

**ORDINARY SHAREHOLDERS' MEETING OF MAIRE S.P.A.
HELD ON 15 APRIL 2026:**

- **Financial Statements as of 31 December 2025 approved**
- **Distribution of a dividend of euro 0.585 per share approved**
- **2026 Remuneration Policy and Second Section of the “Report on the 2026 Remuneration Policy and fees paid” approved**
- **Proposal of adoption of “Management By Objectives 2026 Plan for selected Top Managers of MAIRE Group” approved**
- **Proposal of adoption of “MAIRE Group’s Long-Term Incentive Plan 2026-2028” approved**
- **Authorization to purchase and dispose of treasury shares approved**
- **Approved the proposal of amendment of the fees for the independent audit of the accounts of the financial year ending 31 December 2025 and subsequent years, in relation to the appointment, in accordance with Italian Legislative Decree 39/2010, of the company Deloitte & Touche S.p.A. for the period 2025-2033**

Milan, 15 April 2026 – The Ordinary Shareholders’ Meeting of MAIRE S.p.A. (the “**Company**” or “**MAIRE**”) met today, on first call, under the Chairmanship of Fabrizio Di Amato. The Ordinary Shareholders’ Meeting, taking into account the Directors’ Report, including the Sustainability Report of MAIRE Group as of 31 December 2025, drafted pursuant to Legislative Decree no. 125 of 6 September 2024 implementing Directive 2022/2464/UE, and MAIRE Group’s Consolidated Financial Statements as of 31 December 2025, approved:

- the Company’s **financial statements as of 31 December 2025**, which report a net profit of euro 170,248,895.78;
- the proposed dividend distribution for a total of euro 187,602,639.12¹, of which euro 17,353,743.34 out of the "Retained Earnings Reserve" and euro 170,248,895.78 out of the 2025 financial year profit.

The Ordinary Shareholders’ Meeting also approved:

- in accordance with Article 123-*ter*, paragraph 3-*ter*, of Legislative Decree No. 58/1998 (the Italian “Consolidated Finance Act”, “**CFA**”) and all other legal and regulatory provisions, and therefore through a binding resolution, the **2026 Remuneration Policy**;
- in accordance with Article 123-*ter*, paragraph 6 of the CFA and all other legal and regulatory provisions, and therefore with a non-binding resolution, the **“Second Section” of the Report on the 2026 Remuneration Policy and fees paid**;

¹ The total approved dividend of euro 187,602,639.12 takes into account the no. 7,952,160 treasury shares held in portfolio by MAIRE as of 4 March 2026, date of approval of the Board of Directors’ proposal to the Shareholders’ Meeting. In this regard, it should be noted that, without prejudice to the amount of the dividend per share of euro 0.585, the total amount of the dividend could vary depending on the number of treasury shares held in the Company’s portfolio on the ex-dividend date (so-called ex-date), with a consequent increase or decrease in the amount to be destined to "Retained earnings".

- pursuant to Article 114-*bis* of the CFA, the adoption of an incentive plan named “**Management By Objectives 2026 Plan for selected Top Managers of MAIRE Group**”, granting the Board of Directors, with the express faculty of sub-delegation, the widest powers necessary or appropriate, after consulting the Remuneration Committee, the Related-Party Committee and, for competence, the Board of Statutory Auditors to fully implement the above incentive plan;
- pursuant to Article 114-*bis* of the CFA, the adoption of an incentive plan named “**MAIRE Group’s Long-Term Incentive Plan 2026-2028**” reserved to the Chief Executive Officer of MAIRE as well as to selected Top Managers and key resources of MAIRE Group’s companies, granting the Board of Directors, with the express faculty of sub-delegation, the widest powers necessary or appropriate, after consulting the Remuneration Committee, the Related-Party Committee and, for competence, the Board of Statutory Auditors to fully implement the above incentive plan.

The Ordinary Shareholders’ Meeting has also resolved to **authorize the Board of Directors to purchase and dispose of treasury shares** as per Articles 2357 and 2357-*ter* of the Italian Civil Code, Article 132 of the CFA and Article 144-*bis* of Consob Issuers’ Regulation 11971/1999, as subsequently amended, according to the means proposed in the Board of Directors’ Report.

Authorization was granted to acquire treasury shares up to a maximum 5,000,000 ordinary shares, equal to 1.52% of the shares currently outstanding.

The authorization for the purchase and disposal of treasury shares aims at allowing the Company to purchase and dispose of ordinary shares, in full compliance with the European and national legislations currently in force – including the Regulation 596/2014 (“**MAR**”) and the Delegated Regulation EU 1052/2016 – for all purposes permitted by the applicable rules, including those relevant to Article 5 of the MAR and to support market liquidity according to the practice accepted by Consob as per Article 13 of the MAR, in compliance with the terms and manner which will be possibly approved by the competent corporate bodies, as well as for compensation or incentive plans based on MAIRE shares adopted by the Company as per Article 114-*bis* of the CFA.

The authorization for the purchase of treasury shares shall have a duration of 18 months, while the authorization for the disposal of treasury shares is requested with no time limits. The price for the purchase of shares will be established from time to time for each individual transaction, provided that purchases of shares may be made at a price not higher than the higher of the price of the last third-party trade and the highest current third-party bid price on the trading venue where the purchase is executed, also provided that the above mentioned price may not be 10% lower and 10% higher than the reference price of the security on the stock market trading session on the day prior to each individual transaction.

At the date of this press release the Company owns no. 7,952,160 treasury shares.

The Ordinary Shareholders’ Meeting has also approved, upon reasoned proposal of the Board of Statutory Auditors, **the proposal of amendment of the fees for the independent audit of the accounts of the financial year ending 31 December 2025 and subsequent years, in relation to the appointment, in accordance with Italian Legislative Decree 39/2010, of the company Deloitte & Touche S.p.A. for the period 2025-2033**, according to the terms indicated within the Explanatory Report made available to the public for this purpose, in the terms and conditions of law.

All the details of the abovementioned proposal of resolutions are indicated in the Explanatory Reports approved by the Board of Directors on 4 March 2026 and made available, inter alia, on the Company website www.groupmaire.com, “Governance/Shareholders’ meeting documents” section ([Shareholders’ meeting documents | Maire](#)).

In accordance with Article IA.2.1.2, par. 1 of the Instructions for the Regulations of the Markets organized and managed by Borsa Italiana S.p.A., the Company, moreover, announces that:

- the detachment of the coupon no. 11, representative of the dividend, is set for 20 April 2026 (i.e. “*ex-date*”), with payment from 22 April 2026 (i.e. “*payment date*”);
- the amount of the dividend, gross of any withholding tax, is equal to euro 0.585 per share outstanding as at the *ex-date*;
- pursuant to Article 83-*terdecies* of the CFA, 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 CFA, at the end of the accounting day of 21 April 2026 (i.e. “*record date*”).

The summary account of voting shall be made available on the Company website www.groupmaire.com, “Governance/Shareholders’ meeting documents” section ([Shareholders’ meeting documents | Maire](#)), in accordance with Article 125-*quater* of the CFA, by the required deadline of five days after the Shareholders’ Meeting.

The minutes of the Shareholders’ Meeting of MAIRE S.p.A. will be made available to the public in the manner and time required by the current legislation.

Mariano Avanzi, in his capacity as Manager responsible for the preparation of the Financial Reports of MAIRE with, furthermore, certification responsibility as of paragraph 5-ter on Sustainability reporting, hereby declares, pursuant to Article 154-bis, paragraph 2 of Legislative Decree 58/1998, that the accounting information contained in this press release corresponds to the documented results, books and accounting entries.

MAIRE S.p.A. is a leading engineering group providing technology solutions and project execution in the downstream segment of energy services, as well as in the chemicals and fertilizers industries. The Group operates through two business units: Integrated E&C Solutions and Sustainable Technology Solutions, the latter active in sustainable fertilizers, low carbon energy vectors, and innovative materials and circular solutions. With operations in around 50 countries, MAIRE employs approximately 10,800 people engaged in its projects worldwide. MAIRE is listed on the Milan Stock Exchange (ticker “MAIRE”). For further information: www.groupmaire.com.

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