

INTERNAL DEALING PROCEDURE

Approved by the Board of Directors of MAIRE S.p.A on 25 January 2018,

amended by the Board of Directors of MAIRE S.p.A on 11 May 2022
and last updated on 6 February 2025.



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1 INTRODUCTION

The Board of Directors of MAIRE S.p.A. (the "**Company**" or "**MAIRE**"), pursuant to and in accordance with Regulation No. 596/2014 of the European Parliament and of the Council on market abuse (hereinafter, the "**MAR Regulation**") and the relevant delegated and implementing regulations, has adopted this "Internal Dealing Procedure" (hereinafter, the "**Procedure**"), for the purpose of identifying, in accordance with the relevant provisions in force, Relevant Persons (as defined below) as well as regulating information flows relating to transactions conducted - including through third parties - by the aforementioned persons.

The Procedure was adopted by the Board of Directors on 25 June 2018, amended on 11 May 2022 and, most recently, updated on 6 February 2025 in order to incorporate, among other things, the amendments made by Law No. 21 of 5 March 2024.

The Procedure is to be applied and interpreted in accordance with ESMA¹ and Consob guidelines, with their respective competences.

2 SCOPE OF APPLICATION

This procedure applies to MAIRE.

3 DEFINITIONS

Shares	The ordinary shares of MAIRE
Closed Period	The closing period is 30 calendar days before the announcement of the half-yearly or annual financial report or preliminary year-end figures. Note that the day of issue of the press release announcing the half-year or annual financial report or the preliminary year-end figures is the 30th day of the <i>Closed Period</i> .
Group	MAIRE and its subsidiaries.
Inside Information	Pursuant to Article 7 of MAR, Inside Information shall mean information that is of a precise nature, has not been made public, relates, directly or indirectly, to one or more issuers or

¹ Including the *Questions and Answers on the Market Abuse Regulation*, prepared and updated by ESMA (European Securities and Markets Authority) in the latest version available on its institutional website.

	to one or more financial instruments, and if made public, would be likely to have a significant effect on the prices of such financial instruments or on the prices of related derivative financial instruments.
MAR Regulation	Regulation No. 596/2014 of the European Parliament and of the Council on market abuse .
Company or MAIRE	MAIRE S.p.A.
Relevant Persons	<p>These include:</p> <ul style="list-style-type: none"> - managers: persons performing administrative, management or control functions who are <ul style="list-style-type: none"> a) Members of the board of directors or statutory auditors of the Company b) senior executives who, while not serving as members of the Company's administrative or control bodies, have regular access to Inside Information relating, directly or indirectly, to the Company and hold the power to make management decisions affecting the Company's future development and business prospects, and - Closely Associated Persons of Managers: <ul style="list-style-type: none"> a) spouses, civil partners equivalent to a spouse, dependent children, and relatives who have shared the same household for at least one year as of the date of the transaction; b) legal entities, trusts or partnerships whose managerial responsibilities are discharged by a Manager or by a person referred to point a) above, or which are directly or indirectly controlled by such person, or which are established for the benefit of such person, or whose economic interests are substantially equivalent to those of such person.

4 TRANSACTIONS CONDUCTED BY RELEVANT PERSONS

4.1 Relevant Persons are required to notify MAIRE and Consob of transactions conducted on their behalf involving the Company's shares, debt securities, derivative instruments or other financial instruments linked to them², when a total amount of **Euro 20,000.00** (twenty thousand euro) has been reached within a calendar year.

No notification is required for transactions below **Euro 20,000** (twenty thousand euro), provided that notifications shall be made once the aggregate amount of transactions reaches **Euro 20,000** (twenty thousand euro) within the same calendar year, **and for each subsequent transaction (even if of a lower amount) during that calendar year.**

4.2 Non-exhaustive examples of the transactions for which notification is required are provided in Annex A to this Procedure.

4.3 The Relevant Persons shall send the information concerning the executed transaction to the *Group Corporate Affairs & Governance Function* by e-mail (*corporatesecretary@pec.mairetecnimont.it*) using the form contained in Annex B.

The Relevant Persons shall notify the *Group Corporate Affairs &, Governance Department* **by midnight of the second business day** following the date of the transaction or of the last transaction causing the threshold of **Euro 20,000.00** (twenty thousand euro) to be reached. The Company shall be released from any liability and obligation to notify the public and Consob if Relevant Persons fail to notify the Company of transactions subject to notification within the prescribed time limits.

4.4 Upon receipt of the notification referred to in paragraph 4.3 above, and subject to paragraph 5.4 below, the *Group Corporate Affairs & Governance Function* shall, by midnight of the third trading day following the date of execution:

- notify Consob of the transaction carried out by the Relevant Person, in accordance with Consob Communication No. 0061330 of 1 July 2016, via PEC [certified email] to *consob@pec.consob.it*, specifying "Market Information Office" as recipient and "MAR Internal Dealing" as subject line;
- disclose the notified transactions to the public in accordance with applicable regulations.

² For the purposes of this paragraph:

- "**financial instrument**" means those instruments specified Annex 1, Section C of Directive 2014/65/EU;
- "**related instrument**" means those instruments as defined in Article 3 par. 2 b) of the MAR Regulation.

The notification shall be made based on the information received using the form set out in Annex B.

4.5 The execution date is the day on which the transaction was executed³.

4.6 For the purpose of determining whether the threshold referred to in 4.1 above has been reached, the euro countervalue is used in the calculation of the amount:

- the threshold is calculated by adding up all transactions without netting;
- for transactions executed in currencies other than euro, or where the underlying asset value of the financial instrument is denominated in a currency other than euro, the daily reference exchange rate published by the European Central Bank shall apply.

5 DISCLOSURE OBLIGATIONS OF RELEVANT PERSONS

5.1 The *Group Corporate Affairs & Governance* Function shall provide Managers with this Procedure and its Annexes, outlining their obligations under applicable law and the criteria for identifying their Closely Associated Persons. The *Group Corporate Affairs & Governance* Function shall maintain a list of Relevant Persons.

5.2 Managers shall notify in writing their Closely Associated Persons, using the form in Annex D, of their obligations under applicable laws and regulations regarding notifications to Consob and the market as set forth in paragraph 4 above, and shall retain a copy of such notification.

5.3 The *Group Corporate Affairs & Governance* Function shall request Managers to report any changes to their list of Closely Associated Persons on a semi-annual basis, on June 30 and December 31. Managers shall promptly inform the *Group Corporate Affairs & Governance* Function of any changes to their list of Closely Associated Persons.

5.4 All Managers are required to:

- submit the completed and signed declaration using the form in Annex C, including the power of attorney whereby the Manager authorizes and instructs the Company, on their

³ For the purposes of this Procedure, the execution date of transactions carried out on a trading venue shall be the date of the order matching with the counterparty order, regardless of the settlement date. The reporting obligations for Relevant Persons arise upon fulfilment of any conditions attached to conditional transactions.

behalf and under their responsibility, to make mandatory notifications to the public and Consob within the timeframes and manner specified in the Procedure;

- submit the completed and signed list of their Closely Associated Persons;
- contact the Company's *Group Corporate Affairs & Governance* Function for any clarification needed regarding its implementation.

6 CLOSED PERIOD

6.1 During Closed Periods, **Managers** shall not conduct, directly or indirectly, for their own account or for the account of third parties, any transactions in the Company's Shares, debt instruments, derivatives or other related financial instruments.

6.2 The restriction in paragraph 6.1 above shall not apply:

- a) in exceptional circumstances, such as severe financial hardship requiring immediate sale of shares or other financial instruments; or
- b) due to the nature of the trading, in cases of: transactions conducted in connection with employee share ownership plans or savings programs or transactions involving employee plans related to financial instruments other than shares or transactions concerning guarantees or rights to shares and other financial instruments transactions where the beneficial interest in the relevant security remains unchanged; or
- c) in cases where transactions or trading activities do not involve active investment decisions by the Manager or transactions result solely from external factors or third-party actions, transactions or trading activities, including when the exercise of rights under derivative instruments, are based on predetermined conditions.

6.3 In the cases referred to in paragraph 6.2 a) and b) above, the Manager seeking to benefit from the exemption must demonstrate that the specific transaction could not be executed at any time other than during the Closed Period. In the cases referred to in paragraph 6.2 a) above, the Manager must also provide written justification to the *Group Corporate Affairs & Governance* Function via email (*corporatesecretary@pec.mairetecnimont.it*), describing the nature of the transaction and explaining the exceptional circumstances.

6.4 In the cases referred to in paragraph 6.2 a) above, circumstances shall be considered exceptional when they constitute extremely urgent, unforeseen and compelling situations that are not caused by the Manager and are beyond their control.

6.5 When evaluating whether the circumstances described in the written request are exceptional, the Board of Directors shall consider, among other factors, whether and to what extent the Manager:

- a) must fulfil a legally enforceable financial obligation or satisfy a claim at the time of submitting the request;
- b) must fulfil or is in a situation that arose before the start of the Closed Period requiring payment to a third party, including tax obligations, and cannot reasonably satisfy such financial obligation or claim by means other than the immediate sale of the Company's financial instruments.

When, due to urgency, the assessment described in Section 6.5 cannot be conducted at the next available Board of Directors meeting, it shall be performed by the Chief Executive Officer together with the Chairman of the Board of Directors or the Chief Executive Officer and the Board of Statutory Auditors if the Chairman is the Manager concerned or the Chairman of the Board of Directors and the Board of Statutory Auditors if the Chief Executive Officer is the Manager concerned.

6.6 The Company may authorize a Manager to trade, either for their own account or for the account of a third party, during a Closed Period when:

- a) the Manager has been granted or awarded financial instruments under an employee plan, provided that the following conditions are satisfied:
 - the employee plan and its conditions have been previously approved by the Company, and the plan's terms specify the timing of the award or grant the quantity of financial instruments to be awarded or granted, or the basis for calculating such quantity provided that no discretionary powers can be exercised;
 - the Manager has no discretionary power regarding the acceptance of the awarded or granted financial instruments;
- b) the Manager was awarded or granted financial instruments under an employee plan that takes place during the Closed Period, provided that: (i) a pre-planned and organized method is used regarding conditions, frequency, and timing of allocation; (ii) the group of authorized recipients and the amount of financial instruments to be allocated are specified; (iii) the allocation or grant occurs within a defined framework where such allocation or grant cannot be influenced by any Inside Information;
- c) the Manager exercises options, warrants, or conversion rights for convertible bonds assigned under an employee plan when such instruments expire during a Closed Period, and sells the financial instruments acquired through such exercise, provided that all of the following conditions are satisfied:
 - the Manager notifies the Company of the decision to exercise the options, warrants or conversion rights at least four months before the expiration date;
 - the Manager's decision is irrevocable and
 - the Manager has received prior authorization from the Company;
- d) the Manager acquires financial instruments of the Company under an employee savings plan, provided that all of the following conditions are fulfilled:

- the Manager has enrolled in the plan before the Closed Period, except when they cannot join at any other time due to their employment start date;
 - the Manager does not modify the conditions of their plan participation or cancel their participation during the Closed Period, and
 - the purchase transactions are clearly organized according to the plan's terms and the Manager has neither the right nor legal ability to modify them during the Closed Period, meaning such transactions are scheduled within the plan to occur on a predetermined date during the Closed Period;
- e) the Manager transfers or receives financial instruments, either directly or indirectly, provided that the transfer occurs between accounts belonging to that same person and the transfer does not result in any change in the price of the instruments;
- f) the Manager acquires a security or rights related to financial instruments with a final acquisition date falling within the Closed Period, in accordance with the Company's By-Laws or applicable law, provided that the Manager provides the Company with justification for why the acquisition could not occur at another time and the Company accepts the provided explanation.

7 FINES

7.1 Failure to comply with the legal and regulatory requirements regarding communications and obligations specified in Article 19 of the Regulation outlined in the previous paragraphs will result in administrative monetary penalties as defined in Article 187-ter.1, paragraphs 4 and 5, of the TUF.

7.2 The Company reserves the right to seek compensation for any damages and/or liabilities it may incur due to actions taken by Managers, including actions by their Closely Associated Persons, that violate this Procedure.

8 AMENDMENTS AND ADDITIONS TO THE PROCEDURE

8.1 The Board of Directors may modify and/or supplement this Procedure in response to changes in laws or regulations or based on practical experience gained during implementation to enhance standards of transparency towards the public.

8.2 This Procedure may be amended and/or supplemented by the Chief Executive Officer in agreement with the Chairman of the Board of Directors, subject to subsequent ratification by the Board of Directors at its first available meeting, when updates and/or supplements to specific provisions are required due to changes in applicable laws or regulations or in response to specific requests from Supervisory Authorities in situations of proven urgency.

8.3 The *Group Corporate Affairs & Governance* Function must promptly communicate in writing to all Relevant Persons any amendments and/or additions to the Procedure as described in this Article.

9 FINAL PROVISIONS

Pursuant to EU Regulation 2016/679 concerning the protection of natural persons with regard to the Processing of Personal Data and the free movement of such Data ("**GDPR**" or "**Regulation**"), Relevant Persons shall provide only the data necessary to achieve the specific intended purposes, and such data shall be communicated, within the limits strictly pertinent to the obligations, tasks, or purposes previously indicated, to Borsa Italiana and disclosed to the public. Data are kept for the period necessary for the purposes for which they have been received. Data subjects may exercise their rights under Article 15 of the aforementioned Regulation (Right of access to personal data and other rights) by contacting the Company's *Group Corporate Affairs, Governance, Ethics & Compliance* Department.

Attachments:

- Annex A - Illustrative list of transactions subject to notification;
- Annex B - Form for transaction notification;
- Annex C - Manager's Declaration Form;
- Annex D - Form for notification of obligations to Closely Associated Persons of Managers.

ANNEX A

TRANSACTIONS REQUIRING NOTIFICATION

Pursuant to Article 19 of Regulation 596/2014 and Article 10 of Delegated Regulation (EU) No. 522/2016

The transactions of Relevant Persons requiring notification include, but are not limited to:

- the pledging or lending of financial instruments by or on behalf of a Relevant Person⁴;
- transactions executed by persons professionally arranging or executing transactions or by any other person on behalf of a Manager, even when discretionary authority is exercised;
- transactions executed under a life insurance policy, as defined in Directive 2009/138/EC, where (i) the policyholder is a Relevant Person, (ii) the policyholder bears the investment risk, and (iii) the policyholder has the power or discretion to make investment decisions regarding specific instruments contained within the life insurance policy or to execute transactions involving the specific instruments of that insurance policy;
- acquisition, disposal, short sale, underwriting or exchange;
- the acceptance or exercise of a pre-emptive right, including a pre-emptive right granted to persons performing administrative, supervisory or management functions or to employees as part of their remuneration, and the disposal of shares resulting from the exercise of such pre-emptive right;
- entering into or exercising swap agreements related to stock indices;
- transactions in derivative or related instruments, including cash-settled transactions;
- entering into a contract for difference relating to a financial instrument of the concerned issuer or to emission allowances or auction products based thereon;
- the acquisition, disposal or exercise of rights, including put and call options, and warrants;
- the subscription to a capital increase or debt securities issuance;
- transactions in derivatives and financial instruments linked to a debt security of the concerned issuer, including credit default swaps;

⁴ Notification is not required for pledges or other similar security interests over financial instruments in connection with their deposit in a custodial account, unless and until such pledge or security interest is intended to secure a specific credit facility.

- conditional transactions upon the occurrence of conditions and the actual execution of such transactions;
- the automatic or non-automatic conversion of a financial instrument into another financial instrument, including the exchange of convertible bonds into shares;
- gifts and donations made or received and inheritances received;
- transactions in index-related products, baskets and derivatives, insofar as they meet the requirements of Article 19 of the MAR Regulation;
- transactions in shares or units of investment funds, including alternative investment funds (AIFs) referred to in Article 1 of Directive 2011/61/EU of the European Parliament and of the Council, insofar as they meet the requirements of Article 19 of the MAR Regulation;
- transactions executed by the manager of an AIF in which the person discharging managerial, supervisory or administrative responsibilities or a Closely Associated Person of that person has invested, insofar as they meet the requirements of Article 19 of the MAR Regulation;
- transactions executed by a third party under an individual portfolio or asset management mandate on behalf of or for the benefit of a person discharging managerial, supervisory or administrative responsibilities or a Closely Associated Person of that person;
- the borrowing or lending of shares or debt securities of the issuer or derivatives or other financial instruments linked thereto.

ANNEX B

**DISCLOSURE TO CONSOB AND THE PUBLIC OF TRANSACTIONS EXECUTED BY PERSONS DISCHARGING
MANAGERIAL, SUPERVISORY OR ADMINISTRATIVE RESPONSIBILITIES AND THEIR CLOSELY ASSOCIATED
PERSONS**

Form for notification and public disclosure of transactions executed by persons discharging managerial, supervisory or administrative responsibilities and their Closely Associated Persons

1	Details of the person discharging managerial, supervisory or administrative responsibilities/Closely Associated Person	
a)	Name <i>[For natural persons: first name and surname]</i> <i>[For legal entities: complete name including legal form as registered in the official registry where applicable]</i>	
2	Reason for notification	
a)	Position/qualification <i>[For persons exercising administrative, control or management functions: indicate the position (e.g. chief executive officer, chief financial officer) held within the issuer; For closely associated persons, indicate that the notification concerns a person closely associated with a person exercising administrative, control or management functions; the full name and position of the relevant person exercising administrative, control or management functions]</i>	

b)	Initial notification/change <i>[Indicate whether this is an initial notification or a modification of a previous notification. In the event of a change, explain the error being corrected with this notification]</i>	
3	Data relating to the issuer, emission allowance market participant, auction platform, auctioneer or auction monitor	
a)	Name <i>[Full company name]</i>	
b)	LEI	
4	Transaction data: section to be repeated for(i) each type of instrument; ii) each type of transaction; iii) each date; and iv) each venue where the transactions took place	
a)	Description of the financial instrument, type of instrument ⁵ <i>[Indicate the nature of the instrument: -a share, debt instrument, derivative or financial instrument linked to a share or debt instrument; -an emission allowance, an auctioned product based on emission allowances or an emission allowance derivative]</i>	

⁵ Indicate the nature of the instrument: a share, a debt instrument, a derivative or a financial instrument linked to a share or debt instrument;

<p>a) Identification code</p> <p><i>[Instrument identification code as defined in the Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards on transaction reporting to competent authorities adopted pursuant to Article 26 of Regulation (EU) No 600/2014]</i></p>											
<p>b) Nature of the transaction</p> <p><i>[Description of the type of transaction using, where necessary, the types of transactions set out in Article 10 of Commission Delegated Regulation (EU) 2016/522 (1) adopted pursuant to Article 19 par.14 of Regulation (EU) No 596/2014 or one of the specific examples set out in Article 19 par. 7 of Regulation (EU) No 596/2014. Pursuant to Article 19 par. 6 e) of Regulation (EU) No 596/2014, please indicate whether the transaction is linked to the use of share option programmes]</i></p>											
<p>c) Price(s) and volume(s)</p> <p><i>[If multiple transactions of the same nature (purchases, sales, borrowings and lendings, etc.) in the same financial instrument or emission allowance are executed on the same day and at the same venue, indicate in this field the prices and volumes of such transactions, using two columns as shown above, inserting as many lines as needed.</i></p> <p><i>Use data standards for prices and volumes, including where applicable the price</i></p>	<table border="1"> <thead> <tr> <th data-bbox="1331 1060 1608 1117">Price(s)</th> <th data-bbox="1608 1060 1904 1117">Volume(s)</th> </tr> </thead> <tbody> <tr> <td data-bbox="1331 1117 1608 1170"></td> <td data-bbox="1608 1117 1904 1170"></td> </tr> <tr> <td data-bbox="1331 1170 1608 1224"></td> <td data-bbox="1608 1170 1904 1224"></td> </tr> <tr> <td data-bbox="1331 1224 1608 1278"></td> <td data-bbox="1608 1224 1904 1278"></td> </tr> <tr> <td data-bbox="1331 1278 1608 1331"></td> <td data-bbox="1608 1278 1904 1331"></td> </tr> </tbody> </table>	Price(s)	Volume(s)								
Price(s)	Volume(s)										

<p><i>currency and quantity currency, as defined in Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards for reporting transactions to competent authorities adopted under Article 26 of Regulation (EU) No 600/2014]</i></p>	
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<p>d) Aggregated information</p> <ul style="list-style-type: none"> — Aggregate volume — Price <p><i>[The volumes of multiple transactions are aggregated when these transactions: i) relate to the same financial instrument; ii) are of the same nature; iii) are executed on the same day and at the same venue;</i></p> <p><i>Use data standards for quantity, including where necessary the quantity currency, as defined in Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards for reporting transactions to competent authorities adopted under Article 26 of Regulation (EU) No 600/2014.]</i></p> <p>Price information: <i>for a single transaction, the price of that individual transaction; where volumes of multiple transactions are aggregated: the weighted average price of the aggregated transactions. Use data standards for prices, including where applicable the price currency, as defined in Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council with regard to regulatory technical standards for reporting transactions to competent authorities adopted under Article 26 of Regulation (EU) No 600/2014]</i></p>	
<p>e) Transaction date</p> <p><i>[Date of the day of execution of the notified transaction. Use ISO 8601 format:</i></p>	

<p>f) Transaction venue</p> <p><i>[Name and identification code of the trading venue as defined under MiFID, systematic internaliser or organized trading platform outside the Union where the transaction was executed, as specified in Commission Delegated Regulation supplementing Regulation (EU) No 600/2014 of the European Parliament and of the Council regarding regulatory technical standards for transaction reporting to competent authorities adopted under Article 26 of Regulation (EU) No 600/2014. If the transaction was not executed on any of the above venues, indicate "outside a trading venue"]</i></p>	
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(1) Commission Delegated Regulation (EU) 2016/522 of 17 December 2015 supplementing Regulation (EU) No 596/2014 of the European Parliament and of the Council as regards the exemption of certain public bodies and third-country central banks, market manipulation indicators, disclosure thresholds, the competent authority for notification delays, permission to trade during closed periods and types of notifiable transactions by persons discharging managerial, supervisory or administrative responsibilities (see page 1 of this Official Journal).



RELEVANT PERSON DECLARATION - MANAGER

I, the undersigned _____

- having acknowledged being included as a Manager among the "Relevant Persons" and having been included in the list of Relevant Persons maintained by MAIRE pursuant to the Internal Dealing Procedure adopted by the Company (the "**Procedure**") (whose definitions, unless otherwise specified, are hereby incorporated by reference);
- hereby state that I have received, read and understood the Procedure;
- I hereby acknowledge the obligations imposed by the Procedure and the MAR Regulation, as well as the sanctions applicable in the event of non-compliance with such obligations;

I HEREBY UNDERTAKE

- to strictly observe and fulfil, within my scope of responsibility, all obligations set forth in the Procedure, the MAR Rules, and other applicable laws and regulations as may be in force from time to time;
- to notify in writing all Closely Associated Persons with the undersigned of their obligations under the Procedure, the MAR Rules, and other applicable laws and regulations in force from time to time, and to maintain a copy of such notification, making it available upon written request from the Company, Consob, or any other competent authority;
- for the purposes of establishing and maintaining the list of Relevant Closely Associated Persons with the undersigned by completing the attached table within 5 business days from the date of this statement, and to promptly notify the Company of any subsequent changes to the information provided regarding the undersigned and their Closely Associated Persons;
- to notify the Company of transactions executed by Relevant Persons as defined in Article 4.1 of the Procedure, in accordance with the manner and within the time limits specified in Article 4.3 thereof, with the understanding that failure to comply will result in the inadmissibility of such communication and consequently release the Company from all responsibility and obligation to notify the public and Consob.

ANNEX C - Relevant Person Declaration - Manager

I, the undersigned, being a Relevant Person of MAIRE in my capacity as a Manager of MAIRE, as defined in the Procedure, and therefore subject to the disclosure obligations set forth in the MAR Regulation and Article 4.1 of said Procedure,

HEREBY AUTHORISE

on my own behalf and under my sole responsibility, MAIRE to notify Consob and to publish, in accordance with applicable regulations, the transactions specified in Article 4.1 of the Procedure as reported through Annex B of said Procedure and executed by the undersigned.

To this end, I undertake to promptly report any notifiable transactions executed pursuant to Article 4 of the Procedure, and in any event no later than two business days from the execution date of such transactions.

I furthermore acknowledge that any failure to comply with the provisions of the Procedure regarding the manner and/or timing of required notifications will release the Company from all liability and obligations to notify Consob pursuant to Article 4.

Date

Signature

ANNEX C - Relevant Person Declaration - Manager

LIST OF CLOSELY ASSOCIATED PERSONS

Definition

Closely Associated Persons of the Relevant Party - Manager:

- A) spouse or civil partner equivalent to a spouse, dependent children, and relatives who have shared the same household for at least one year as of the date of the transaction (“**Family Members**”);
- B) legal entities, trusts or partnerships whose managerial responsibilities are discharged by a Relevant Person-Manager or by a person referred to under a) above, or which are directly or indirectly controlled by such person, or which are established for the benefit of such person, or whose economic interests are substantially equivalent to those of such person.

A) List of Family Members of Relevant Persons - Manager

Family member	Place and Date of Birth of Family Member	Family bond

B) List of legal entities, trusts or partnerships whose managerial responsibilities are discharged by a Relevant Person-Manager or by a Family Member thereof, or which are directly or indirectly controlled by such person, or which are established for the benefit of such person, or whose economic interests are substantially equivalent to those of such person:

Company/Body/Trust/ Partnership	TIN/VAT	Registered office	Role held by the Relevant Person-Manager or Family Member thereof

Date:

Relevant Person - Manager:

Annex D - Notification of Obligations to Disclose Transactions by Closely Associated Persons of Relevant Persons - Manager

Dear Mr./Mrs./Ms.,

pursuant to Regulation (EU) No. 596/2014 of the European Parliament and of the Council of 16 April 2014 on market abuse (hereinafter also the "**Market Abuse Regulation**" or the "**Regulation**") MAIRE S.p.A. (hereinafter also referred to as "**MAIRE**" or the "**Company**") - a company in which I hold the position of Director/Member/Job Title approved on 25 January 2018 the "Internal Dealing Procedure" (the "**Procedure**"), most recently updated on 6 February 2025, under which it identified the Relevant Persons (which include Managers and their Closely Associated Persons, as defined in the Procedure). Pursuant to Article 19 of the Regulation and Article 5.1 of the Procedure, MAIRE is required to establish a list of Relevant Persons.

In this regard, I hereby acknowledge that in my capacity as Director/Associate/Job Title of MAIRE, I am subject to the provisions of the Regulation and the Procedure.

Consequently, pursuant to Article 3 paragraph 26 of the Regulation¹, you qualify as a Relevant Person as you are a Closely Associated Person of a Manager of MAIRE and, accordingly, you have been included in the List of Closely Associated Persons of MAIRE. As such, you are required to comply with the applicable legal and regulatory provisions as well as the requirements set forth in the aforementioned Procedure.

In this regard, I would like to inform you that Closely Associated Persons of Relevant Persons - Managers - the category to which you belong - are obliged to notify MAIRE and Consob of all transactions conducted on their behalf involving the Company's shares, debt securities, derivative instruments or other financial instruments linked to them, once a total amount of Euro 20,000.00 (twenty thousand euros) has been reached within a calendar year. No notification is required for transactions below Euro 20,000 (twenty thousand euro), provided that notifications shall be made once the aggregate amount of transactions reaches Euro 20,000 (twenty thousand euro) within the same calendar year, and for each subsequent transaction (even if of a lower amount) during that calendar year.

Non-exhaustive examples of the transactions for which notification is required are provided in Annex A to the Procedure.

Such notifications must be submitted using the form provided in Annex B of the Procedure and must be transmitted to MAIRE's *Group Corporate Affairs & Governance* Function via email to corporatesecretary@pec.mairetecnimont.it no later than midnight on the second business day

¹ Closely Associated Person of the Relevant Person - Manager means one of the following persons:

- a) spouse or civil partner equivalent to a spouse, dependent children, and relatives who have shared the same household for at least one year as of the date of the transaction;
- b) legal entities, trusts or partnerships whose managerial responsibilities are discharged by a Relevant Person-Manager or by a person referred to under a) above, or which are directly or indirectly controlled by such person, or which are established for the benefit of such person, or whose economic interests are substantially equivalent to those of such person.

Annex D - Notification of Obligations to Disclose Transactions by Closely Associated Persons of Relevant Persons - Manager

following the execution date of the transaction, or of the last transaction that reaches the threshold of EUR 20,000.00 (twenty thousand euro), after reviewing the form with the undersigned.

The *Group Corporate Affairs & Governance* Function shall notify Consob of the transaction executed by the Closely Associated Person of the Relevant Person - Manager by no later than midnight on the third business day following the execution date.

I hereby remind you that failure to comply with the legal and regulatory requirements regarding communications to the competent authority and to the public will result in administrative monetary penalties as set forth in Article 187-ter.1, paragraphs 4 and 5, of Legislative Decree 58/1998, as detailed in Article 7.1 of the Procedure.

The Procedure is available on the Company's website and attached hereto for your reference.

Finally, please return this letter, signed for acknowledgement and acceptance, along with the completed and signed proxy form attached.

With best regards.

Signature

PROXY FORM

The undersigned _____, being a Relevant Person as a Closely Associated Person of a Manager of MAIRE S.p.A., as defined in the Internal Dealing Procedure adopted by MAIRE S.p.A., and in such capacity subject to the disclosure obligations set forth in the MAR Regulation and Article 4.1 of said Procedure, hereby

AUTHORISES

on his/her own behalf and under their sole responsibility, MAIRE to notify Consob and to publish, in accordance with applicable regulations, the transactions specified in Article 4.1 of the Procedure as reported through Annex B of said Procedure and executed by the undersigned.

To this end, the undersigned undertakes to promptly report any notifiable transactions executed pursuant to Article 4 of the Procedure, and in any event no later than two business days from the execution date of such transactions.

The undersigned hereby acknowledges that any failure to comply with the provisions of the Procedure regarding the manner and/or timing of required notifications will release the Company from all liability and obligations to notify Consob pursuant to Article 4.

Date

Signature
