

ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING

HELD ON 17 APRIL 2024

Summary account of the votes on the items on the Agenda of the Shareholders' Meeting

Ordinary Part

1. Financial Statements at 31 December 2023; proposal on the allocation of the year's result and dividend distribution

1.1. Company Financial Statements at 31 December 2023, Consolidated Financial Statements at 31 December 2023, Directors' Report, Report by the Board of Statutory Auditors and Independent Auditors' Report; related and consequent resolutions

1.2. Proposal on the allocation of the year's result and dividend distribution; related and consequent resolutions

1.1 Company Financial Statements at 31 December 2023, Consolidated Financial Statements at 31 December 2023, Directors' Report, Report by the Board of Statutory Auditors and Independent Auditors' Report; related and consequent resolutions

Shares present at the Shareholders' Meeting when the voting was opened no. 248,167,955 equal to 75.513519 % of the no. 328,640,432 shares representing the share capital, corresponding to 415.833.089 voting rights, equal to 83,712738 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	415,106,851	99.825353
Votes Against	0	0.000000
Abstentions	726,238	0.174647
No votes	0	0.000000
Total voting rights	415,833,089	100.000000%

1.2 Proposal on the allocation of the year's result and dividend distribution; related and consequent resolutions

Shares present at the Shareholders' Meeting when the voting was opened no. 248,167,955 equal to 75.513519 % of the no. 328,640,432 shares representing the share capital, corresponding to 415.833.089 voting rights, equal to 83,712738 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	415,039,188	99.809082
Votes Against	793,901	0.190918
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	415,833,089	100.000000%

2. Report on the 2024 Remuneration Policy and fees paid

2.1 Approval of the 2024 Remuneration Policy pursuant to Article 123-ter, paragraph 3-ter, of Legislative Decree no. 58/1998

2.2 Resolutions on the "Second Section" of the Report, pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/1998

2.1 Approval of the 2024 Remuneration Policy pursuant to Article 123-ter, paragraph 3-ter, of Legislative Decree no. 58/1998

Shares present at the Shareholders' Meeting when the voting was opened no. 248,167,955 equal to 75.513519 % of the no. 328,640,432 shares representing the share capital, corresponding to 415.833.089 voting rights, equal to 83,712738 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	359,415,492	86.432634
Votes Against	56,417,597	13.567366
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	415,833,089	100.000000%

2.2 Resolutions on the "Second Section" of the Report, pursuant to Article 123-ter, paragraph 6, of Legislative Decree no. 58/1998

Shares present at the Shareholders' Meeting when the voting was opened no. 248,167,955 equal to 75.513519 % of the no. 328,640,432 shares representing the share capital, corresponding to 415.833.089 voting rights, equal to 83,712738 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	352,296,989	84.720769
Votes Against	63,536,100	15.279231
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	415,833,089	100.000000%

3. Measures pursuant to Article 2386 of the Italian Civil Code; related and consequent resolutions.

Shares present at the Shareholders' Meeting when the voting was opened no. 248,167,955 equal to 75.513519 % of the no. 328,640,432 shares representing the share capital, corresponding to 415.833.089 voting rights, equal to 83,712738 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	367,941,990	88.483096
Votes Against	47,891,099	11.516904
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	415,833,089	100.000000%

4. Incentive plans, pursuant to Article 114-bis of Legislative Decree No. 58/1998

4.1 Adoption of the "*MAIRE Group's Long-Term Incentive Plan 2024-2026*"; related and consequent resolutions

4.2 Adoption of the "*Restricted and Matching Shares Plan dedicated to the Chief Executive Officer and Chief Operating Officer of MAIRE S.p.A.*"; related and consequent resolutions

4.1 Adoption of the "*MAIRE Group's Long-Term Incentive Plan 2024-2026*"; related and consequent resolutions

Shares present at the Shareholders' Meeting when the voting was opened no. 248,167,955 equal to 75.513519 % of the no. 328,640,432 shares representing the share capital, corresponding to 415.833.089 voting rights, equal to 83,712738 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	364,702,118	87.703968
Votes Against	51,130,971	12.296032
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	415,833,089	100.000000%

4.2 Adoption of the "*Restricted and Matching Shares Plan dedicated to the Chief Executive Officer and Chief Operating Officer of MAIRE S.p.A.*"; related and consequent resolutions

Shares present at the Shareholders' Meeting when the voting was opened no. 248,167,955 equal to 75.513519 % of the no. 328,640,432 shares representing the share capital, corresponding to 415.833.089 voting rights, equal to 83,712738 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	359,092,975	86.355075
Votes Against	56,740,114	13.644925
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	415,833,089	100.000000%

5. Authorisation to purchase and dispose of treasury shares; related and consequent resolutions

Shares present at the Shareholders' Meeting when the voting was opened no. 248,167,955 equal to 75.513519 % of the no. 328,640,432 shares representing the share capital, corresponding to 415.833.089 voting rights, equal to 83,712738 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	415,148,937	99.835474
Votes Against	684,152	0.164526
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	415,833,089	100.000000%

6. Appointment of the Independent Auditor of accounts for the period 2025-2033 and determination of fees pursuant to Legislative Decree 39/2010; related and consequent resolutions

Shares present at the Shareholders' Meeting when the voting was opened no. 248,167,955 equal to 75.513519 % of the no. 328,640,432 shares representing the share capital, corresponding to 415.833.089 voting rights, equal to 83,712738 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	415,061,076	99.814345
Votes Against	772,013	0.185655
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	415,833,089	100.000000%

Extraordinary part

1. **Amendment of Articles 1 ("*Company Name*"), 9 ("*Convocation of the Shareholders Meeting*") and 10 ("*Attending and voting in shareholders' meeting*") of the By-Laws; related and consequent resolutions.**

Shares present at the Shareholders' Meeting when the voting was opened no. 248,167,955 equal to 75.513519 % of the no. 328,640,432 shares representing the share capital, corresponding to 415.833.089 voting rights, equal to 83,712738 % of total voting rights.

The voting result was the following:

Vote result

	No. of voting rights	%
Votes for	357,359,602	85.938231
Votes Against	58,473,487	14.061769
Abstentions	0	0.000000
No votes	0	0.000000
Total voting rights	415,833,089	100.000000%