

## **DECISIONS ON CORPORATE GOVERNANCE**

*Milan, 25 February 2022* – Maire Tecnimont S.p.A. (the “**Company**”) announces that, on today’s date, the Board of Directors has examined and approved the **Report on the 2022 Remuneration Policy and fees paid**, pursuant to article 123-ter of Italian Legislative Decree no. 58/1998 (“**CFA**”) and the **2021 Report on Corporate Governance and Ownership Structures**, pursuant to article 123-bis of the CFA, and the **2021 Sustainability Report**, containing the Non-financial Statement under Legislative Decree no. 254/2016.

On 21 February 2021, the Board of Directors also examined the requirements of independence of Directors Gabriella Chersicla, Vittoria Giustiniani, Andrea Pellegrini, Patrizia Riva and Maurizia Squinzi, pursuant to the CFA and the Corporate Governance Code, also taking into account the quantitative and qualitative criteria defined by the Board of Directors to evaluate the significance of the relationships referred as per letter c) and eventual additional remuneration referred as per letter d) of recommendation 7 of the Corporate Governance Code. The Board of Statutory Auditors, as part of its statutory responsibilities, verified the correct application of the assessment criteria and procedures adopted by the Board to evaluate the independence of its members.

### **Ordinary Shareholder’s Meeting call**

The Board of Directors has resolved **to call an ordinary Shareholders’ Meeting to be held on 8 April 2022, on first call**, and, if required, on 11 April 2022, on second call, in order to resolve the approval of the financial statements as at 31 December 2021 and the proposal of allocation of the year’s profit.

Taking into account that with the calling Shareholders’ Meeting the mandate of the Board of Directors and the Board of Statutory Auditors currently in charge will expire, the Shareholders’ Meeting will also be called *i) to appoint the new Directors of the Company* - after determining the number and the duration of office - **and the Chairman of the Board of Directors**, also stating the remuneration due to them, and *ii) to appoint the new Statutory Auditors and the Chairman of the Board of Statutory Auditors*, stating the remuneration due to them.

Furthermore, the ordinary Shareholders' Meeting will be called to resolve upon **the approval of the 2022 Remuneration Policy**, pursuant to article 123-ter, paragraph 3-ter of the CFA, and **the "Second Section" of the Report on the 2022 Remuneration Policy and fees paid**, pursuant to article 123-ter, paragraph 6 of the CFA.

Pursuant to article 114-bis of the CFA, the Board of Directors has also resolved upon submitting to the Ordinary Shareholders' Meeting a proposal for the adoption of **the Maire Tecnimont Group's Long-Term Incentive Plan 2022-2024 ("2022-2024 LTI Plan")**, which is part of the broader long-term incentive system of the Maire Tecnimont Group, articulated into 3 three-year plans (2022-2024, 2023-2025 and 2024-2026) whose general structure was approved by the Board of Directors, on the proposal of the Remuneration Committee, on 25 February 2022. The 2022-2024 LTI Plan is reserved for the Chief Executive Officer and Chief Operating Officer of the Company and some selected top managers of the Maire Tecnimont Group companies. The 2022-2024 LTI Plan intends in particular: (i) ensure the increasing alignment of management's interests to the pursuit of sustainable success for both the Company and the Group, through the creation of long-term value for Shareholders and Stakeholders; (ii) maintain the alignment among those Group most critical figures to the achievement of corporate objectives; (iii) ensure continuity of the engagement and retention of the beneficiaries in the long term, preserving the competitiveness of the remunerations on the market, and (iv) preserve consistency with the company's strategic evolution and with the time horizon of the mandate of the Board of Directors.

Subject to approval by the Shareholders' Meeting, the 2022-2024 LTI Plan provides for the award of Rights to receive Share free of charge, in a single cycle and on defined terms, at the end of the three years vesting period (2022-2024), subject to verification of the level of achievement of specific consolidated performance conditions, measured annually and at the end of the three years referring period, also related to sustainability issues. In order to strengthen the retention purpose of the 2022-2024 LTI Plan and adopt mechanisms that allow a connection between short-term results and the creation of longer-term value, 30% of the Shares corresponding to the Rights accrued will be granted, in two equal tranches, 12 and 24 months respectively after the grant of the first portion, equal to 70%.

The details of the 2022-2024 LTI Plan are contained in the relevant Information Documents prepared under Article 84-bis of the Consob Regulation 11971 of 14 May 1999 ("**Issuer Regulations**") and in the Explanatory Report prepared

under article 114-*bis* of the CFA and article 84-*ter* of the Issuer Regulations, approved by the Board of Directors today.

On today's date, the Board of Directors has also resolved upon the proposal of submitting to the Shareholders' Meeting the **authorization to purchase and dispose of treasury shares**, upon revocation of the authorization as granted by Shareholders' Meeting on 15 April 2021 for the portion not executed, up to a maximum amount of No. 10,000,000 ordinary shares, with no par value, equal to 3.04% of the shares currently outstanding. The request for authorization for the purchase and disposal of treasury shares aims to allow to the Company to purchase and dispose of ordinary shares, in full compliance with the European and national regulations currently in force - included the EU Regulation 596/2014 ("**MAR**") and the Delegated Regulation UE 1052/2016 - for all purposes permitted by the applicable rules, including the purposes as per art. 5 of the MAR and the activity to support market liquidity as per the practice accepted by Consob as per art. 13 MAR, in compliance with terms and manner which will be possibly approved by the competent corporate bodies, as well as to supply treasury shares dedicated to the remuneration or incentive plans based on Maire Tecnimont S.p.A.'s shares approved by the Company pursuant to art. 114-*bis* of CFA.

The Board of Directors intends to propose to the Shareholders' meeting to resolve that the authorization for the purchases of the treasury shares shall have a duration of 18 months, while the authorization for the disposal of the treasury shares is requested unrestricted in time. Furthermore, the proposal provides that the unit price for the purchase of shares will be established from time to time for each individual transaction, on the understanding that purchases of shares may be made at a price no higher than the higher price between the price of last independent transaction and the price of the highest current independent purchase bid on the trading venue where the purchase is carried out, also provided that the above mentioned unit price may not be lower in the minimum of 10% and not higher in the maximum of 10% 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 holds No. 197,346 treasury shares.

Details on the proposal relating to the authorization of purchases and disposal of treasury shares are available in the Explanatory Report, pursuant to art. 125-*ter* of the CFA, art. 73 of the Issuers' Regulations and in compliance with the Attachment 3A – Table n. 4 of the said Issuers' Regulations, approved by the Board of Directors on today's date.

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The 2021 Sustainability Report, containing the Non-financial Statement under D. Lgs. 254/2016, will be published as provided by law, at the Company's registered office in Rome and the operative offices in Milan, on the website [www.mairetecnimont.com](http://www.mairetecnimont.com) ("Investors" section – "Results and Presentations"), as well as on the "1info" authorized storage mechanism ([www.1info.it](http://www.1info.it)).

The call notice of the Shareholders' Meeting, the Explanatory Reports by the Board of Directors, the Report on the 2022 Remuneration Policy and fees paid, the 2021 Report on Corporate Governance and Ownership Structures and Information Document of the "2022-2024 Long-term Incentive Plan of the Maire Tecnimont Group" will be published, as provided by law, at the Company's registered office in Rome and operative office in Milan, on the website [www.mairetecnimont.com](http://www.mairetecnimont.com) under section "Governance" – "Shareholders' Meeting Documents" - "2022" as well as on the "1info" ([www.1info.it](http://www.1info.it)) authorized storage system.

#### **Maire Tecnimont S.p.A.**

Maire Tecnimont S.p.A., a company listed on the Milan Stock Exchange, heads an international industrial group that is a leader in the transformation of natural resources (plant engineering in downstream oil & gas, with technological and execution competences). Through its subsidiary NextChem, it operates in the field of green chemistry and the technologies to support the energy transition. Maire Tecnimont Group operates in about 45 countries, through approximately 50 operative companies and about 9,100 people. For more information: [www.mairetecnimont.com](http://www.mairetecnimont.com).

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