

**ORDINARY SHAREHOLDERS' MEETING OF MAIRE S.P.A.
HELD ON 14 APRIL 2025:**

- **Financial Statements as of 31 December 2024 approved**
- **Distribution of a dividend of euro 0.356 per share approved**
- **Appointed the new Board of Directors for the period 2025-2027 consisting of 9 Directors, of which 5 Independent Directors**
- **Confirmed Fabrizio Di Amato as Chairman of the Board of Directors**
- **Appointed the new Board of Statutory Auditors for the period 2025-2027**
- **2025 Remuneration Policy and Second Section of the “Report on the 2025 Remuneration Policy and fees paid” approved**
- **Proposal of adoption of “MAIRE Group’s Long-Term Incentive Plan 2025-2027” 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 2023, in relation to the appointment, in accordance with Italian Legislative Decree 39/2010, of the company PricewaterhouseCoopers S.p.A. for the period 2016-2024**
- **Appointment of the auditing firm Deloitte & Touche S.p.A. for the assurance of sustainability reporting of MAIRE Group for the period 2025-2027 granted**

Milan, 14 April 2025 – 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 2024, 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 2024, approved:

- the Company’s **financial statements as of 31 December 2024**, which show a net profit of euro 153,947,060.25;
- the proposed allocation of the abovementioned net profit as follows:
 - **euro 116,929,724.39¹, to be distributed to Shareholders as dividend**, and
 - euro 37,017,335.86, allocated to “Retained earnings”.

¹ The total approved dividend of euro 116,929,724.39 takes into account the no. 186,150 treasury shares held in portfolio by MAIRE as of 4 March 2025, 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 0.356, 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”. It should also be noted that on 11 April 2025, MAIRE holds no. 6,340,965 treasury shares, resulting from the treasury share buyback announced to the market on 4 March 2025, launched on 5 March 2025 and currently underway.



The Ordinary Shareholders' Meeting also resolved to appoint the new **Board of Directors** of the Company for the period 2025-2027, which will remain in office until the approval of the financial statements as of 31 December 2027, composed by: **Fabrizio Di Amato, Alessandro Bernini, Luigi Alfieri, Valentina Casella, Paolo Alberto De Angelis, Cristina Finocchi Mahne, Stefano Fiorini Isabella Nova** – drawn from the list submitted by the majority shareholder GLV Capital S.p.A., holder of no. 167,665,134 MAIRE ordinary shares, with no par value, equal to 51.02% of the shares with voting rights, obtaining 70.33% of the votes – and **Michela Schizzi** – drawn from the minority list jointly submitted by several institutional investors identified by name in the list filed, holders, on the date of submission of the list, of no. 6,388,270 MAIRE ordinary shares, with no par value, equal to 1.94385% of the shares with voting rights.

The Ordinary Shareholders' Meeting also confirmed **Fabrizio Di Amato** in the role of **Chairman of the Board of Directors**.

The Directors Valentina Casella, Isabella Nova, Cristina Finocchi Mahne, Paolo Alberto De Angelis and Michela Schizzi have declared that they meet the independence requirements established by the law and the Corporate Governance Code, also taking into account the qualitative and quantitative criteria defined by the Board of Directors in implementation of recommendation 7 of the aforementioned Code.

Pursuant to the current gender balance regulation, the MAIRE's new Board of Directors consists of 4 members of the less-represented gender.

The Ordinary Shareholders' Meeting also appointed the new **Board of Statutory Auditors** for the period 2025-2027 and determined the related remuneration. The Board of Statutory Auditors, which will remain in office until the approval of the financial statements as of 31 December 2027, is composed of: **Raffaella Annamaria Pagani (Chairman)**, drawn from the minority list submitted jointly by several professional institutional investors identified by name in the list filed, holders, on the date of submission of the list, of no. 6,388,270 MAIRE ordinary shares, with no par value, equal to 1.94385% of the shares with voting rights, **Pietro Carena** and **Andrea Bonelli (Standing Statutory Auditors)**, both drawn from the list presented by the majority shareholder GLV Capital S.p.A., holder of total no. 167,665,134 MAIRE ordinary shares, with no par value, equal to 51.02% of the shares with voting rights, that obtained 70.33% of the votes.

The **Alternate Statutory Auditors Massimiliano Leoni** and **Mavie Cardi** were drawn from the majority list, whereas the **Alternate Statutory Auditor Riccardo Foglia Taverna** was appointed from the minority list.

The curriculum vitae of the members of the Board of Directors and of the Board of Statutory Auditors are available on the Company's website, www.groupmaire.com, in the "Governance" section ([Governance | Maire](#)).

On the basis of Company's knowledge, as of today, the following Directors hold shares of MAIRE, while the remaining newly appointed members of the management body and supervisory body do not hold shares in the Company: Fabrizio Di Amato (no. 167,668,606 shares), Alessandro Bernini (no. 210,173 shares), Luigi Alfieri (no. 289,400 shares), Stefano Fiorini (no. 1,500 shares), Paolo Alberto De Angelis (no. 5,503 shares), Cristina Finocchi Mahne (no. 16,100 shares) and Isabella Nova (no. 3,900 shares).

The Ordinary Shareholders' Meeting also approved:

- in accordance with Article 123-ter, paragraph 3-ter, of Legislative Decree No. 58/1998 (“**CFA**”) and all other legal and regulatory provisions, and therefore through a binding resolution, the **2025 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 2025 Remuneration Policy and fees paid**;
- pursuant to Article 114-bis of the CFA, the adoption of an incentive plan named **“MAIRE Group’s Long-Term Incentive Plan 2025-2027”** reserved to the Chief Executive Officer of MAIRE as well as to selected Top Managers 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 10,000,000 ordinary shares, equal to 3.04% of the outstanding shares at the date of 11 April 2025.

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 MAR and to support market liquidity according to the practice accepted by Consob as per Article 13 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 11 April 2025 the Company owns no. 6,340,965 treasury shares².

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 2023, in relation to the appointment, in accordance with Italian Legislative Decree 39/2010, of the outgoing company**

² Please note that MAIRE has an ongoing share purchase programme, announced on 4 March 2025, in support of the Group’s incentive plans. The number of shares indicated therein corresponds to the number of own shares held by the Company as at 11 April 2025, date on which the last announcement regarding the implementation status of the above-mentioned programme was issued, in accordance with the applicable legal and regulatory requirements.

PricewaterhouseCoopers S.p.A. for the period 2016-2024, according to the terms indicated within the Explanatory Report made available to the public for this purpose, in the terms and conditions of law.

Finally, the Ordinary Shareholders' Meeting, upon reasoned proposal of the Board of Statutory Auditors **appointed the auditing firm Deloitte & Touche S.p.A for the assurance of the sustainability reporting of MAIRE Group for the financial years 2025, 2026 and 2027, determining the fees, pursuant to Legislative Decree 39/2010**, all in accordance with the terms indicated in the reasoned proposal of the Board of Statutory Auditors to the Shareholders' Meeting and in the related annexes made available to the public for this purpose, together with the Explanatory Report, in the terms and conditions provided by the 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 2025 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. 10, representative of the dividend, is set for 22 April 2025 (i.e. "ex-date"), with payment from 24 April 2025 (i.e. "payment date");
- the amount of the dividend, gross of any withholding tax, is equal to euro 0.356 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 23 April 2025 (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 technology and engineering group focused on advancing the Energy Transition. We provide Integrated E&C Solutions for the downstream market and Sustainable Technology Solutions through three business lines: Sustainable Fertilizers, Low-Carbon Energy Vectors, and Circular Solutions. With operations across 50 countries, MAIRE employs over 9,800 people, supported by around 50,000 professionals involved in its project worldwide. MAIRE is listed on the Milan Stock Exchange (ticker "MAIRE"). For further information: www.groupmaire.com.

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