settle the above dividend from April 24, 2025 ("payment date"), with dividend coupon of April 22, 2025 ("ex date"). Pursuant to Article 83-terdecies of Legislative Decree No. 58 of February 24, 1998, the entitlement to payment of the dividend is based on the records in the intermediary's accounts referred to in Article 83-quater, paragraph 3, of the same Legislative Decree No. 58/98, at the end of the accounting day of April 23, 2025 ("record date").

We invite you to authorize, in the event that before the coupon date indicated above the company undertakes transactions regarding the purchase and sale of treasury shares, the Chief Executive Officer may allocate to and/or withdraw from the "Retained earnings" the amount of the dividend to which such shares are entitled.

Milan, March 4, 2025

For the Board of Directors
The Chairperson

52. Board of Statutory Auditors

Report of the Board of Statutory Auditors to the Shareholders' Meeting
called for the approval of the 2024 Annual Accounts
(Article 153, Legislative Decree No. 58/98 and Article 2429, paragraph 2, Civil Code)

Dear Shareholders,

The Board of Statutory Auditors of **MAIRE** S.p.A. (hereafter also "**MAIRE**" or the "**Company**"), in accordance with Article 153 of Legislative Decree No. 58/1998, Consolidated Finance Act ("**CFA**") and Article 2429, paragraph 2 of the Civil Code, is required to report to the Shareholders' Meeting on the results for the financial year and on the activities carried out in fulfilment of its duties, as well as report observations and proposals regarding the financial statements and their approval and on the matters within its scope.

In 2024, the Board of Statutory Auditors carried out its supervisory duties in accordance with applicable regulations, taking account also of the conduct principles of the Italian Accounting Profession (*Consiglio Nazionale dei Dottori Commercialisti e degli Esperti Contabili*), the Consob provisions concerning corporate controls and Boards of Statutory Auditors' activities, and the principles and recommendations of the Corporate Governance Code adopted by the Company.

For such purposes, the Board of Statutory Auditors:

- attended the meetings of the Board of Directors, of the Internal Board Committees and of the Independent Directors of the Company;
- also had a constant exchange of information with the Group Chief Financial Officer (to whom, until October 24, 2024, held the position of Executive Officer for Financial Reporting), with the Executive Officer for Financial Reporting (to whom, as of October 24, 2024, the Company's Board of Directors confirmed, in addition to the attestation responsibilities set forth in Article 154-*bis* of the CFA, paragraph 5-*bis* regarding financial reporting and the attestation responsibilities under Article 154 -*bis* CFA paragraph 5-*ter* regarding sustainability reporting), with the designated Administrative and Financial Functions, with the heads of Group Fiscal Affairs, Group Internal Audit, Group Corporate Affairs, Governance, Ethics & Compliance, Group Risk Management, Special Initiatives and Regions Coordination, Group Risk and Insurance Management, Group Sustainability Reporting, Performance and Disclosure, Group Sustainability and Corporate Advocacy, and Group Human Resources, ICT, Organization & Procurement, Group HSE&SA and Project Quality of

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the Company, as well as with the Group General Counsel and MAIRE's Tax Risk Manager;
- undertook the periodic exchange of information with the Boards of Statutory Auditors of the main subsidiaries, with the Supervisory Board ("**SB**" or "**Supervisory Board**") tasked with overseeing the efficacy, compliance and updating of the Organization, Management and Control Model for the purposes of Legislative Decree No. 231/01 of the Company and those of the main Italian subsidiaries;
- has constantly interacted with PricewaterhouseCoopers S.p.A. ("**PWC**"), in its capacity as the Independent Audit Firm, in charge of the legally-required audit of the accounts and, in its capacity as Sustainability Auditor, in charge of the compliance audit of the Sustainability Statement pursuant to Legislative Decree No. 39/2010 and the issuance of the related compliance statement.

Appointment of the Board of Statutory Auditors

The Board of Statutory Auditors in office at the date of this report was appointed by the Shareholders' Meeting of April 8, 2022, and comprises:

- Mr. Francesco Fallacara (Chairperson);
- Mr. Andrea Bonelli (Statutory Auditor);
- Ms. Marilena Cederna (Statutory Auditor).

Mr. Massimiliano Leoni, Ms. Mavie Cardi and Mr. Andrea Lorenzatti are Alternate Auditors.

The mandate of the Board of Statutory Auditors concludes at the Shareholders' Meeting called to approve the 2024 Annual Accounts.

The main offices held by the members of the Board of Statutory Auditors are also indicated in the "*2024 Corporate Governance and Ownership Structure Report*" of the Company, drawn up as per Article 123-*bis* of the CFA, made available to the public in accordance with law on the website www.groupmaire.com and according to the other means set out by the applicable regulation (the ***2024 Corporate Governance and Ownership Structure Report***").

The Board of Statutory Auditors reports that all of its members comply with Consob's regulations concerning the cumulative number of appointments permitted.

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The draft financial statements of the Company and the consolidated financial statements at December 31, 2024, approved by the Board of Directors of the Company on March 4, 2025, were drawn up in accordance with IAS/IFRS International Accounting Standards issued by the International Accounting Standards Board(IASB) and endorsed by the European Union,

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Board of Statutory Auditors

in force at December 31, 2024, in addition to the provisions issued in enactment of Article 9 of Legislative Decree 38/2005.

The Sustainability Statement of the MAIRE Group at December 31, 2024, part of the Directors' Report of the consolidated financial statements, has been prepared in accordance with the reporting standards applied pursuant to Directive 2013/34/EU of the European Parliament and of the Council of June 26, 2013, and Legislative Decree No. 125 of September 6, 2024 (i.e., the European Sustainability Reporting Standards ("**ESRS**"), adopted by the European Commission by delegated regulations, upon the proposal of EFRAG).

In addition, the financial statements and the Directors' Report, which includes the Group's Sustainability Statement, were prepared in compliance with the specifications required by Regulation (EU) No. 2019/815 ("**ESEF Regulation**") and, therefore, in the XHTML electronic format and presents, with specific reference to the consolidated financial statements of MAIRE at December 31, 2024, the Inline XBRL markings of the information according to the taxonomy indicated in the aforementioned ESEF Regulation.

The separate financial statements, the consolidated financial statements and the Group Sustainability Statement at December 31, 2024, of MAIRE include the statements of the Chief Executive Officer and the Executive Officer for financial and sustainability reporting.[1]

Inter-company and related party transactions

In accordance with Article 2391-*bis* of the Civil Code and Consob motion No. 17221 of March 12, 2010 and subsequent integrations, enacting the related party transactions regulation (the "**RPT Regulation**"), the Board of Directors, on November 12, 2010, approved the "Related parties transactions policy" (the "**RPT Policy**"). Once approved, the RPT Policy has been regularly verified to ensure its relevance.

The RPT Policy adopted by the Company was updated on June 24, 2021.The current RPT Policy is published on the Company's website (www.groupmaire.com).

We attended the meetings of the Related Parties Committee, during which we reviewed the related party transactions undertaken in 2024, including for the purpose of issuing opinions in accordance with the RPT Policy.

[1] With reference to the Group's Sustainability Statement at December 31, 2024, approved by the Board of Directors on March 4, 2025, it should be noted that the statement made complies with the model proposed by Consob in the document then subject to the public consultation launched on December 13, 2024 in order to amend Regulation No. 11971/1999 (Issuers' Regulation), on corporate sustainability reporting, as substantially confirmed by Consob, at the outcome of the above consultation, with resolution No. 23463 of March 12, 2025.

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More specifically, the Related Parties Committee was provided, semi-annually, with detailed information on the related party transactions carried out during the period under review and qualified as "exempt" in accordance with the RPT Policy, including those that were exempt as they were ordinary and at normal market conditions. This disclosure includes, *inter alia*, intercompany transactions and those entered into with the MAIRE - ETS Foundation and with companies related to the Company's majority shareholder. Furthermore, all of the related party transactions, in addition to being of an ordinary nature, were carried out at arm's length.

With regard to transactions for which the exemptions of the RPT Policy did not apply, it should be noted that all transactions analyzed, with the exception of that *infra* indicated, were categorized as "Minor" transactions in accordance with the RPT Policy. Having assessed the Company's interests in each transaction and the substantial fairness and the benefit of the conditions applied, the Related Parties Committee issued a non-binding, reasoned opinion in favor of such transactions.

The Board of Directors of MAIRE, in its meeting of July 4, 2024, resolved - subject to the reasoned binding favorable opinion of the Related Parties Committee - to approve a "Significant Transaction", pursuant to the RPT Policy, as specifically illustrated in the Disclosure Document, prepared pursuant to Article 5 of the RPT Regulation, and in accordance with Annex 4 of the same regulation, made available to the public, in the manner required by current regulations, on July 11, 2024 and to which reference is made. We have therefore supervised, with specific reference to this Transaction, the correct compliance with the provisions of the RPT Regulations and the RPT Policy regarding the approval of "Significant Transactions" by the Company, the Related Parties Committee and the Board of Directors, each to the extent of their remit.

The Related Party transactions are indicated in the notes to the Financial Statements and to the Consolidated Financial Statements of the company, in which the income and equity effects are also reported.

We verified compliance with the RPT Policy and the correctness of the process followed by the Board of Directors and the Related Parties Committee charged with qualifying related parties and transactions and we have no matters to report.

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Board of Statutory Auditors

Atypical and/or unusual transactions

Our periodic reviews and verifications have not revealed that the Company has entered into any atypical and/or unusual transactions, including intercompany or related party transactions, as defined by Consob communication DEM/6064293 of July 28, 2006.

Impairment Test Procedure

In line with the Bank of Italy/Consob/ISVAP joint document of March 3, 2010, the Board of Directors on February 25, 2025, approved, independently and ahead of approval of the financial statements for the year ended December 31, 2024, the consistency of the impairment test procedure with international accounting standard IAS 36.

The Company carried out the impairment tests on the goodwill allocated to the "**Integrated E&C Solutions**" (**IE&CS**) and the "**Sustainable Technology Solutions**" (**STS**) cash generating units (**CGUs**) in the Annual Financial Report of the MAIRE Group at December 31, 2024 and on the carrying amounts of the investments recognized to the statutory financial statements at December 31, 2024. In this regard, it should be noted that the impairment tests were carried out considering the scope of the CGU's at December 31, 2024, and in substantial continuity with the test carried out with regards to the previous fiscal year.

The Explanatory Notes to the Financial Statements at December 31, 2024, report information on and the outcomes of the assessment process carried out with the support of an expert.

The Board of Statutory Auditors considers that the impairment test policy adopted by the company is adequate.

Board of Statutory Auditors' activities in 2024

In executing our activities:

- we have supervised compliance with the law and the deed of incorporation; in this regard, we specify that, to the extent of our remit, we have also supervised: *i*) for the preparation of the financial statements at December 31, 2024 the compliance with the provisions set out in the ESEF Regulation, also verifying the consistency of the disclosures set out in these financial statements with the requirements of EU Directive No. 2523 of December 14, 2022, transposed in Italy with Legislative Decree No. 209 of December 27, 2023 and in force since January 1, 2024, and *ii*) for the purposes of the drawing up of the Sustainability Statement for 2024, as part of the Directors' Report, on compliance with Legislative Decree No. 125/2023 implementing Directive 2022/2464/EU (the "Corporate Sustainability Reporting Directive") and Regulation

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(EU) No. 2020/852 of June 18, 2020 and the related Delegated Regulations ("**Taxonomy Regulations**"), also taking into account the related Delegated Regulations and the Commission's FAQs. In carrying out these supervisory activities, we have also taken into account the contents of the Public Statement published by ESMA on October 24, 2024 on Common European Supervisory Priorities with reference to annual financial reports covering the year 2024, as recalled by CONSOB;
- we verified compliance with the principles of correct administration;
- we obtained from the Directors periodic information, at least on a quarterly basis, on the general operating performance, on the outlook and on the major operating, financial and equity transactions carried out by MAIRE and the Group companies, verifying that the decisions undertaken and executed were not manifestly imprudent, risky, in potential conflict of interest, conflicting with the motions adopted by the Shareholders' Meetings or such as to compromise the integrity of the company's assets;
- we supervised the adequacy of the organization through direct observations and the collation of information from Department Managers and attendance at Committee meetings. In this regard, the Board of Statutory Auditors considers the organizational structure of the company to be adequate to its needs and suitable to ensure respect for the principles of correct administration;
- we supervised the adequacy and the functioning of the internal control and risk management system, undertaking our activities also in the role as Internal Control and Audit Committee, through: *i)* attending the meetings of the Control, Risks and Sustainability Committee, *ii)* meetings - including through meetings held jointly with the aforementioned Committee in synergy with the latter, without prejudice to their respective competencies - with Group Management and Functions (among which: Group Risk Management, Special Initiatives and Regions Coordination; Group Risk and Insurance Management, Group Corporate Affairs, Governance, Ethics & Compliance; Group General Counsel; Group Sustainability Reporting; Performance and Disclosure; Group Sustainability and Corporate Advocacy, Group HSE&SA and Project Quality, Group Fiscal Affairs and Tax Risk Manager, Group Internal Audit), obtaining the requested information and documentation, and *iii)* obtaining information from the Chief Executive Officer ("**CEO**"), who is responsible for establishing and maintaining the Internal Control and Risk Management System, from the Executive

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Board of Statutory Auditors

officer for financial reporting, from PricewaterhouseCoopers Representatives (both as Appointed Auditor and Sustainability Auditor), and from the Supervisory Board;

- we also held periodic meetings with the Internal Audit Group Function of the Company, at which we obtained reports and information on the state of implementation of the Audit Plan for the second half of 2023 and the first half of 2024, on the results of the audits carried out and on the resolution measures implemented or planned, on the relative follow-up activities and on the assessments of the efficacy of the internal control system, as well as on the proposals to the update of the Audit Plan for the period;
- we oversaw the adequacy of the administrative-accounting system through periodic meetings with the Group Chief Financial Officer, with the Executive Officer for Financial Reporting of the company and with the Independent Audit Firm PricewaterhouseCoopers, also for the purposes of exchanging data and information. In this regard, during specifically arranged meetings, we received from PricewaterhouseCoopers, specific information concerning their audits of the recognition of claims, change orders and back-charges and of disputes of the Company. No information needing to be reported emerged from these meetings;
- we supervised the adequacy of the organizational, administrative and accounting structures and the Internal control and risk management system, including with respect *(i)* to the MAIRE Group's sustainability reporting process, with a view to the approval of the Group's Sustainability Statement for FY2024; and *(ii) to* the Corporate Crisis and Insolvency Code set forth in Legislative Decree No. 14/2019, which came into force on July 15, 2022 following the enactment of Legislative Decree No. 83/2022, implementing EU Directive 2019/1023 and subsequent amendments and supplements ("**CCII**") and, in particular, on the adequacy of organizational structures also with respect to the timely detection of crisis under Article 3 of the CCII;
- we verified the means for implementation of the Corporate Governance rules adopted by the company, also in compliance with the recommendations and principles of the Corporate Governance Code. Specifically:
  - we verified the correct application of the criteria and procedures adopted by the Board of Directors to assess the independence of its members;
  - we confirmed our independence;
- we verified the adequacy of the instructions issued to subsidiaries in accordance with Article 114, paragraph 2 of the CFA. These instructions also permitted these latter to

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provide in a timely manner the company with the information necessary to fulfill its communication obligations under applicable legal provisions;

- we verified the transactions with related parties and inter-company transactions; in this regard, we consider the information provided as adequate;
- we oversaw the correct implementation of the measures required to be taken by the company under the Market Abuse Regulation, including those relating to internal dealing, as well as with regard to both the protection of savings and corporate disclosures;
- we have not received petitions or complaints as per Article 2408 of the Civil Code.

During the controls described above, no significant matters arose that would require reporting to the oversight and control Authority Body or specific mention in this report.

The Group Internal Audit Function, the Group Risk Management, Special Initiatives and Regions Coordination, the Group Corporate Affairs, Governance, Ethics & Compliance , the Group General Counsel, the Sustainability Reporting Function, Performance and Disclosure, the Group Sustainability and Corporate Advocacy Function, the Group HSE&SA and Project Quality Function, the Group Fiscal Affairs Function, the Tax Risk Manager and the Supervisory Board, which we met periodically, did not report any particular critical issues within their respective areas of responsibility.

The 2024 Corporate Governance Report did not reveal any issues to be brought to your attention.

During the meetings of the Board of Statutory Auditors with the corresponding boards of the main subsidiaries and with their Supervisory Boards pursuant to Legislative Decree 231/01 of MAIRE and the main subsidiaries and with the independent audit firm, no significant matters arose that warranted bringing them to your attention.

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Board of Statutory Auditors

Supervisory activities on the financial and sustainability disclosure process

We verified the existence of adequate rules and processes to oversee the process for the collation, formation and circulation of financial and sustainability disclosure, including as specified in the ESEF Regulation.

We also noted that the Executive Officer for Financial Reporting (to whom, as mentioned above, as of October 24, 2024, the Company's Board of Directors confirmed the attestation responsibilities set forth in Article 154-*bis* CFA, paragraph *5-bis* on financial reporting, in addition to the attestation responsibilities set forth in paragraph 5-*ter* on sustainability reporting) confirmed:

i) the adequacy and appropriateness of the powers and the means assigned to him by the Board of Directors;

ii) to have had direct access to all information necessary for the production of the accounting data, without the need for authorizations;

iii) to have been involved in internal information flows for accounting and sustainability purposes and to have approved all of the relative company procedures.

Therefore, the Board of Statutory Auditors expresses an opinion of adequacy in terms of the process for the formation of the financial and sustainability disclosure and do not raise any issues to be submitted to the Shareholders' Meeting. It should be noted that during FY2024 and in view of the approval of the Group's first Sustainability Statement, MAIRE concluded the assessment activities initiated and aimed at verifying the compliance of the Company's governance with CSRD requirements, providing, among other matters:

- to the adoption, of a new "*Procedure for the Preparation of MAIRE Group Sustainability Statement*" in order to establish the roles, responsibilities and methods for managing and controlling the preparation of the MAIRE Group's Sustainability Statement;
- the approval by the Board of Directors of the "Double Materiality Matrix" of the Group. The Matrix identifies the impacts, risks and opportunities that serve as the foundation for the Group's long-term sustainability strategies and, consequently, the MAIRE Group's Sustainability Statement.
- the updating of the "*Internal Control Model on Sustainability Reporting of the MAIRE Group*", which is integrated into the model for the verifications required by Law 262/02, for the purpose of preparing the Company's financial reports and based on the same methodological components, in order to ensure an integrated approach to risk management and the internal control of financial and sustainability disclosure;

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- the updating of MAIRE's "*EU Taxonomy Compliance Assessment and Disclosure*" procedure in order to define the process steps, roles and responsibilities regarding the assessment/disclosure of MAIRE Group's compliance with the requirements of the "EU Taxonomy", established by EU Regulation 2020/852 and subsequent supplements; and
- the assignment of new responsibilities to the Executive Officer for Financial Reporting in relation to sustainability reporting, in line with the regulatory provisions mentioned above. Key functions include overseeing the internal control model for sustainability reporting, with a focus on the quality, completeness and compliance of the data reported in the Sustainability Statement.

The Board of Statutory Auditors has, therefore, constantly monitored the process of the Company's compliance with the aforementioned regulatory framework, verifying the existence of adequate rules and processes to oversee the process of collection, formation and representation of Sustainability Reporting and their implementation.

Opinions on the remuneration of the directors, general manager, senior executives, and group internal Audit manager and further opinions requested of the Board of Statutory Auditors

The Board of Statutory Auditors in 2024 expressed its opinion as required by Article 2389, paragraph 3, of the Civil Code concerning the proposals for the remuneration of senior executives, as well as further opinions in accordance with current regulations.

In particular, on March 4, 2024, the Board expressed favorable opinions regarding:

- the proposed final figures for 2023 for the compensation plans for the Chief Executive Officer and General Manager of the Company;
- the proposal to adopt the "*2024-2026 Long-Term Incentive Plan for the MAIRE Group*" (Third Cycle) defined within the scope of the "*Long-Term Incentive Plan in 3-year cycles (2022-2024, 2023-2025, 2024-2026*") ("**Three-Year LTI Plan**") established, *inter alia*, for the Chief Executive Officer and General Manager. This proposal, made pursuant to Article 114-*bis* of the CFA, was approved by the MAIRE Shareholders' Meeting held on April 17, 2024, and
- the proposal to adopt the "*Restricted and Matching Shares Plan intended for the Chief Executive Officer and General Manager of MAIRE S.p.A.".* This proposal, made

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Board of Statutory Auditors

pursuant to Article 114-*bis* of the CFA, was approved by the MAIRE Shareholders' Meeting held on April 17, 2024.

On April 23, 2024, the Board of Statutory Auditors expressed favorable opinions regarding:

- the proposal of the summation of the "*Maire Tecnimont Group's 2021-2023 Long-Term Incentive Plan*" for, among other matters, the Chief Executive Officer and General Manager.

On May 29, 2024, the Board of Statutory Auditors expressed favorable opinions regarding:

- the proposal to assign to the Chief Executive Officer and General Manager, Mr. Alessandro Bernini, the objectives for the year 2024 ("**MBO 2024**"), as part of the MBO Plan defined for the three-year period 2022-2024.
- the proposed allocation to the Chairperson of the Board of Directors and the Chief Executive Officer and General Manager of the Company, as Directors with "special offices", the shares related to the First Cycle (2023) of the "*2023-2025 General Share Plan for the Maire Tecnimont Group*" ("**2023-2025 GSP**") and the commencement of the Second Cycle (2024) of this Plan.

On July 31, 2024, the Board of Statutory Auditors expressed favorable opinions regarding:

- the proposal to implement the *2024-2026 MAIRE Group Long-Term Incentive Plan*, as it is intended for, among others, the Chief Executive Officer and General Manager Mr. Alessandro Bernini, and in particular on the proposal to assign Rights to the Chief Executive Officer and General Manager and related payout opportunity, and
- the proposal to implement the "*Restricted and Matching Shares Plan intended for the Chief Executive Officer and General Manager of MAIRE S.p.A.*"

On December 19, 2024, the Board of Statutory Auditors expressed favorable opinions regarding:

- the proposed amendments and additions to the Regulations of *MAIRE's "2020-2024 Long-Term Investment Plan, based on financial instruments of the subsidiary NextChem Tech S.p.A.*" intended for, among others, the Chief Executive Officer and General Manager of MAIRE, approved by the Shareholders' Meeting of April 30, 2020 in order to maintain the contents of that Plan unchanged in light of the repositioning of the company issuing the Warrants (i.e., NextChem Tech S.p.A.) within the Group's scope, which is now under the direct control of NextChem S.p.A. (and no longer MAIRE S.p.A.).

For the sake of full disclosure, the Board of Statutory Auditors also expressed favorable opinions on March 3, 2025, concerning:

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- the proposed final amounts of existing compensation plans allocated to MAIRE's Chief Executive Officer and General Manager;
- the proposal of compensation, pursuant to Article 2389, paragraph 3, to the Chairperson of the Board of Directors of MAIRE, as part of the 2025 Remuneration Policy; to be submitted to the Company's Shareholders' Meeting for approval;
- the proposal of compensation, pursuant to Article 2389, paragraph 3, to the Chief Executive Officer of MAIRE, part of the 2025 Remuneration Policy, to be submitted to the Company's Shareholders' Meeting for approval;
- the proposal of the new 2025-2027 MBO Plan intended for, among others, the Chief Executive Officer of MAIRE, as part of the 2025 Remuneration Policy, to be submitted to the Company's Shareholders' Meeting for approval;
- the proposal of the New Long-Term Incentive Plan consisting of 3 three-year plans (2025-2027, 2026-2028, and 2027-2029) intended for, among others, the Chief Executive Officer, as part of the 2025 Remuneration Policy ,to be submitted to the Company's Shareholders' Meeting for approval;
- the proposal of the "2025-2027 Long-Term Incentive Plan" (First Cycle of the new Plan) intended for, among others, the Chief Executive Officer of MAIRE, as described in the relevant Disclosure Document for the Company's Shareholders' Meeting.

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Board of Statutory Auditors

Further opinions and proposals

The Board of Statutory Auditors also expressed the following additional opinions and proposals during FY2024:

- on February 12, 2024, it provided, in accordance with Legislative Decree No. 39/2010 Regulation (EU) No. 537/2014, its reasoned proposal for the early appointment of MAIRE's Independent Audit Firm for the fiscal years 2025-2033, which was subsequently submitted to the Company's Shareholders' Meeting on April 17, 2024[2];
- on June 14, 2024, issued, in accordance with Article 19, paragraph 1, letter d) of Legislative Decree No. 39/2010 and Article 5, paragraph 4 of EU Regulation No. 537/2014, its favorable opinion on the proposal to supplement the fees of the engagement for the "*Limited audit of the consolidated non-financial statement for the years 2017 to 2024*" awarded to PWC on February 19, 2018, with reference to the 2023 consolidated non-financial statement for FY 2023 of the MAIRE Group;
- on September 17, 2024, issued, pursuant to Article 18 of Legislative Decree No. 125/2024, Article 19, paragraph 1, letter d) of Legislative Decree No. 39/2010 and Article 5, paragraph 4 of EU Regulation No. 537/2014, its favorable opinion on the proposed integration and amendment of the terms of the engagement for the "*Limited audit of the consolidated non-financial statement for the years 2017 to 2024*" awarded to PWC on February 19, 2018 , concerning the statement on the sustainability statement that the Company was required to prepare, starting from the financial year 2024, according to the new ESRS standards under the aforementioned Legislative Decree No. 2022/2464 transposing the European Directive No. 2022/2464 (so-called "CSRD");

[2]The approval of the financial statements for the year ended December 31, 2024 concludes the audit assignment conferred to the company PricewaterhouseCoopers S.p.A. by the Ordinary Shareholders' Meeting of December 15, 2015 for the 2016-2024 period.
It is recalled also taking into account the size and complexity of MAIRE and its subsidiaries, following the now consolidated practice by major listed companies and in accordance with the "Guidelines for the Selection and Appointment of the Independent Audit Firm of Maire S.p.A." adopted by the Company ("**MAIRE Guidelines**"), MAIRE, in agreement with the Board of Statutory Auditors, deemed it appropriate to commence the process for the selection of the new Independent Audit Firm for the financial years 2025-2033.
As a result of this selection process, which was initiated by the Board of Statutory Auditors during the 2023 fiscal year and concluded on February 12, 2024, the Board of Statutory Auditors formulated its reasoned proposal to the Shareholders' Meeting of MAIRE - pursuant to Article 16, paragraph 2, of Legislative Decree No. 39/2010 and Regulation (EU) No. 537/2014 as well as Article 13, paragraph 1, of Legislative Decree No. 39/2010 - for the early appointment of the Independent Audit Firmfor the 2025-2033 fiscal years.
Therefore, the Shareholders' Meeting of MAIRE held on April 17, 2024, upon the reasoned proposal of the Board, resolved, among other things, to confer in advance the appointment of MAIRE's Independent Audit Firm firm Deloitte & Touche S.p.A. for the financial years 2025-2033, determining the corresponding fee pursuant to Legislative Decree No. 39/2010.
For more details, please refer to the Board of Directors' Illustrative Report and the Board of Statutory Auditors' reasoned proposal for the engagement of the Company's Independent Audit Firmfor the period 2025-2033 and the determination of the relevant fee pursuant to Legislative Decree No. 39/2010, which are available on MAIRE's website **www.groupmaire.com**.

- on October 23, 2024, issued its favorable opinion on the appointment of the Company's new Executive Officer for financial reporting and the confirmation of the Executive Officer for financial reporting responsibilities as well as the responsibilities for sustainability reporting; on December 19, 2024, the Board of Statutory Auditors approved its favorable opinion on the proposed compensation of the new Executive Officer for financial reporting, also in light of the new responsibilities for sustainability reporting.

For completeness, it should also be noted that the Board of Statutory Auditors, on February 24, 2025, issued the following reasoned proposals to the Company's Shareholders' Meeting:

- reasoned proposal regarding the integration of PricewaterhouseCoopers S.p.A.'s compensation in relation to the legally-required audit for the year 2023, and
- reasoned proposal for awarding the task of certifying the compliance of sustainability reporting for fiscal years 2025-2027 and determination of the fee.

Declarations of the Board of Statutory Auditors

With reference to the update and amendment, in terms of increasing the maximum nominal amount, of the three-year "Euro Commercial Paper" program (the "**ECP Program**") established on December 23, 2021 and its renewal for an additional three years, approved by the Board of Directors on November 25, 2024, the Board, on the same date, certified that, pursuant to the fifth paragraph of Article 2412 of the Civil Code, the limit on the total amount of bonds issuable, provided for in the first paragraph of the same Article, equal to twice the share capital, the legal reserve and the available reserves resulting from the last approved financial statements, did not apply to the case at hand, this in view of the fact that the so-called "Notes" of the ECP Program, as renewed and amended, are intended - even upon resale - only for qualifying investors.

Supervision in accordance with Legislative Decree No. 39/2010 - verification of the independence of the Independent Audit Firm and Sustainability Auditor

We also supervised the legally-required audit of the separate financial statements and the consolidated financial statements, the statement of compliance of the consolidated financial statements, and the independence of PricewaterhouseCoopers (MAIRE's Independent Audit Firm and Sustainability Auditor), with particular attention to any non-audit services provided and the results of the legally-required audit.

Board of Statutory Auditors

With regards to the independence of PWC, the Board of Statutory Auditors was informed in a timely manner on the other services assigned.

In 2024, the independent audit firm carried out the following activities on behalf of the Group:

Type of service	Provider	Company	2024 Fees (Euro thousands)
Audit	PricewaterhouseCoopers S.p.A.	Parent Company MAIRE	346
Audit	PricewaterhouseCoopers S.p.A.	MAIRE Group	2,222
Audit	PricewaterhouseCoopers S.p.A. Network	MAIRE Group	441
Certification services (*)	PricewaterhouseCoopers S.p.A.	Parent Company MAIRE	4
Certification services (*)	PricewaterhouseCoopers S.p.A.	MAIRE Group	70
Other services (**)	PricewaterhouseCoopers S.p.A.	Parent Company MAIRE	276
Other services (**)	PricewaterhouseCoopers S.p.A.	MAIRE Group	259
Other services (**)	Pricewaterhousecoopers Network	Parent Company MAIRE	21
Other services (**)	Pricewaterhousecoopers Network	MAIRE Group	1

The fees do not include VAT, expenses and any Consob oversight contribution repayments.

(*) Certification services include the signing of tax declarations.

(**) Other services of the parent company MAIRE include the fee for the issuance of the statement on the compliance of the consolidated sustainability reporting prepared in accordance with Legislative Decree No. 125/2024 in implementation of the CSRD directive, for limited assurance activities on the performance statements of Key Performance Indicators (KPIS) against the Sustainability Performance Targets defined in the Sustainability-Linked Bond Framework, and for analyze activity on the reporting of some ESG parameters required by the ESG Linked Schuldschein Loan of MAIRE subsequently repaid in 2024.

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Other services for the Group include audit work in connection with the tax credit for the research and development expenses for some Italian subsidiaries and an activity to assess the reporting of costs of a Branch and in relation to a project financed.

The Board of Statutory Auditors reports to have previously evaluated and authorized the fees and that the other services assigned do not affect its independence and are in accordance with current regulations.

It should also be noted that, since PWC (the company appointed to carry out the legally-required audit of MAIRE as well as the limited assurance on the consolidated sustainability statement of the Company), provided services other than the statutory audit to the Company and the Group during the three financial years prior to the financial year 2020, as from January 1, 2020, the Company's Board of Statutory Auditors, as Internal Control and Audit Committee, is required - pursuant to the European Union Regulation No. 537/2014 of April 16, 2014 - to monitor the non-audit appointments assigned to the Independent Audit Firm not only for the issue of the prior authorizations for which it is responsible, but also in order to verify that the fees paid for this purpose do not exceed for the financial year 2024 the so-called "70% limit", to be calculated on the average fees paid in the financial years 2021, 2022 and 2023 for the statutory audit activity performed. In order to allow the Board of Statutory Auditors to carry out the checks for which it is responsible, the Company has implemented monitoring of the above fees, in line with the relevant regulations, from which there were no matters to report

PWC on March 21, 2025, issued:

- **as Independent Audit Firm**, the reports required by Articles 14 of Legislative Decree No. 39/2010 and Article 10 of EU Regulation 537/2014, prepared in accordance with the provisions contained in the aforementioned decree, as amended by Legislative Decree No. 135/2016; the reports on the separate financial statements and consolidated financial statements as of December 31, 2024 in which they certify a true and fair view of the financial position of the Company and the Group as of December 31, 2024, the results of operations and cash flows for the year then ended, in accordance with the International Financial Reporting Standards (IFRSs) issued by the International Accounting Standards Board as adopted by the European Union as well as the measures issued in implementation of Article 9 of Legislative Decree No. 38/2005 and Article 43 of Legislative Decree No. 136/2015. In addition, the Directors' Report and certain specific information contained in the Corporate Governance and Ownership Structure Report indicated in Article 123-*bis*, paragraph 4 of the CFA, are

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Board of Statutory Auditors

consistent with the company's separate financial statements and Group consolidated financial statements and are drawn up in accordance with law; The Audit Firm, also, with reference to the possible indication of significant errors in the Directors' Report (Article 14, paragraph 2, letter e) *ter* of Legislative Decree No. 39/2010 stated that there was nothing to report; the aforementioned reports also include the opinion on compliance with the provisions of Delegated Regulation No. 2019/815 (EU) expressed by the Auditor on the preparation of the separate and consolidated financial statements;

- the Additional Report as per Article 11 of Regulation EC 537/2014, which did not indicate any significant deficiencies within the internal control and risk management system with regards to the financial disclosure process, with the statement as per Article 6 of Regulation EC 537/2014 annexed, which did not indicate any situations which may compromise the independence of the auditor;
- **as Sustainability Auditor**, the statement of compliance of the Sustainability Statement with the relevant regulations; in this attestation, the Appointed Auditor concluded that no matters arose that would suggest that the Group's Sustainability Statement for the year 2024, as part of the Directors' Report, has not been prepared, in all significant aspects, in accordance with the requirements of Legislative Decree No. 125/2024 and the ESRS.

In compliance with Article 19, paragraph 1 of Legislative Decree No. 39/2010, we monitored the work carried out by the independent audit firm, with reference to the audit strategy and plan, shared the main "key audit matters" and the approach to related business risks and received continuous updates on the audit activity and results.

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The Board of Statutory Auditors report that:

- the consolidated financial statements at December 31, 2024 report revenues of Euro 5,900,038 thousand, EBITDA of Euro 386,364 thousand and net income of Euro 212,403 thousand;
- the MAIRE Group Adjusted Net Financial Position at December 31, 2024, was a cash position of Euro 375,135 thousand;
- The parent company MAIRE reports net income of Euro 153,947,060.

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Board of Statutory Auditors' annual self-assessment

In accordance with the "*Conduct rules for Boards of Statutory Auditors of listed companies*" of the Italian Accounting Profession (*Consiglio Nazionale dei Dottori Commercialisti e degli Esperti Contabili*) ("**Conduct Rules**"), which established that Boards of Statutory Auditors are required to carry out, following appointment and subsequently on an annual basis, an assessment of its functioning with regards to the overall planning of its activities, the suitability of its members, the adequate composition of the Board in terms of the requirements of professionalism, competence, good-standing and independence, as well as on the adequacy of the time and resources available with respect to the complexity of the assignment (the "**Self-Assessment**"), we inform that for the year 2024, the last year of the mandate, the Board of Statutory Auditors considered it appropriate to utilize an external expert in "board effectiveness".

The Self-Assessment was carried out in line with the most advanced corporate governance methodology and with the Conduct Rules and the guidance contained in the document "*The Self-Assessment of the Board of Statutory Auditors*," published by the CNCEC in May 2019 and referred to in the Conduct Rules.

The process was completed in the second half of February 2025, and the results of the activity, summarized in a special report, were presented and discussed at the February 24, 2025 Board meeting, and the summary report was shared with the Board of Directors' meeting of February 25, 2025.

The Self-Assessment process and its results are specifically set forth in the Company's 2024 Corporate Governance Report pursuant to Article 123-*bis* of the CFA made available to the public within the legal terms on MAIRE's website (www.groupmaire.com) and in the manners required by current regulations.

It should be noted that the Board of Statutory Auditors, taking into account the imminent expiration of its term at the Shareholders' Meeting to approve the financial statements for the year 2024, at its meeting of February 24, 2025 deemed it appropriate, in view of its renewal, to define new guidelines on the optimal quantitative and qualitative composition of MAIRE's Board, identifying, for this purpose, the managerial and professional profiles and skills deemed necessary, also in light of the Company's industry profile, considering the diversity criteria in its composition (the "**Guidelines for the Composition of the New BSA**"). The Board, in making these assessments, also took into account the results of the Self-Assessment. The Guidelines for the Composition of the New BSA were therefore shared with the Board of Directors' meeting of February 25, 2025 so that the Board of Directors could

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Board of Statutory Auditors

integrate them in the illustrative report to be made available to the Company's Shareholders in view of the aforementioned renewal.
The Guidelines for the Composition of the new BSA were, therefore, included in the illustrative report of the Board of Directors to the Shareholders' Meeting to be held on first and second call, respectively, on April 14 and 15, 2025, prepared in accordance with Article 125-*ter* of the CFA and relating to the appointment of the Board of Statutory Auditors, made available to the public on the Company's website (www.groupmaire.com, Section "Governance" - "Shareholders' Meeting Documents") and in the manner provided for in the applicable regulations.

Meetings of the Board of Statutory Auditors, of the Board of Directors and of the Board Committees

During the year 2024:

- 35 meetings of the Board of Statutory Auditors were held (of which 9 were held jointly with the Control, Risks and Sustainability Committee regarding items of common discussion);
- the Board of Directors held 14 meetings,
- in addition, the Control, Risks and Sustainability Committee met 14 times, the Remuneration Committee met 9 times and the Related Parties Transactions Committee met 14 times.

The Board of Statutory Auditors attended all meetings of the Board of Directors and of the Internal Committees.
The Board of Statutory Auditors also attended the Shareholders' Meeting of April 17, 2024 and the Extraordinary Shareholders' Meeting of December 19, 2024, overseeing, with reference only to the Shareholders' Meeting of April 17, 2024, the proper conduct thereof in compliance with Article 106 of the so-called "Cura Italia Decree".
In addition, during the year 2025:

- 9 meetings of the Board of Statutory Auditors were held (of which 3 were held jointly with the Control, Risks and Sustainability Committee regarding items of common discussion);
- the Board of Directors held 3 meetings,
- in addition, the Control, Risks and Sustainability Committee met 3 times, the Remuneration Committee met 4 times and the Related Parties Transactions Committee met 2 times.

The Board of Statutory Auditors attended all meetings of the Board of Directors and of the Internal Committees.

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The Board of Statutory Auditors highlights that, during 2024, it continued to monitor the development of the relevant regulatory framework, measures and recommendations issued by the relevant authorities.
In particular, in carrying out its supervisory activities, the Board has taken into account the contents of the Public Statement published by ESMA on October 24, 2024, as referred to by Consob. No issues have emerged in this regard that require reporting to the Company's Shareholders. Significant events subsequent to year-end are presented in the Directors' Report.

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The Chief Executive Officer and the Executive Officer for Financial Reporting issued on March 4, 2025, the declarations as per Article 154-*bis* of the CFA, paragraph 5-*bis* on financial reporting, declaring the adequacy and effective application of the accounting and administrative procedures for the drawing up of the financial statements and the consolidated financial statements and that the separate and consolidated financial statements for the year ended December 31, 2024, were prepared in compliance with the international accounting standards applicable and recognized by the European Union in accordance with Regulation (EC) No. 1606/2002 of the European Parliament and Council of July 19, 2002, correspond to the accounting records and provide a true and fair view of the equity, earnings and financial situation of the Company and of the Group.
The Chief Executive Officer and the Executive Officer for Financial Reporting also issued, on March 4, 2025, the statement pursuant to Article 154-*bis* of the CFA, paragraph 5-*ter* on the sustainability statement, certifying that the Group's Sustainability Statement referring to fiscal year 2024, included in the Directors' Report, was prepared in accordance with the reporting standards applied pursuant to Directive 2013/34/EU of the European Parliament and of the Council of June 26, 2013, and Legislative Decree No. 125 of September 6, 2024, as well as with the specifications adopted under Article 8, paragraph 4 of Regulation (EU) 2020/852 of the European Parliament and of the Council of June 18, 2020[3].

[3] The declaration provided on March 4, 2025 complies with the model proposed by Consob in the document then subject to the public consultation launched on December 13, 2024 in order to amend Regulation No. 11971/1999 (Issuers' Regulation), on corporate sustainability reporting, as substantially confirmed by Consob, at the outcome of the above consultation, with resolution No. 23463 of March 12, 2025.

Board of Statutory Auditors

The Board of Statutory Auditors considers the information provided by the Board of Directors in its reports as complete and adequate, also with regards to the risks, uncertainties and disputes to which the company and the Group are exposed.

The Board of Statutory Auditors, to the extent of its remit, has examined these events, with a particular emphasis on their impact on the Group's operations and its financial performance and standing. At present, and based on the documentation available, no material factors or critical issues have emerged that require reporting by the Board of Statutory Auditors.

The Board of Statutory Auditors, on the basis of the supervisory activities carried out, considering also the reports prepared by the Independent Audit Firm, expresses a favorable opinion on the approval of the Financial Statements as of December 31, 2024 and agrees with the proposals submitted by the Board of Directors to allocate the net income for the year amounting to Euro 153,947,060.25 as follows:

- to allocate to the shareholders a unitary dividend of Euro 0.356, before withholding taxes, for each of the 328,454,282 ordinary shares outstanding and entitled to a dividend, and thus a total of Euro 116,929,724.39, and
- to allocate the remaining Euro 37,017,335.86 to "Retained Earnings".

Milan, March 21, 2025

Signed by

Mr. Francesco Fallacara (Chairperson)

Mr. Andrea Bonelli

Ms. Marilena Cederna

***This Report has been translated into English from Italian original solely for the convenience of international readers*.**

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Independent auditor's report

in accordance with article 14 of Legislative Decree No. 39 of 27 January 2010 and article 10 of Regulation (EU) No. 537/2014

To the shareholders of Maire SpA

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Maire Group (the Group), which comprise the consolidated statement of financial position as of 31 December 2024, the consolidated income statement, statement of comprehensive income, consolidated statement of changes in equity, consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the financial position of the Group as of 31 December 2024, and of the result of its operations and cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and adopted by the European Union, as well as with the regulations issued to implement article 9 of Legislative Decree No. 38/05.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of this report. We are independent of Maire SpA pursuant to the regulations and standards on ethics and independence applicable to audits of financial statements under Italian law. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

PricewaterhouseCoopers SpA

Sede legale: **Milano** 20145 Piazza Tre Torri 2 Tel. 02 77851 Fax 02 7785240 Capitale Sociale Euro 6.890.000,00 i.v. C.F. e P.IVA e Reg. Imprese Milano Monza Brianza Lodi 12979880155 Iscritta al n° 119644 del Registro dei Revisori Legali - Altri Uffici: **Ancona** 60131 Via Sandro Totti 1 Tel. 071 2132311 - **Bari** 70122 Via Abate Gimma 72 Tel. 080 5640211 - **Bergamo** 24121 Largo Belotti 5 Tel. 035 229691 - **Bologna** 40124 Via Luigi Carlo Farini 12 Tel. 051 6186211 - **Brescia** 25121 Viale Duca d'Aosta 28 Tel. 030 3697501 - **Catania** 95129 Corso Italia 302 Tel. 095 7532311 - **Firenze** 50121 Viale Gramsci 15 Tel. 055 2482811 - **Genova** 16121 Piazza Piccapietra 9 Tel. 010 29041 - **Napoli** 80121 Via dei Mille 16 Tel. 081 36181 - **Padova** 35138 Via Vicenza 4 Tel. 049 873481 - **Palermo** 90141 Via Marchese Ugo 60 Tel. 091 349737 - **Parma** 43121 Viale Tanara 20/A Tel. 0521 275911 - **Pescara** 65127 Piazza Ettore Troilo 8 Tel. 085 4545711 - **Roma** 00154 Largo Fochetti 29 Tel. 06 570251 - **Torino** 10122 Corso Palestro 10 Tel. 011 556771 - **Trento** 38122 Viale della Costituzione 33 Tel. 0461 237004 - **Treviso** 31100 Viale Felissent 90 Tel. 0422 696911 - **Trieste** 34125 Via Cesare Battisti 18 Tel. 040 3480781 - **Udine** 33100 Via Poscolle 43 Tel. 0432 25789 - **Varese** 21100 Via Albuzzi 43 Tel. 0332 285039 - **Verona** 37135 Via Francia 21/C Tel. 045 8263001 - **Vicenza** 36100 Piazza Pontelandolfo 9 Tel. 0444 393311

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Key Audit Matters	*Auditing procedures performed in response to key audit matters*
Measurement of revenues and contractual assets and liabilities *Note 26 to the consolidated financial statements "Explanatory notes as of 31 December 2024" (paragraphs "Contractual assets and liabilities" and "Use of estimates"), note 27.1 to the consolidated financial statements "Revenues", note 28.11 to the consolidated financial statements "Contractual assets", note 28.32 to the consolidated financial statements "Client advance payments", note 28.33 to the consolidated financial statements "Contractual liabilities" and note 2 of the Director's report "Key Events in the year"* Revenues of Maire Group are generated from engineering and construction services in the following fields: - Integrated E&C Solutions - Sustainable Technology Solutions Revenues generated during 2024 totalled Euro 5.861 million and refer for 93,9 per cent to the Integrated E&C Solutions business and for the remainder to the Sustainable Technology Solutions business. The caption "Contract Assets", amounting to Euro 2.560 million, and the caption "Contractual liabilities", amounting to Euro 397 million are, respectively the net positive or negative amount resulting, for each individual contract, from the difference between progressive production and invoicing on account relating to the advancement of works. Recognition of contract revenues takes place over the length of each project based on the fulfilment of the performance obligation determined based on the percentage of completion. The percentage of completion of each project is measured on the basis of the contract costs incurred to the reporting date as a percentage of the total costs incurred or to be incurred to	We understood and evaluated the internal control relevant to this financial statements area, paying special attention to the budgeting process, to the process of identification of loss-making contracts and the recognition of additional payments relating to changes to contracts, and we analysed the design and the effectiveness of certain manual and automated relevant controls. We selected a sample of construction contracts based on quantitative and qualitative elements that include: - significant revenues accounted for in the reporting period; - loss-making contracts; - Significance of contract assets/liabilities - suspended contacts or in the "termination" phase; - existence of claims for additional payments and significant changes to contracts. We carried out the following main auditing procedures: - reconciliation of revenues to the contractual agreements with the

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Auditors' Report on the Consolidated Financial Statements

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Key Audit Matters	*Auditing procedures performed in response to key audit matters*
complete the project. Contractual payments, in additional to the base consideration agreed in the contract, include additional payments related to claims for additional costs incurred and/or to be incurred for unforeseeable reasons or events attributable to the client, changes to contracts following additional works performed and/or to be performed or changes to works not formalised in additional documents. The determination of the additional payments is subject by nature to a degree of uncertainty in terms of both the amounts that will be agreed to by clients and of the timing of collection, which usually depend on the outcome of negotiations between the parties or on decisions by courts or arbitrators. Once the enforceable right has been identified, in order to recognise claims and amounts of additional payments, to adjust the transaction price as a result of the additional payments, it is necessary to define whether it is considered highly probable that the related revenues will not be reversed in future. For the purpose of the above assessment the Group considers all relevant aspects and circumstances, including the terms of the underlying contract, commercial and negotiation practice in the industry and other supporting evidence, including technical/legal evaluations, also considering the documents generated by third parties (board of arbitrators, dispute adjudication board, etc.). We paid special attention to this financial statements area because of aspects that can make the measurement process difficult, such as the technical complexity of projects, the scope and duration of construction work, the existence of additional payments, changes to contracts and price revisions.	counterparty; - reconciliation of costs resulting from the management accounts to the amounts resulting from the general ledger; - verification, on test basis, of the actual costs of a contract for the period by obtaining documentary evidence from third parties (invoices, contracts, transport documents); - recalculation of the percentage of completion of the contract using the cost-to-cost method; - analysis of the technical and legal opinions, prepared by professionals assisting the Group in ongoing litigations, in order to verify the assessment of the recognition and recoverability of any additional compensation claims. For the examination of total contract costs and additional payments recognised in relation to claims for changes to contracts we used also the support of technical-engineering experts belonging to the PwC network. For the sample of contracts selected, they supported us in: - analyses of total contract costs, on a test basis, by meeting the project managers to assess the reasonableness of the amount booked; - investigation of the key variances from the total costs included in the previous budget for the same contract; - carrying out analysis of reasonableness and adherence to company procedures, as well as in checking the documentation supporting the assessments made by the Group regarding the additional compensation not yet formally approved accounted for in the financial statements;

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Key Audit Matters	*Auditing procedures performed in response to key audit matters*
	- verify the enforceable rights to pretend additional payments on the basis of contracts prescriptions; - performing site visit of the construction site development for a sample of projects. We verified the completeness and accuracy of disclosures in the notes to the consolidated financial statements.
Assessment of the recoverability of the carrying amount of goodwill *Note 26 to the consolidated financial statements "Explanatory notes as of 31 December 2024" (paragraphs "Goodwill" and "Use of estimates") and note 28.2 to the consolidated financial statements "Goodwill".* The consolidated financial statements of Maire Group as of 31 December 2024 include goodwill for Euro 368,1 million, of which 302,7 million Euros relates to the Cash Generating Unit (hereinafter "CGU") Integrated E&C Solutions, and the remaining 65,4 million Euros relates to the CGU Sustainable Technology Solutions. The CGUs have been determined using similar criteria to the previous year and in line with the representation of the operating segments. The recoverability of goodwill is verified at least once a year even if impairment indicators are not present based on IAS 36 "Impairment of Assets". The recoverable amounts of the CGUs to which goodwill amounts have been allocated is verified through the calculation of value in use, which is the present value of the estimated future cash flows determined using a discount rate that reflects the risks specific to each CGU at the measurement date. The analysis of the recoverability of the goodwill and the other tangible and intangible fixed assets was undertaken in conjunction with an independent expert, utilizing the cash flows based	We obtained a comprehension of the methodology adopted by the Company in the preparation of the impairment test, which was approved by the Company's Board of Directors on 25 February 2025. We carried out auditing procedures, on a test basis, on the amounts included in the budget 2025 and the business plan for the period 2025-2035 in order to verify the reasonableness of the inputs with particular reference to estimated future revenues and cash flows. In detail, our activities involved obtaining adequate information to understand the make-up of estimated future revenues included in the plan. In order to assess the reliability of the forecasts we also performed a comparison of the actual revenues reported for the year 2024 with the forecast for the same year included in the previous business plan (2024-2033). We verified the criteria for identifying new CGUs in line with the Group's structure and we conducted a consistency analysis of the flows used for the evaluation with the data contained in the 2025-2034 industrial and financial plan and verified the reasonableness of the methodology used for the determination of the Terminal Value. We also verified the mathematical accuracy of

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Auditors' Report on the Consolidated Financial Statements

Key Audit Matters	*Auditing procedures performed in response to key audit matters*
on the 2025 Budget and the 2025-2034 Business Plan approved by the Board of Directors on 4 March 2025. For the calculation of the recoverable value, the income streams refer to the business planning period, as well as a Terminal Value; specifically, for the Sustainable Technology Solutions CGU with greater engagement in the activities related to the energy transition, the explicit period of 10 years was considered, while for the Integrated E&C Solutions CGU the explicit period of 5 years was considered. Relating to the estimate of the Terminal Value, the last year of the cash flows was not taken as an expression of the "normalized" cash flow, but rather the average margin of the Plan future cash flows of the explicit 5-year plan for the Integrated E&C Solutions CGU's and of the last 5 years for the 10-year plan of the Sustainable Technology Solutions CGUs were considered. For both CGUs, the recoverable value as presented above is higher than the net carrying amount of the Net Capital Employed of the CGU's. The Group also performed a sensitivity analysis based on changes to the discount rate, growth rate and EBITDA for each explicit years of the plan and on the Terminal Value. The results of these sensitivity analyses did not highlight any impacts on the values recorded by the CGU's. The valuation of goodwill was considered a key audit matter because of both the magnitude of the balance and the complexity of the process of estimating the recoverable amount of goodwill, this being based on assumptions affected by economic and market conditions that are subject to uncertainties, referred in particular to the calculation of prospective cash flows and of the discount rate.	the key figures included in the impairment test, the adequacy of the discount and growth rates used and their consistency with the methodology approved by the Company's Board of Directors. Finally, we verified the sensitivity analysis performed by the Group. Those activities were performed also with the help of experts in valuation models belonging to the PwC network. We verified the completeness and accuracy of disclosures in the notes to the consolidated financial statements.

Responsibilities of the Directors and the Board of Statutory Auditors for the Consolidated Financial Statements

The directors are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and adopted by the European Union, as well as with the regulations issued to implement article 9 of Legislative Decree No. 38/05 and, in the terms prescribed by law, for such internal control as they determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

The directors are responsible for assessing the Group's ability to continue as a going concern and, in preparing the consolidated financial statements, for the appropriate application of the going concern basis of accounting, and for disclosing matters related to going concern. In preparing the consolidated financial statements, the directors use the going concern basis of accounting unless they either intend to liquidate Maire SpA or to cease operations, or have no realistic alternative but to do so.

The board of statutory auditors is responsible for overseeing, in the terms prescribed by law, the Group's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (ISA Italia) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the consolidated financial statements.

As part of our audit conducted in accordance with International Standards on Auditing (ISA Italia), we exercised professional judgement and maintained professional scepticism throughout the audit. Furthermore:

- We identified and assessed the risks of material misstatement of the consolidated financial statements, whether due to fraud or error; we designed and performed audit procedures responsive to those risks; we obtained audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- We obtained an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control;
- We evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors;
- We concluded on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the

Auditors' Report on the Consolidated Financial Statements

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consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern;

- We evaluated the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- We obtained sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion on the consolidated financial statements.

We communicated with those charged with governance, identified at an appropriate level as required by ISA Italia regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identified during our audit.

We also provided those charged with governance with a statement that we complied with the regulations and standards on ethics and independence applicable under Italian law and communicated with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate the related risks, or safeguards applied.

From the matters communicated with those charged with governance, we determined those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We described these matters in our auditor's report.

Additional Disclosures required by Article 10 of Regulation (EU) No. 537/2014

On 15 December 2015, the shareholders of Maire Tecnimont SpA in general meeting engaged us to perform the statutory audit of the Company's and the consolidated financial statements for the years ending 31 December 2016 to 31 December 2024.

We declare that we did not provide any prohibited non-audit services referred to in article 5, paragraph 1, of Regulation (EU) No. 537/2014 and that we remained independent of the Company in conducting the statutory audit.

We confirm that the opinion on the consolidated financial statements expressed in this report is consistent with the additional report to the board of statutory auditors, in its capacity as audit committee, prepared pursuant to article 11 of the aforementioned Regulation.

Report on Compliance with other Laws and Regulations

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Opinion on compliance with the provisions of Commission Delegated Regulation (EU) 2019/815

The directors of Maire SpA are responsible for the application of the provisions of Commission Delegated Regulation (EU) 2019/815 concerning regulatory technical standards on the specification of a single electronic reporting format (ESEF - European Single Electronic Format) (hereinafter, the "Commission Delegated Regulation") to the consolidated financial statements as of 31 December 2024, to be included in the annual report.

We have performed the procedures specified in auditing standard (SA Italia) No. 700B in order to express an opinion on the compliance of the consolidated financial statements with the provisions of the Commission Delegated Regulation.

In our opinion, the consolidated financial statements as of 31 December 2024 have been prepared in XHTML format and have been marked up, in all significant respects, in compliance with the provisions of the Commission Delegated Regulation.

Due to certain technical limitations, some information included in the explanatory notes to the consolidated financial statements when extracted from the XHTML format to an XBRL instance may not be reproduced in an identical manner with respect to the corresponding information presented in the consolidated financial statements in XHTML format.

Opinions and statement in accordance with article 14, paragraph 2, letters e), e-bis) and e-ter) of Legislative Decree No. 39/10 and with article 123-bis, paragraph 4, of Legislative Decree No. 58/98

The directors of Maire SpA are responsible for preparing a report on operations and a report on the corporate governance and ownership structure of Maire group as of 31 December 2024, including their consistency with the relevant consolidated financial statements and their compliance with the law.

We have performed the procedures required under auditing standard (SA Italia) No. 720B in order to:

- express an opinion on the consistency of the report on operations and of the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98, with the consolidated financial statements;
- express an opinion on the compliance with the law of the report on operations, excluding the section on the consolidated sustainability reporting, and of the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98;
- issue a statement on material misstatements, if any, in the report on operations and in the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98.

In our opinion, the report on operations and the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98 are consistent with the consolidated financial statements of Maire group as of 31 December 2024.

Auditors' Report on the Consolidated Financial Statements

Moreover, in our opinion, the report on operations, excluding the section on the consolidated sustainability reporting, and the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98 are prepared in compliance with the law.

With reference to the statement referred to in article 14, paragraph 2, letter e-ter), of Legislative Decree No. 39/10, issued on the basis of our knowledge and understanding of the Company and its environment obtained in the course of the audit, we have nothing to report.

Our opinion on compliance with the law does not extend to the section of the report on operations relating to the consolidated sustainability reporting. The conclusions on the compliance of that section with the rules governing its preparation and on compliance with the disclosure requirements established by article 8 of Regulation (EU) 2020/852 are expressed by ourselves in the report prepared in accordance with article 14-bis of Legislative Decree No. 39/10.

Milan, 21 March 2025

PricewaterhouseCoopers SpA

Signed by

Andrea Brivio
(Partner)

As disclosed by the Directors on page 1, the accompanying consolidated financial statements of Maire *S.p.A. constitute a non-official version which is not compliant with the provisions of the Commission Delegated Regulation (EU) 2019/815. This independent auditor's report has been translated into the English language solely for the convenience of international readers. Accordingly, only the original text in Italian language is authoritative.*

54. Independent Auditors' Report on the Sustainability Statement

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Independent auditor's limited assurance report on the consolidated sustainability report
in accordance with article 14-bis of Legislative Decree No. 39 of 27 January 2010

To the shareholders of Maire SpA

Conclusion

In accordance with articles 8 and 18, paragraph 1, of Legislative Decree No. 125 of 6 September 2024 (hereinafter also the "Decree"), we have undertaken a limited assurance engagement on the consolidated sustainability report of Maire Group (hereinafter also the "Group") for the year ended 31 December 2024 prepared in accordance with article 4 of the Decree, presented in the specific section of the consolidated report on operations.

Based on the procedures performed, nothing has come to our attention that causes us to believe that:

- the consolidated sustainability report of Maire Group for the year ended 31 December 2024 is not prepared, in all material respects, in accordance with the reporting criteria adopted by the European Commission pursuant to Directive (EU) 2013/34/UE (*European Sustainability Reporting Standards*, hereinafter also the "ESRS");
- the information set out in paragraph "EU TAXONOMY: Eligible and aligned activity analysis" of the consolidated sustainability report is not prepared, in all material respects, in accordance with article 8 of Regulation (UE) No. 852 of 18 June 2020 (hereinafter also the "Taxonomy Regulation").

Basis for conclusion

We conducted our limited assurance engagement in accordance with the Standard on Sustainability Assurance Engagements - SSAE (Italia). The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement. Consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed. Our responsibilities under this Standard are further described in the *Auditor's Responsibilities for the Limited Assurance Conclusion on the Consolidated Sustainability Report* section of this report.

We are independent in accordance with the principles of ethics and independence applicable to assurance engagements on consolidated sustainability reporting under Italian law.

Our firm applies International Standard on Quality Management 1 (ISQM Italia 1), which requires the firm to design, implement and operate a system of quality management including policies or procedures regarding compliance with ethical requirements, professional standards and applicable

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Sede legale: **Milano** 20145 Piazza Tre Torri 2 Tel. 02 77851 Fax 02 7785240 Capitale Sociale Euro 6.890.000,00 i.v. C.F. e P.IVA e Reg. Imprese Milano Monza Brianza Lodi 12979880155 Iscritta al n° 119644 del Registro dei Revisori Legali - Altri Uffici: **Ancona** 60131 Via Sandro Totti 1 Tel. 071 2132311 - **Bari** 70122 Via Abate Gimma 72 Tel. 080 5640211 - **Bergamo** 24121 Largo Belotti 5 Tel. 035 229691 - **Bologna** 40124 Via Luigi Carlo Farini 12 Tel. 051 6186211 - **Brescia** 25121 Viale Duca d'Aosta 28 Tel. 030 3697501 - **Catania** 95129 Corso Italia 302 Tel. 095 7532311 - **Firenze** 50121 Viale Gramsci 15 Tel. 055 2482811 - **Genova** 16121 Piazza Piccapietra 9 Tel. 010 29041 - **Napoli** 80121 Via dei Mille 16 Tel. 081 36181 - **Padova** 35138 Via Vicenza 4 Tel. 049 873481 - **Palermo** 90141 Via Marchese Ugo 60 Tel. 091 349737 - **Parma** 43121 Viale Tanara 20/A Tel. 0521 275911 - **Pescara** 65127 Piazza Ettore Troilo 8 Tel. 085 4545711 - **Roma** 00154 Largo Fochetti 29 Tel. 06 570251 - **Torino** 10122 Corso Palestro 10 Tel. 011 556771 - **Trento** 38122 Viale della Costituzione 33 Tel. 0461 237004 - **Treviso** 31100 Viale Felissent 90 Tel. 0422 696911 - **Trieste** 34125 Via Cesare Battisti 18 Tel. 040 3480781 - **Udine** 33100 Via Poscolle 43 Tel. 0432 25789 - **Varese** 21100 Via Albuzzi 43 Tel. 0332 285039 - **Verona** 37135 Via Francia 21/C Tel. 045 8263001 - **Vicenza** 36100 Piazza Pontelandolfo 9 Tel. 0444 393311

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legal and regulatory requirements.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our conclusion.

Other matters - Comparative information

The comparative information presented in the consolidated sustainability report in relation to the year ended 31 December 2023 was not subjected to any assurance procedures.

Responsibilities of the directors and the board of statutory auditors of Maire SpA for the consolidated sustainability report

The directors of Maire SpA are responsible for developing and implementing the procedures adopted to identify the information included in the consolidated sustainability report in accordance with the provisions of the ESRS (hereinafter the "materiality assessment process") and for describing those procedures in the "IRO-1" note of the consolidated sustainability report.

The directors are also responsible for preparing the consolidated sustainability report, which contains the information identified through the materiality assessment process, in accordance with the provisions of article 4 of the Decree, including:

- its compliance with the ESRS;
- its compliance with article 8 of the Taxonomy Regulation of the information set out in paragraph "EU TAXONOMY: Eligible and aligned activity analysis".

That responsibility involves designing, implementing and maintaining, in the terms prescribed by law, such internal control as they determine is necessary to enable the preparation of a consolidated sustainability report in accordance with article 4 of the Decree that is free from material misstatement, whether due to fraud or error. That responsibility also involves selecting and applying appropriate methods for processing the information, as well as developing hypotheses and estimates about specific items of sustainability information that are reasonable in the circumstances.

The board of statutory auditors is responsible for overseeing, in the terms prescribed by law, compliance with the Decree.

Inherent limitations in the preparation of the consolidated sustainability report

For the purpose of reporting forward-looking information in accordance with ESRS, the directors are required to prepare such information on the basis of assumptions, described in the consolidated sustainability report, about future events and possible future actions by the Group. Because of the uncertainty connected with any future event, in terms both of occurrence and of the extent and timing of occurrence, variances between actual results and forward-looking information may be significant.

The disclosure about Scope 3 emissions is subject to greater inherent limitations compared with Scope 1 and 2 emissions, because of the poor availability and relative accuracy of the information used to define both qualitative and quantitative information on Scope 3 emissions related to the value chain.

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Independent Auditors' Report on the Sustainability Statement

Auditor's responsibilities for the limited assurance conclusion on the consolidated sustainability report

Our objectives are to plan and perform procedures to obtain limited assurance about whether the consolidated sustainability report is free from material misstatement, whether due to fraud or error, and to issue a limited assurance report that contains our conclusion. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the decisions of users taken on the basis of the consolidated sustainability report.

As part of our engagement designed to achieve limited assurance in accordance with the Standard on Sustainability Assurance Engagements - SSAE (Italia), we exercised professional judgement and maintained professional scepticism throughout the engagement.

Our responsibilities include:

- Performing risk assessment procedures to identify the disclosures where a material misstatement, whether due to fraud or error, is likely to arise;
- Designing and performing procedures to verify the disclosures where a material misstatement is likely to arise. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- Directing, supervising and performing a limited assurance engagement on the consolidated sustainability report and assuming full responsibility for the conclusion on the consolidated sustainability report.

Summary of the work performed

An engagement designed to obtain limited assurance involves performing procedures to obtain evidence as a basis for our conclusion.
The procedures performed were based on our professional judgement and included inquiries, primarily of personnel of Maire SpA responsible for the preparation of the information presented in the consolidated sustainability report, analyses of documents, recalculations and other procedures designed to obtain evidence considered useful.

We performed the following main procedures:

- we understood the Group's business model and strategies, and the environment in which it operates with reference to sustainability issues;
- we understood the processes underlying the generation, collection and management of the qualitative and quantitative information included in the consolidated sustainability report;
- we understood the process implemented by the Group to identify and assess the material impacts, risks and opportunities, in accordance with the double materiality principle, related to sustainability issues and, based on the information thus obtained, we considered whether any contradictory items emerged that could point to the existence of sustainability issues not considered by the Company in the materiality assessment process;
- we identified the disclosures where a material misstatement is likely to arise;
- we defined and performed procedures, based on our professional judgement, to address the risks of material misstatement identified, including the following:

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- For information gathered at a Group level:
    - a) With reference to the qualitative information included in the consolidated sustainability report, specifically the business model, the policies applied and the key risks, we held interviews and obtained supporting documents to verify their consistency with available evidence;
    - b) With reference to the quantitative information, we performed both analytical procedures and limited sample testing;
- For information gathered at a site level, for the construction sites BOROUGE 4 – UAE (PK 3 – Polyolefins, PK 4 – Utilities & Offsites, PK 5 – Cross-Linkable Polyethylene Xlpe 2), RIJEKA – Croatia (K371 Rijeka Refinery Upgrade Project) and ODISHA – India (PX site, IOCL Paradeep), which we selected on the basis of their activities and their contribution to the metrics of the consolidated sustainability report, we held interviews with Group personnel and obtained documentary evidence about the correct application of the procedures and calculation methods used to determine the metrics;

- we understood the process implemented by the Group to identify the eligible economic activities and to determine whether they are aligned in accordance with the provisions of the Taxonomy Regulation, and we verified the related disclosures in the consolidated sustainability report;
- we reconciled the information reported in the consolidated sustainability report with the information reported in the consolidated financial statements in accordance with the applicable financial reporting framework, or with the accounting information used for the preparation of the consolidated financial statements, or with management accounting information;
- we verified the structure and presentation of disclosures included in the consolidated sustainability report in accordance with the ESRS;
- we obtained management's representation letter.

Milan, 21 March 2025

PricewaterhouseCoopers SpA

Signed by

Andrea Brivio
(Partner)

This report has been translated from the Italian original solely for the convenience of international readers.

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55. Independent Auditors' Report on the Separate Financial Statements

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Independent auditor's report

in accordance with article 14 of Legislative Decree No. 39 of 27 January 2010 and article 10 of Regulation (EU) No. 537/2014

To the shareholders of Maire SpA

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of Maire SpA (the Company), which comprise the statement of financial position as of 31 December 2024, the income statement, statement of comprehensive income, statement of changes in equity, statement of cash flows for the year then ended, and notes to the financial statements, including material accounting policy information.

In our opinion, the financial statements give a true and fair view of the financial position of the Company as of 31 December 2024, and of the result of its operations and cash flows for the year then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and adopted by the European Union, as well as with the regulations issued to implement article 9 of Legislative Decree No. 38/05.

Basis for Opinion

We conducted our audit in accordance with International Standards on Auditing (ISA Italia). Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of this report. We are independent of the Company pursuant to the regulations and standards on ethics and independence applicable to audits of financial statements under Italian law. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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Sede legale: **Milano** 20145 Piazza Tre Torri 2 Tel. 02 77851 Fax 02 7785240 Capitale Sociale Euro 6.890.000,00 i.v. C.F. e P.IVA e Reg. Imprese Milano Monza Brianza Lodi 12979880155 Iscritta al n° 119644 del Registro dei Revisori Legali - Altri Uffici: **Ancona** 60131 Via Sandro Totti 1 Tel. 071 2132311 - **Bari** 70122 Via Abate Gimma 72 Tel. 080 5640211 - **Bergamo** 24121 Largo Belotti 5 Tel. 035 229691 - **Bologna** 40124 Via Luigi Carlo Farini 12 Tel. 051 6186211 - **Brescia** 25121 Viale Duca d'Aosta 28 Tel. 030 3697501 - **Catania** 95129 Corso Italia 302 Tel. 095 7532311 - **Firenze** 50121 Viale Gramsci 15 Tel. 055 2482811 - **Genova** 16121 Piazza Piccapietra 9 Tel. 010 29041 - **Napoli** 80121 Via dei Mille 16 Tel. 081 36181 - **Padova** 35138 Via Vicenza 4 Tel. 049 873481 - **Palermo** 90141 Via Marchese Ugo 60 Tel. 091 349737 - **Parma** 43121 Viale Tanara 20/A Tel. 0521 275911 - **Pescara** 65127 Piazza Ettore Troilo 8 Tel. 085 4545711 - **Roma** 00154 Largo Fochetti 29 Tel. 06 570251 - **Torino** 10122 Corso Palestro 10 Tel. 011 556771 - **Trento** 38122 Viale della Costituzione 33 Tel. 0461 237004 - **Treviso** 31100 Viale Felissent 90 Tel. 0422 696911 - **Trieste** 34125 Via Cesare Battisti 18 Tel. 040 3480781 - **Udine** 33100 Via Poscolle 43 Tel. 0432 25789 - **Varese** 21100 Via Albuzzi 43 Tel. 0332 285039 - **Verona** 37135 Via Francia 21/C Tel. 045 8263001 - **Vicenza** 36100 Piazza Pontelandolfo 9 Tel. 0444 393311

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Key Audit Matters	***Auditing procedures performed in response to key audit matters***
Assessment of the recoverability of the carrying amounts of investments	
Note 40 to the financial statements of "Explanatory notes as of 31 December 2024 - Accounting policies" (paragraphs "Investments" and "Use of estimates") and note 42.4 to the financial statements "Investments in subsidiaries".	
The financial statements of Maire SpA as of 31 December 2024 include four investments in subsidiaries for a total carrying amount of Euro 768,3 million (Tecnimont SpA, KT SpA, Met Development SpA e Nextchem SpA) corresponding to 46 per cent of Total Assets.	We obtained a comprehension of the methodology adopted by the Company in the identification of impairment indicators and in the preparation of the impairment test, if requested. Such methodology was approved by the Company's Board of Directors on 25 February 2025.
Investments in subsidiaries are measured at purchase cost including of direct accessory costs. Where indicators of impairment are present, the recoverability of the carrying amounts of investment is tested by comparing the carrying amount with the recoverable amount.	With reference to those investments for which impairment indicators were identified (Tecnimont SpA, KT SpA e Nextchem SpA) we carried out auditing procedures, on a test basis, on the amounts included in the budget 2025 and business plan for the period 2025-2034 in order to verify the reasonableness of the inputs with particular reference to estimated future revenues and cash flows. In detail, our activities involved obtaining adequate information to understand the make-up of estimated future revenues included in the plan.
For the investment held in Tecnimont SpA, the Company has identified possible impairment indicators, as the book value of the investments was significantly higher than the pro-quota net equity at 31 December 2024, therefore an impairment test has been performed.	
With regard to the investments in KT SpA and Nextchem SpA, an impairment test was carried out essentially as a result of the corporate reorganization transaction carried out during 2024, which saw the demerger of the "know-how and technology" business unit of KT S.p.A. and its transfer to KT Tech SpA, which was subsequently contributed to Nextchem SpA to leverage potential synergies.	In order to assess the reliability of the forecasts we also performed a comparison of the actual revenues reported for the year 2024 with the forecast for the same year included in the previous business plan (2024-2033).
The value configuration used by the Company to determine the recoverable amount of the investments indicated above is value in use, which was obtained considering the operating value, determined by discounting the estimated future	In order to verify the recoverability of the carrying amounts of the above-mentioned investments we analysed the consistency of the cash flows used in the valuation against the amounts included in the business plan for the period 2025-2034 and the reasonableness of the methodology used for the

Independent Auditors' Report on the Separate Financial Statements

Key Audit Matters	*Auditing procedures performed in response to key audit matters*
cash flows, the value of the net financial position and the value of accessory assets. That value in use was determined with the help of an independent expert, using cash flows based on the projections set out in the 2025 budget and in the business plan for the period 2025-2034 approved by the Board of Directors on 4 March 2025. For the calculation of the recoverable value, the income streams refer to the business planning period, as well as a Terminal Value; specifically, for the investment in Nextchem SpA, engaged in the activities related to the energy transition, the explicit period of 10 years was considered, while for the other investments the explicit period of 5 years was considered. Relating to the estimate of the Terminal Value, the last year of the cash flows was not taken as an expression of the "normalized" cash flow, but rather the average margin of the Plan future cash flows of the explicit 5-year plan for all the investments with the exception of the investment in Nextchem SpA which utilized the last 5 years of the 10-year plan. The analyses carried out by the Company through the determination of the value in use did not indicate an impairment loss. The Company also performed a sensitivity analysis based on changes to the discount rate and growth rate and EBITDA, for each explicit years of the plan and on the Terminal Value. The sensitivity analysis did not indicate impacts for the equity investments. The valuation of investments was considered a key audit matter because of both the magnitude of the balance and the complexity of the process of estimating the recoverable amount of investments, this being based on assumptions affected by economic and market conditions that are subject to uncertainties, referred in particular to the calculation of prospective cash flows and of the discount rate.	determination of the Terminal Value. We also verified the mathematical accuracy of the key figures included in the impairment test, the adequacy of the discount and growth rates used and their consistency with the methodology approved by the Company's Board of Directors. Finally, we verified the sensitivity analysis performed by the Company. Those activities were performed also with the help of experts in valuation models belonging to the PwC network. We verified the completeness and accuracy of disclosures in the notes to the financial statements.

Responsibilities of the Directors and the Board of Statutory Auditors for the Financial Statements

The directors are responsible for the preparation of financial statements that give a true and fair view in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board and adopted by the European Union, as well as with the regulations issued to implement article 9 of Legislative Decree No. 38/05 and, in the terms prescribed by law, for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

The directors are responsible for assessing the Company's ability to continue as a going concern and, in preparing the financial statements, for the appropriate application of the going concern basis of accounting, and for disclosing matters related to going concern. In preparing the financial statements, the directors use the going concern basis of accounting unless they either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

The board of statutory auditors is responsible for overseeing, in the terms prescribed by law, the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with International Standards on Auditing (ISA Italia) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of our audit conducted in accordance with International Standards on Auditing (ISA Italia), we exercised our professional judgement and maintained professional scepticism throughout the audit. Furthermore:

- We identified and assessed the risks of material misstatement of the financial statements, whether due to fraud or error; we designed and performed audit procedures responsive to those risks; we obtained audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control;
- We obtained an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control;
- We evaluated the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors;
- We concluded on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern;

Independent Auditors' Report on the Separate Financial Statements

- We evaluated the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicated with those charged with governance, identified at an appropriate level as required by ISA Italia, regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identified during our audit.

We also provided those charged with governance with a statement that we complied with the regulations and standards on ethics and independence applicable under Italian law and communicated with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate the related risks, or safeguards applied.

From the matters communicated with those charged with governance, we determined those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We described these matters in our auditor's report.

Additional Disclosures required by Article 10 of Regulation (EU) No 537/2014

On 15 December 2015, the shareholders of Maire SpA in general meeting engaged us to perform the statutory audit of the Company's and consolidated financial statements for the years ending 31 December 2016 to 31 December 2024.

We declare that we did not provide any prohibited non-audit services referred to in article 5, paragraph 1, of Regulation (EU) No. 537/2014 and that we remained independent of the Company in conducting the statutory audit.

We confirm that the opinion on the financial statements expressed in this report is consistent with the additional report to the board of statutory auditors, in its capacity as audit committee, prepared pursuant to article 11 of the aforementioned Regulation.

Report on Compliance with other Laws and Regulations

Opinion on compliance with the provisions of Commission Delegated Regulation (EU) 2019/815

The directors of Maire SpA are responsible for the application of the provisions of Commission Delegated Regulation (EU) 2019/815 concerning regulatory technical standards on the specification of a single electronic reporting format (ESEF - European Single Electronic Format) (hereinafter, the "Commission Delegated Regulation") to the financial statements as of 31 December 2024, to be included in the annual report.

We have performed the procedures specified in auditing standard (SA Italia) No. 700B in order to express an opinion on the compliance of the financial statements with the provisions of the Commission Delegated Regulation.

In our opinion, the financial statements as of 31 December 2024 have been prepared in XHTML format in compliance with the provisions of the Commission Delegated Regulation.

Opinions and statement in accordance with article 14, paragraph 2, letters e), e-bis) and e-ter) of Legislative Decree No. 39/10 and with article 123-bis, paragraph 4, of Legislative Decree No. 58/98

The directors of Maire SpA are responsible for preparing a report on operations and a report on the corporate governance and ownership structure of Maire SpA as of 31 December 2024, including their consistency with the relevant financial statements and their compliance with the law.

We have performed the procedures required under auditing standard (SA Italia) No. 720B in order to:

- express an opinion on the consistency of the report on operations and of the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98, with the financial statements;
- express an opinion on the compliance with the law of the report on operations and of the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98;
- issue a statement on material misstatements, if any, in the report on operations and in the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98.

In our opinion, the report on operations and the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98 are consistent with the financial statements of Maire SpA as of 31 December 2024.

Moreover, in our opinion, the report on operations and the specific information included in the report on corporate governance and ownership structure referred to in article 123-bis, paragraph 4, of Legislative Decree No. 58/98 are prepared in compliance with the law.

With reference to the statement referred to in article 14, paragraph 2, letter e-ter), of Legislative Decree No. 39/10, issued on the basis of our knowledge and understanding of the Company and its environment obtained in the course of the audit, we have nothing to report.

Milan, 21 March 2025

PricewaterhouseCoopers SpA

Signed by

Andrea Brivio
(Partner)

As disclosed by the Directors on page 1, the accompanying financial statements of Maire S.p.A. constitute a non-official version which is not compliant with the provisions of the Commission Delegated Regulation (EU) 2019/815. This independent auditor's report has been translated into the English language solely for the convenience of international readers. Accordingly, only the original text in Italian language is authoritative.

MAIRE