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THE EXTRAORDINARY SHAREHOLDERS' MEETING APPROVES THE ENHANCEMENT OF THE INCREASED VOTING RIGHTS MECHANISM

Milan, 19 December 2024 – The Extraordinary Shareholders' Meeting of MAIRE S.p.A. (the "**Company**"), convened today on first call, approved the proposed amendments to Article 6-bis ("*Increased Voting Rights*") of the By-Laws aimed at enhancing the currently applicable increased voting rights mechanism (the "**Resolution**").

The aforementioned amendments to the By-laws shall be effective as of the date of registration of the Resolution with the competent Companies' Register. From that same date, shareholders who did not participate in the adoption of the Resolution (i.e., those who were absent, dissenting, or abstained) will have the right (but not the obligation) to exercise their right of withdrawal, pursuant to Article 2437-bis of the Italian Civil Code, as referenced in Article 127-quinquies of the Consolidated Finance Act (the "**Withdrawing Shareholders**"). The settlement value for the purpose of withdrawal is EUR 7.385 per MAIRE share.

The registration of the Resolution with the competent Companies' Register, along with the terms and procedures for exercising the right of withdrawal, will be communicated to the market by the Company in accordance with applicable laws and regulations.

It should be noted that the effectiveness of the Resolution will cease (and, therefore, the enhancement of increased voting rights and the related right of withdrawal will also cease) if:

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

As said, it should be noted that the Withdrawal Amount shall be calculated net of the amounts payable by shareholders exercising their option and pre-emption rights pursuant to Article 2437-

quater, paragraphs 1 and 3, of the Italian Civil Code, or (if applicable) by third parties purchasing the Withdrawal Shares pursuant to Article 2437-quater, paragraph 4, of the Italian Civil Code (the “**Resolutive Condition**”). The Company may in any case waive the Resolutive Condition, even if it is fulfilled. Further information on the fulfilment or non-fulfilment (or waiver, where applicable) of the Resolutive Condition will be communicated in the manner and within the terms provided by the applicable legal and regulatory provisions.

For further information on the amendments to the By-Laws approved today, please refer to the documentation available on the *website* www.groupmaire.com (“Governance” section/“Shareholders’ Meeting Documents” [Shareholders Meeting Documents | Maire](#)), as well as on the authorised storage mechanism “1info” (www.1info.it), where the new By-laws of the Company, as amended by today’s Shareholders’ Meeting, along with the minutes of the Extraordinary Shareholders’ Meeting will also be made available within the terms established by the applicable regulations.

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

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MAIRE S.p.A. is a leading technology and engineering group focused on advancing the Energy Transition. We provide Integrated E&C Solutions for the downstream market and Sustainable Technology Solutions, the latter through three business lines: Sustainable Fertilizers, Low-Carbon Energy Vectors, and Circular Solutions. With operations across 45 countries, MAIRE employs over 9,300 people, supported by a global network of 20,000 project partners. MAIRE is listed on the Milan Stock Exchange (ticker "MAIRE"). For further information: www.groupmaire.com

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