

DECISIONS ON CORPORATE GOVERNANCE AND SHAREHOLDERS' MEETING CALL

Milan, 11 November 2024 – MAIRE S.p.A. (“**MAIRE**” or the “**Company**”) announces that, on today’s date, the Board of Directors has resolved to **call the Extraordinary Shareholders’ Meeting to be held on 19 December 2024, on first call**, and, if required, on 20 December 2024, on second call. The Extraordinary Shareholders’ Meeting will be called to resolve upon the proposal to amend Article 6-bis (“Voting right increase”) of the Company’s By-Laws in order to allow the enhancement of the increased voting rights mechanism currently in place, in line with the provisions of the Italian Law no. 21/2024 (so called “**Legge Capitali**”).

The so-called 'ordinary' increased voting rights mechanism currently in place, introduced in MAIRE’s By-Laws in 2015, provides for the recognition of double voting rights for each share held by the same shareholder for a continuous period of at least 24 months from the date of registration in a special list, as already provided for by paragraph 1 of Article 127-quinquies of the Italian Consolidated Law on Finance (“**TUF**”). The proposal made by the Board of Directors provides for an extra vote to be granted at the end of each 12-month period following the expiry of the previous 24-month period, up to a maximum of 10 votes per share, as provided for by paragraph 2 of Article 127-quinquies of the TUF.

With the adoption of an enhanced increased voting rights mechanism, MAIRE aims at further strengthening a stable, medium-long term oriented, and diversified shareholder base. This may encourage the entry of new shareholders who, by sharing the medium-long term industrial and sustainability strategies of the Company, support the management in pursuing the Group’s growth path in an increasingly challenging, complex, and constantly evolving market scenario.

The proposed amendment to the By-Laws, if approved by the Shareholders' Meeting, confers the right of withdrawal pursuant to Article 2437 of the Italian Civil Code.

The details of this proposal are contained in the related Explanatory Report approved by the Board of Directors today.

The notice of call the Extraordinary Shareholders’ Meeting and the Explanatory Report by the Board of Directors on the sole item on the agenda will be published today at the Company’s registered office in Rome and operational office in Milan, on the website www.groupmaire.com under section “Governance/Shareholders’ Meeting Documents” ([Shareholders Meeting Documents | Maire](http://www.groupmaire.com/shareholders-meeting-documents)) as well as on the “1info” (www.1info.it) authorized storage system.

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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