

**THE ORDINARY AND THE EXTRAORDINARY SHAREHOLDERS' MEETING OF MAIRE TECNIMONT S.P.A.: APPROVED THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2022 AND THE DISTRIBUTION OF A DIVIDEND; ALESSANDRO BERNINI CONFIRMED AS MEMBER OF THE BOARD OF DIRECTORS; APPROVED THE PROPOSAL OF AMENDMENTS TO THE ARTICLES OF ASSOCIATIONS.**

**ALESSANDRO BERNINI CONFIRMED AS CHIEF EXECUTIVE OFFICER**

- **Financial Statements as of 31 December 2022 approved**
- **Distribution of a total dividend of euro 40,737,860.74<sup>1</sup> approved**
- **2023 Remuneration Policy and Second Section of the “*Report on the 2023 Remuneration Policy and fees paid*” approved**
- **Alessandro Bernini confirmed as member of the Board of Directors of Maire Tecnimont S.p.A. by the Ordinary Shareholders' Meeting**
- **Proposal of adoption of “*Maire Tecnimont Group's Long Term Incentive Plan 2023-2025*” approved**
- **Proposal of adoption of “*Maire Tecnimont Group's Employees Share Ownership Plan 2023-2025*” approved**
- **Authorization to purchase and dispose of treasury shares approved**
- **Approved the proposal of amendment of the economic terms of the appointment for the independent audit of the accounts conferred, in accordance with Italian Legislative Decree 39/2010, to the company PricewaterhouseCoopers S.p.A. for the period 2016-2024, with reference to the financial years closed from 31 December 2022 to 31 December 2024 included**
- **Proposal of amendments to Articles 1 (Company name), 4 (Duration), 10 (Attending and voting during shareholders' meetings), 14 (Procedure for the appointing of the Board of Directors), 16 (Convocation and Meetings of the Board of Directors) and 21 (Procedure to the appoint the Board of Statutory Auditors), of the Articles of Association approved**
- **Alessandro Bernini confirmed as Chief Executive Officer of Maire Tecnimont S.p.A. by the Board of Directors**

---

<sup>1</sup> The total proposed dividend of Euro 0.124 per share takes into account the no. 109,297 treasury shares held in portfolio by MAIRE as of 1 March 2023. In this regard, it should be noted that, without prejudice to the amount of the unit dividend, the total amount of the dividend could vary depending on the number of treasury shares held in the Company's portfolio on the ex-dividend date (so-called ex date), with a consequent increase or decrease in the amount used by the "Retained Earnings Reserve"

Milan, 19 April 2023 – The Ordinary Shareholders' Meeting of Maire Tecnimont S.p.A. (the “**Company**” or “**MAIRE**”) - met today, on first call, under the Chairmanship of Fabrizio Di Amato, taking into account the Group's Consolidated Financial Statements as of 31 December 2022, as well as the Sustainability Report as of 31 December 2022, containing the Consolidated Non-Financial Statement drafted pursuant to Legislative Decree no. 254/2016, approved:

- the **Company's financial statements as of 31 December 2022**, which shows a net profit of euro 38,940,115.46;
- the proposal of **distribution of a total dividend of euro 40,737,860.74**.

The Ordinary Shareholders' Meeting also resolved to confirm, **pursuant to Article 2386 of the Italian Civil Code, Alessandro Bernini as non-independent member of the Board of Directors of the Company**. Alessandro Bernini will remain in office until the expiration of the mandate of the other Directors and therefore, until the approval of the financial statements as of December 31<sup>st</sup>, 2024. The Ordinary Shareholders' Meeting has also approved to grant Mr. Alessandro Bernini a remuneration of Euro 45,000.00 gross per year, for the office of Director, as already determined by the Ordinary Shareholders' Meeting of 8 April 2022 with reference to each Director.

The *curriculum vitae* of Mr. Alessandro Bernini is available on the Company's website, [www.mairetecnimont.com](http://www.mairetecnimont.com), in the “Governance” “Governance Model” “Board of Directors” section.

On today's date, Mr. Alessandro Bernini is holding no. 209.140 shares of the Company.

The Ordinary Shareholders' Meeting also approved:

- in accordance with Article 123-*ter*, paragraph 3-*ter*, of Legislative Decree No. 58/1998 (“**CFA**”) and all other legal and regulatory provisions, and therefore through a binding resolution, the **2023 Remuneration Policy**;
- in accordance with Article 123-*ter*, paragraph 6 of the CFA and all other legal and regulatory provisions, and therefore with a non-binding resolution, **the Second Section of the Report on the 2023 Remuneration Policy and fees paid**;
- pursuant to Article 114-*bis* of the CFA, the adoption of an incentive plan named “**Maire Tecnimont Group's Long Term Incentive Plan 2023-2025**” reserved to the Chief Executive Officer and Chief Operating Officer of Maire Tecnimont as well as to selected Top Managers of Maire Tecnimont Group's companies, granting the Board of Directors, with the express faculty of sub-delegation, the widest powers necessary or appropriate, after consulting the Remuneration Committee and, for competence, the Board of Statutory Auditors to fully implement the above Incentive Plan approved;
- pursuant to Article 114-*bis* of the CFA, the adoption of an employees shares ownership plan named “**Maire Tecnimont Group's Employees Share Ownership Plan 2023-2025**” reserved to employees having a permanent employment relationship (or an equivalent relationship pursuant to the legislation applicable from time to time) with the Company or with Maire Tecnimont Group's companies, granting the Board of Directors, with the express faculty of sub-delegation, the widest powers necessary or appropriate, after consulting the Remuneration



Committee and, for competence, the Board of Statutory Auditors to fully implement the above Employees Share Ownership Plan approved.

The Ordinary Shareholders' Meeting - upon revocation of the authorization granted by the Shareholders Meeting of April 8, 2022 for the portion not executed – has also resolved to **authorize the Board of Directors to purchase and dispose of treasury shares** as per Articles 2357 and 2357-ter of the Italian Civil Code, Article 132 of the CFA and Article 144-bis of Consob Issuers' Regulation 11971/1999, as subsequently amended, according to the means proposed in the Board of Directors' Report.

Authorization was granted to acquire treasury shares up to a maximum 10,000,000 ordinary shares, equal to 3.04% of the shares currently in circulation.

The authorization for the purchase and disposal of treasury shares aims at allowing the Company to purchase and dispose of ordinary shares, in full compliance with the European and national legislations currently in force – including the Regulation 596/2014 (“**MAR**”) and the Delegated Regulation EU 1052/2016 – for all purposes permitted by the applicable rules, including those relevant to Article 5 MAR and for the support of market liquidity according to the practice accepted by Consob as per Article 13 MAR, in compliance with the terms and manner which will be possibly approved by the competent corporate bodies, and to supply treasury shares dedicated to the compensation or incentive plans based on MAIRE shares adopted by the Company as per Article 114-bis of the CFA.

The authorization for the purchase of the treasury shares shall have a duration of 18 months, while the authorization for the disposal of the treasury shares is requested with no time limits. The unit price for the purchase of shares will be established from time to time for each individual transaction, provided that purchases of shares may be made at a price not higher than the higher of the price of the last independent trade and 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 owns no. 109,297 treasury shares.

Finally, the Ordinary Shareholders' Meeting has approved, upon reasoned proposal of the Board of Statutory Auditors, **the proposal of amendment of the economic terms of the appointment for the independent audit of the accounts conferred, in accordance with Italian Legislative Decree 39/2010, to the company PricewaterhouseCoopers S.p.A. for the period 2016-2024, with reference to the financial years closed from 31 December 2022 to 31 December 2024 included**, according to the terms indicated in the explanatory report approved by the Board Of Directors, made available to the public according to the terms and the manner required by the current legislation.

Furthermore, the Extraordinary Shareholders' Meeting of MAIRE held on today's date, has approved also, the proposal of amendments to Articles 1 (Company name), 4 (Duration), 10 (Attending and voting during shareholders' meetings), 14 (Procedure for the appointing of the Board of Directors), 16 (Convocation and Meetings of the Board of Directors) and 21 (Procedure to the appoint the Board of Statutory Auditors), of the Articles of Association.



Also pursuant to Article IA 2.3.2 of the Instructions for the Regulations of the Markets organized and managed by Borsa Italiana S.p.A., it should be noted that the proposal of amendments to Article 1 (Company name) of the Article of Associations of the Company, consists in the merely inclusion - in addition to the unchanged corporate name "Maire Tecnimont S.p.A." – of **the abbreviated form "MAIRE S.p.A."**

The new Articles of Associations, as amended by the Extraordinary Shareholders' Meeting, will be made available on the Company website [www.mairetecnimont.com](http://www.mairetecnimont.com) ("Governance" – "Annual Shareholders' Meeting Documents") and also through the authorized storage mechanism 1info ([www.1info.it](http://www.1info.it)).

All the details of the abovementioned proposal of resolutions, are indicated in the Explanatory Reports approved by the Board of Directors on March 1<sup>st</sup>, 2023 and made available on the Company website [www.mairetecnimont.com](http://www.mairetecnimont.com) ("Governance" – "Annual Shareholders' Meeting Documents").

\*\*\*\*\*

The Board of Directors of MAIRE, met today, at the end of the Shareholders' Meeting, after having taken note of the confirmation, by this latter, pursuant to Article 2386 of the Italian Civil Code, of **Alessandro Bernini**, as non-independent Director, has confirmed the same as **Chief Executive Officer of MAIRE**. The Board has also conferred on Alessandro Bernini – as Chief Executive Officer (CEO), or principal responsible for the management of the Company and, in such position, also in charge of the establishment and maintenance of the internal control and risk management system – executive powers for the management and coordination of the Group's activities.

It is reminded that Alessandro Bernini has already been appointed also as Chief Operating Officer of the Company, with effectiveness from May 15, 2022.

\*\*\*\*\*

In accordance with art. IA.2.1.2, par. 1 of the Instructions for the Regulations of the Markets organized and managed by Borsa Italiana S.p.A., the Company, moreover, announces that:

- the detachment of the coupon No. 8, representative of the dividend, is set for April 24<sup>th</sup>, 2023 (i.e. "*ex date*"), with payment from April, 26 2023 (i.e. "*payment date*");
- the dividend equal to euro 0.124 per share, gross of any withholding tax, for each share in circulation as at the detachment date of coupon No. 8, for a total amount of Euro 40,737,860.74, generating from net profit of the 2022 Financial Year for euro 38,940,115.46 and for euro 1,797,745.28 from the "Retained Earnings Reserve" of a total amount equal to 13,635,878.84, carried forward during the Financial Statements as of December 31<sup>st</sup>, 2021;
- pursuant to Article 83-*terdecies* of the CFA, the entitlement to payment of the dividend is based on the records in the intermediary's accounts referred to in Article 83-*quater*, paragraph 3, of the CFA, at the end of the accounting day of April 25<sup>th</sup>, 2023 (i.e. "*record date*").

\*\*\*\*\*

The summary account of voting shall be made available on the Company website [www.mairetecnimont.com](http://www.mairetecnimont.com) ("Governance" – "Annual Shareholders' Meeting Documents") in



accordance with Article 125-*quater* of the CFA, by the required deadline of five days after the Shareholders' Meeting.

The minutes of the Shareholders' Meeting of Maire Tecnimont S.p.A. will be made available to the public in the manner and time required by the current legislation.

\*\*\*\*\*

*Fabio Fritelli, in his capacity as Manager Responsible for preparing corporate accounting documents, hereby declares, pursuant to art. 154-bis, paragraph 2 of Legislative Decree 58/1998, that the accounting information contained in this press release corresponds to the documented results, books and accounting entries.*

**Maire Tecnimont S.p.A (MAIRE)**, a company listed on the Milan Stock Exchange, leads an engineering group that develops and implements innovative technologies in nitrogen, hydrogen and circular carbon, fuels and chemicals, and polymers sectors. It operates globally with its Sustainable Technology Solutions and Integrated E&C Solutions units to drive the evolution of the industry towards decarbonization. MAIRE creates value in about 45 countries and relies on approximately 6,500 employees, supported by over 20,000 people engaged in its projects worldwide. For further information: [www.mairetecnimont.com](http://www.mairetecnimont.com).

**Group Media Relations**

Carlo Nicolais, Tommaso Verani  
Tel +39 02 6313-7603  
[mediarelations@mairetecnimont.it](mailto:mediarelations@mairetecnimont.it)

**Investor Relations**

Silvia Guidi  
Tel +39 02 6313-7823  
[investor-relations@mairetecnimont.it](mailto:investor-relations@mairetecnimont.it)