

THE ORDINARY SHAREHOLDERS' MEETING APPROVES THE FINANCIAL STATEMENTS AS AT 31 DECEMBER 2021, THE DISTRIBUTION OF A DIVIDEND AND APPOINTS THE NEW CORPORATE BODIES FOR THE PERIOD 2022-2024

- **Financial Statements as at 31 December 2021 approved**
- **Distribution of a total dividend of euro 60,105,084.74 approved**
- **Appointed the new Board of Directors for the period 2022-2024 consisting of 9 Directors, with 5 Independent Directors**
- **Confirmed Fabrizio Di Amato as Chairman of the Board of Directors**
- **Appointed the new Board of Statutory Auditors for the period 2022-2024**
- **2022 Remuneration Policy and Second Section of the "Report on the 2022 Remuneration Policy and fees paid" approved**
- **Proposal of adoption of "2022-2024 Maire Tecnimont Group Long Term Incentive Plan" approved**
- **Authorization to purchase and dispose of treasury shares approved**

Milan, 8 April 2022 – The Shareholders' Meeting of Maire Tecnimont S.p.A. (the "**Company**" or "**Maire Tecnimont**") - met today in ordinary session, on first call, under the Chairmanship of Fabrizio Di Amato, taking into account the Group's Consolidated Financial Statements as at 31 December 2021, as well as the Sustainability Report as at 31 December 2021, containing the Consolidated Non-Financial Statement drafted pursuant to Legislative Decree no. 254/2016, approved:

- the **Company's financial statements as at 31 December 2021**, which shows a net profit of euro 73,740,963.58;
- the proposal of **distribution of a total dividend of euro 60,105,084.74.**

The Shareholders' Meeting also resolved to appoint the Company's new **Board of Directors** for the period 2022-2024, which will remain in office until the approval of the financial statements as at 31 December 2024, composed of: **Fabrizio Di Amato, Pierroberto Folgiero, Gabriella Chersicla, Francesca Isgrò, Cristina Finocchi Mahne, Luigi Alfieri,**

Maire Tecnimont SpA

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Tax Code, VAT number and Rome
Company register number: 07673571001
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Stefano Fiorini and **Paolo Alberto De Angelis** – drawn from the list submitted by the majority shareholder GLV Capital S.p.A., holder of n. 167,665,134 Maire Tecnimont's ordinary shares, with no par value, equal to 51.018% of the shares with voting rights, obtaining 88.16% of the votes – and **Maurizia Squinzi** – drawn from the minority list submitted jointly by several professional institutional investors identified by name in the list filed, holders of n. 8,973,028 Maire Tecnimont's ordinary shares, with no par value, equal to 2.73035% of the voting right shares.

The Shareholders' Meeting also confirmed **Fabrizio Di Amato** in the role of **Chairman of the Board of Directors**.

The Directors Gabriella Chersicla, Francesca Isgrò, Cristina Finocchi Mahne, Paolo Alberto De Angelis and Maurizia Squinzi have declared that they satisfied the independence requirements established by the law and the Corporate Governance Code.

Pursuant to the current gender balance regulation, the Maire Tecnimont's new Board of Directors consists of 4 members of the less-represented gender.

The Shareholders' Meeting has also appointed the new **Board of Statutory Auditors** for the period 2022-2024, which will remain in office until the approval of the financial statements as at 31 December 2024, composed of: **Francesco Fallacara (Chairman)**, drawn from the minority list submitted jointly by several professional institutional investors identified by name in the list filed, holders of n. 8,973,028 Maire Tecnimont's ordinary shares, with no par value, equal to 2.73035% of the voting right shares, **Andrea Bonelli** and **Marilena Cederna (Standing Statutory Auditors)**, both drawn from the list submitted by the majority shareholder GLV Capital S.p.A., holder of n. 167,665,134 Maire Tecnimont's ordinary shares, with no par value, equal to 51.018% of the shares with voting rights, obtaining 88.16% of the votes.

The **Alternate Statutory Auditors Massimiliano Leoni** and **Mavie Cardi** were drawn from the majority list, whereas the **Alternate Statutory Auditor Andrea Lorenzatti** was appointed from the minority list.

The *curriculum vitae* of the members of the Board of Directors and of the Board of Statutory Auditors are available on the Company's website, www.mairetecnimont.com, in the *Governance* section.

To date, the following Directors are holding shares of Maire Tecnimont as indicated: Fabrizio Di Amato (n. 167,667,087 shares), Pierroberto Folgiero (n. 518,706 shares), Luigi Alfieri (n. 289,400 shares), Stefano Fiorini (n. 1,500 shares) and Maurizia Squinzi (n. 5,500 shares).

The 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 **2022 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 2022 Remuneration Policy**;
- pursuant to Article 114-bis of the CFA, the adoption of an incentive plan named "**2022-2024 Long-term Incentive Plan of Maire Tecnimont Group**" 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.

The Shareholders' Meeting - upon revocation of the authorization granted by the Shareholders Meeting of April 15, 2021 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 for all purposes permitted by the applicable rules, including those relevant to Article 5 of the EU Regulation 596/2014 ("**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 Tecnimont 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. 197,346 treasury shares.

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. 7, representative of the dividend, is set for 19 April 2022 (i.e. "ex date"), with payment from 21 April 2022 (i.e. "payment date");

- the dividend equal to euro 0.183 per share, gross of any withholding tax, for each share in circulation as at the detachment date of coupon No. 7, for a total amount of Euro 60,105,084.74, generating from net profit of the 2021 Financial Year of euro 73,740,963.58; the further net profit equal to 13,635,878.84 are carried forward;
- 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 20 April 2022 (i.e. "record date").

The summary account of voting shall be made available on the Company website www.mairetecnimont.com ("Governance" – "Shareholders' Meeting Documents" – "2022") 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.

Dario Michelangeli, 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., 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.

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