

DECISIONS ON CORPORATE GOVERNANCE

Milan, 01 March 2023 – 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 2023 Remuneration Policy and fees paid**, pursuant to article 123-*ter* of Italian Legislative Decree no. 58/1998 (“**CFA**”) and the **2022 Report on Corporate Governance and Ownership Structures**, pursuant to article 123-*bis* of the CFA, and the **2022 Sustainability Report**, containing the Non-financial Statement under Legislative Decree no. 254/2016.

On 23 February 2023, the Board of Directors also **examined the requirements of independence** of Directors Gabriella Chersicla, Paolo Alberto De Angelis, Cristina Finocchi Mahne, Francesca Isgrò 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, on 28 February 2023, the correct application of the assessment criteria and procedures adopted by the Board of Directors to evaluate the independence of its members.

Ordinary and Extraordinary Shareholders Meeting call

On today’s date, the Board of Directors has also resolved **to call the Ordinary and Extraordinary Shareholders’ Meeting to be held on 19 April 2023, on first call**, and, if required, on 20 April 2023, on second call.

The Ordinary Shareholders’ Meeting will be called to approve **the Financial Statements as at 31 December 2022 and to resolve on the proposal of allocation of the year’s profit and the distribution of dividends**.

Furthermore, **the approval of the 2023 Remuneration Policy**, pursuant to article 123-*ter*, paragraph 3-*ter* of the CFA, and the “**Second Section**” of the **Report on the 2023 Remuneration Policy and fees paid**, pursuant to article 123-*ter*, paragraph 6, of the CFA will be submitted to the ordinary Shareholders’ Meeting approval.

Whereas the mandate of Mr. Alessandro Bernini – co-opted on 21 April 2022, effective from 15 May 2022, as Director of the Company – will expire at the time of the aforesaid Shareholders’ Meeting, the Meeting is also be required to take the **actions pursuant to Art. 2386 of the Italian Civil Code**.

Maire Tecnimont SpA

REGISTERED OFFICE
Viale Castello della Magliana, 27, 00148 Rome, Italy
T +39 06 412235300 F +39 06412235610
Operative Headquarters
Via Gaetano de Castillia 6a, 20124 Milan, Italy
T +39 02 63131 F +39 02 63139777

Share Capital € 19.920.679,32, fully paid-up
Tax Code, VAT number and Rome
Company register number: 07673571001
www.mairetecnimont.com

Pursuant to article 114-*bis* of the CFA, the Board of Directors has also resolved to submit to the Ordinary Shareholders' Meeting the proposals for the adoption of the following Incentive Plan:

- **Maire Tecnimont Group's Long-Term Incentive Plan 2023-2025 ("2023-2025 LTI Plan")**, and
- **Maire Tecnimont Group's 2023-2025 Employees Share Ownership Plan ("Employees Share Ownership Plan")**

The **2023-2025 LTI Plan** is part of the broader long-term incentive system of the Maire Tecnimont Group, structured into 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 2023-2025 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 2023-2025 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 Maire Tecnimont Group, through the creation of long-term value for Shareholders and Stakeholders; *(ii)* maintain the alignment among those Maire Tecnimont 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 of the incentive systems with the company's strategic evolution.

Subject to approval by the Ordinary Shareholders' Meeting, the 2023-2025 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 (2023-2025), subject to the existence of the annual Conditions of Access and the level of achievement of predetermined Performance Objectives, measured at the end of the three years referring period, also related to sustainability issues. In order to strengthen the retention purpose of the 2023-2025 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 one, equal to 70%.

The **Employees Share Ownership Plan** is presented in continuity with the positive experience of the previous Employees Share Ownership Plan, also addressing to the generality of employees of companies of the Group. Such Plan, allowing the employees to participate into the share capital, aims at: *i)* strengthening the sense of belonging to the Group, *ii)* aligning employees' interests with the common goal of sustainable and long-term value creation, and *iii)* extending to them the opportunity to participate in the Company's share capital. The Employees Share Ownership Plan 2023-2025 is based on

ordinary Shares of the Company and provides a cycle of award of Rights for each year (2023-2024-2025). The allocation of the Shares, free of charges, is subject to the achievement of consolidated performance objectives, also related to sustainability issues, with the purpose to increase the sense of belonging to the Group. A three-year lock-up period of the Shares granted is provided.

The details of the 2023-2025 LTI Plan and of the Employees Shares Ownership Plan are included in the relevant Information Documents prepared under Article 84-*bis* of the Issuer Regulation 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 on today's date.

The Board of Directors has also resolved upon the proposal of submitting to the Ordinary Shareholders' Meeting the **authorization to purchase and dispose of treasury shares**, upon revocation of the authorization as granted by Shareholders' Meeting on 8 April 2022 for the portion not executed, up to a maximum amount of No. 10,000,000 ordinary shares, with no par value, equal to 3.044% 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 official 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. 109,297 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.

Finally, the Ordinary Shareholders' Meeting is called to resolve upon the proposal to amend the economic terms of the mandate for the auditing engagement conferred to the Company PricewaterhouseCoopers S.p.A. for the period 2016-2024, with reference to the fiscal years 2022-2024 included.

The Extraordinary Shareholders' Meeting, upon Board of Directors' proposal, is called to approve the amendments of Articles 1 (Company name), 4 (Duration), 10 (Attending and voting in Shareholders' Meeting), 14 (Procedure for appointing the Board of Directors), 16 (Convocation and meetings of the Board of Directors) and 21 (Procedure to appoint the Board of Statutory Auditors), of the Company's Articles of Association.

In particular, the amendment to Article 1 (Company name) of the Company's Articles of Association consist of the insertion – besides the Company name “Maire Tecnimont S.p.A.”, unvaried – of the abbreviated form “MAIRE S.p.A.”.

The details of such proposals are included in the Explanatory Report approved by the Board of Directors on today's date.

The call notice of the Shareholders' Meeting, the Explanatory Reports by the Board of Directors on any items on the agenda both for the ordinary and extraordinary part, and, with reference to the proposal to amend the economic terms of the mandate for the auditing engagement, the Report on the 2023 Remuneration Policy and fees paid, the 2022 Report on Corporate Governance and Ownership Structures and the Information Documents of the “2023-2025 Long-term Incentive Plan of the Maire Tecnimont Group” and of the “2023-2025 Employees Share Ownership 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 under section “Governance” – “Shareholders' Meeting Documents” - “2023” as well as on the “1info” (www.1info.it) authorized storage system.

The 2022 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 (“Investors” section – “Sustainability for Investors”), as well as on the “1info” authorized storage mechanism (www.1info.it).



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 over 26,000 people, including direct and indirect staff. For more information: www.mairetecnimont.com.

Group Media Relations

Carlo Nicolais, Tommaso Verani
+39 026313 7603
mediarelations@mairetecnimont.it

Investor Relations

Silvia Guidi
Tel +39 02 6313-7823
investor-relations@mairetecnimont.it