



EXPLANATORY REPORT BY THE BOARD OF DIRECTORS OF MAIRE S.P.A. ON THE PROPOSALS CONCERNING ITEM 2 ON THE AGENDA OF THE ORDINARY SHAREHOLDERS' MEETING OF MAIRE S.P.A. CONVENED FOR 14 APRIL 2025, ON FIRST CALL, AND 15 APRIL 2025, ON SECOND CALL.

MAIRE- Joint Stock Company

Registered office: Viale Castello della Magliana, 27, Rome

Operating office: Via Gaetano De Castillia, 6A, Milan

Share capital Euro 19,920,679.32 fully subscribed and paid in
Tax Code, VAT Number and registration number in the Rome Companies Register 07673571001
Econ. & Admin. Index (REA) no. 1048169

Item 2 of the Agenda**2. Appointment of the Board of Directors**

- 2.1 Determination of the number of components**
- 2.2 Determination of the term of office**
- 2.3 Appointment of members**
- 2.4 Appointment of the Chairman**
- 2.5 Determination of remuneration**

Dear Shareholders,

with the Shareholders' Meeting for approval of the Financial Statements for the year ended at 31 December 2024, the mandate shall end as conferred to the Directors in office appointed by the Shareholders' Meeting of Maire S.p.A. ("MAIRE" or the "Company") on 08 April 2022. It is therefore necessary to appoint the Board of Directors, after determining the number of its members and its term of office.

We remind you that the ordinary Shareholders' Meeting of 08 April 2022 had resolved to set at nine the number of Directors, three financial years the term of office of the Board of Directors and Euro 45,000.00 gross per year, in addition to reimbursement of expenses incurred for fulfilment of the office, the remuneration for each member of the Board of Directors; at the outcome of the Shareholders' Meeting, five Independent Directors had been appointed.

In this regard, the following should be noted in particular.

Members of the Board of Directors

Under art. 13 of the By-laws, the Board of Directors of the Company may be made up of five to eleven members, provided an odd number of members, is elected by the Ordinary Shareholders' Meeting, after determining the number of the Directors.

The members of the Board of Directors may also be non-members and serve for one to three financial years, until approval of the Financial Statements for the last year of the mandate, as established by the Shareholders' Meeting upon appointment and may be re-elected.

In view of the resolutions to be taken at the Ordinary General Meeting, we also remind you that:

- pursuant to article 147-ter, paragraph 4 of Legislative Decree 58/1998 ("CFA"), at least one member of the Board of Directors, or two if the Board of Directors is made up of more

than seven members, must meet the independence requirements established for Statutory Auditors by article 148, par. 3 of the CFA. Any independent director who, after appointment, should forfeit the requirements of independence, must immediately notify the Board of Directors to this end. Loss of the requirements of independence shall entail forfeiture of office, unless such requirements are still met by the minimum number of directors who are required to meet such requirements under applicable *pro tempore* legislation;

- taking into account that the Company adheres to the *Corporate Governance Code* promoted by the *Corporate Governance Committee* (the "**Corporate Governance Code**") (in the manner illustrated in the "*Report on Corporate Governance and Ownership Structure*" of MAIRE) and that the Company, pursuant to the Corporate Governance Code, qualifies as a "large company" and "concentrated ownership", applies to the Company the art. 2, Recommendation 5, of the same Corporate Governance Code, that requires that the number of Independent Directors constitute at least one third of the board of directors;¹;
- pursuant to the *Corporate Governance Code*, art. 2, Recommendation 7 of the same Corporate Governance Code on independence requirements applies. In this regard, it should be noted that the Board of Directors of MAIRE has adopted the "*Quantitative-qualitative criteria defined by the Board of Directors of Maire Tecnimont S.p.A., in implementation of Recommendation 7 of the Corporate Governance Code, to assess the independence of the members of the Board of Directors and the Statutory Auditors*" available on the MAIRE website ("**Significance Criteria**"), to which reference is made for any detailed information;
- the composition of the Board of Directors must also respect the gender balance pursuant to Article 147-ter, paragraph 1-ter, of the CFA. With reference to the term of office of the new administrative body, the less represented gender must obtain at least two fifths of the Directors elected, rounded up to the next higher unit (art. 144-*undecies*.1, paragraph 3, Consob Regulation no. 11971/1999, the "**RE**").

For information on the guidelines to shareholders formulated by the outgoing Board of Directors of MAIRE on the qualitative and quantitative composition considered optimal, please

¹ If the number of independent directors corresponds to a non-integer number, it is rounded off, according to the arithmetic criterion: the rounding off is carried out to the lower unit, if the decimal figure is less than 5; vice versa, the rounding up is carried out to the higher unit, if the decimal figure is equal or higher than 5 (see Q&A no. 5 (1) functional to the application of the Corporate Governance Code).

refer to the following paragraph "*Guidelines on the optimal quantitative and qualitative composition of the Board of Directors*".

List voting mechanism for appointing the Board of Directors

In accordance with Art. 14 of the By-Laws, the members of the Board of Directors shall be appointed on the basis of lists submitted by the Shareholders pursuant to the following provisions, and by listing candidates with a sequential number.

Each shareholder may submit, or participate in the submission of, including through third parties or a nominee company, only one list. Moreover, the following may submit, or participate in the submission, including through third parties or a nominee company, and vote only one list: (i) shareholders belonging to the same group (meaning subsidiaries, parents and companies subject to the same control, in compliance with Art. 2359, paragraph 1 and 2 of the Italian Civil Code), (ii) shareholders who are party to the same shareholders' agreement relating to the shares of the Company, in compliance with Art. 122 of the CFA. Every candidate may run only in one list, on penalty of ineligibility.

Only shareholders who, alone or together with other shareholders, hold shares representing at least the shareholding threshold required by the regulations issued by Consob, which, by Managerial Resolution of the Corporate Governance Department Manager no. 123 of 28 January 2025, set for the Company the threshold at 1% (one percent) of the share capital, may submit lists.

It is recalled that, in accordance with Art. 6-ter, paragraph 4 of the By-Laws, the majority of the voting rights has no effect on rights other than voting rights, entitled and exercisable by virtue of the possession of certain capital rates and thus also, among other things, for the determination of the capital rates required for the presentation of lists for the election of the bodies of the Company.

The lists (signed by those who submit them) must be received in one of the following ways:

- transmission by certified e-mail to the corporatesecretary@pec.mairetecnimont.it address within **Thursday 20 March 2025**, together with a copy of a valid identity document of the presenters;
- by delivery to the registered office in Rome, Viale Castello della Magliana 27, or to the operational headquarters in Milan, Via Gaetano De Castillia 6A, **within 6:00 p.m. on Thursday 20 March 2025**.

Lists must be presented together with:

- (i) the indication of the identity of the shareholders presenting the lists and the total percentage investment share held;
- (ii) acceptances of candidacy by the individual candidates;
- (iii) statements by which the candidates confirm, under their own responsibility, the absence of any causes for ineligibility and incompatibility, as well as the existence of the requirements as specified in the applicable legislation and regulations, including those regarding integrity and, if appropriate, independence;
- (iv) the *curriculum vitae* of each designated person regarding personal and professional qualifications, with an indication of management and control positions held at other companies and the possible suitability to qualify as independent, according to criteria of law and of the Company (Significance Criteria);

Certification attesting ownership, at the time of filing the list with the Company, of the minimum shareholding envisaged for the submission of the lists, shall be provided concurrently with the filing of the lists or within the other term set forth by applicable legislative and regulatory provisions (i.e. within 21 days before the date set for the Shareholders' Meeting required for publication of the lists by the Company, i.e. **within Monday 24 March 2025**). Note that ownership of the investment share is defined by taking account of shares that are registered to the Shareholder on the day on which the lists are deposited with the Company.

Each list shall include the candidacy of the minimum number of persons that fulfil the legal and regulatory independence requirements applicable to Independent Directors, also taking into account the Significance Criteria adopted by MAIRE to assess independence.

Any list that does not comply with the above provisions shall be considered as not submitted. Every person entitled to vote may vote only one list.

Lists will be subject to the forms of publication prescribed by legislation and the *pro tempore* regulation in force. More specifically, at least twenty-one days prior to the Shareholders' Meeting date (i.e. **Monday 24 March 2025**), the lists are made available to the public at the registered office of Rome, the operating office of Milan, on the Company's website and in all other ways envisaged by Consob Regulation.

Methods of appointing the Board of Directors

The Board of Directors will be elected as follows, in compliance with the current *pro tempore* regulation regarding gender balance: from the list that has obtained the majority of the votes expressed by those entitled (the "**Majority List**"), all the Directors to be elected minus one

shall be taken according to the progressive order with which they are indicated in the list; the remaining Director shall be selected from the second most voted list and that is not related in any way, not even indirectly, with such shareholders that submitted or voted the Majority List (the “**Minority List**”).

The Company By-Laws do not envisage a minimum percentage of votes for a list to participate in the allocation of directors to be elected.

Article 14 of the By-laws, to which reference is made, also regulates the case of a tie between two or more lists.

If only one list is submitted, all directors shall be taken, in progressive order, solely from the submitted list, as long as it obtains the majority of votes. If no list has been presented, the Shareholders’ Meeting shall resolve with the majority of votes provided for by law, in any case without prejudice to the currently applicable *pro tempore* regulation on balanced proportion of genders.

Regarding the appointment of the minimum number of Independent Directors required by art. 147-ter, paragraph 4, of the CFA, the above-mentioned article 14 of the By-laws above provides that if among the elected candidates there are not as many Independent Directors as required by the regulations in force, the following procedure shall be followed:

- in the presence of a Majority List, the non-independent candidates (equal to the number of missing Independent Directors) coming last in progressive order in the Majority List shall be replaced by non-elected Independent Directors from the same list according to the progressive order;
- in the absence of a Majority List, non-independent candidates (in a number equal to the number of missing Independent Directors) who are elected with the lowest number of votes in the lists – and from which no Independent Director has been drawn - shall be replaced by non-elected Independent Directors from the same lists, according to the progressive order.

If, moreover, with the candidates elected by the above described procedures, the composition of the Board of Directors does not conform to the *pro tempore* discipline in force regarding gender balance, the candidate of the more represented gender elected last in progressive order in the Majority List shall be replaced by the first candidate of the less represented gender not elected of the Majority List according to the progressive order. This substitution procedure shall take place until the composition of the Board of Directors conforms to the discipline in force *pro tempore* regarding the balance of the two genders.

If, on conclusion of said procedure, the last indicated result is not fulfilled, substitution shall take place by Shareholders' Meeting resolution decided by the relative majority, upon the presentation of the candidates that belong to the less represented gender.

Guidelines on the optimal quantitative and qualitative composition of the Board of Directors

In view of the objectives established by the *Corporate Governance Code* (see Art. 4, Principle XIII), the outgoing Board of Directors in view of the renewal of the administrative body, at its meeting of 25 February 2025, defined, taking into account the results of the self-assessment (see Art. 4, Recommendation 21), the guidelines on the optimal quantitative and qualitative composition of the Board of Directors (annexes to this Report **under A**), identifying, to this end, the managerial and professional profiles and skills deemed necessary by the Company's Board, also in light of the Company's sectoral characteristics, considering the diversity criteria in the composition of the Board.

Appointment of the Chairman of the Board of Directors

Simultaneously with the election of the Directors, the Shareholders' Meeting may also appoint the Chairman of the Board of Directors or allow the Board of Directors to do so, in accordance with the provisions of art. 2380-bis, paragraph 5, of the Italian Civil Code and art. 17 of the By-laws.

Term of office and determination of the remuneration of the Board of Directors

We also remind you that the Ordinary Shareholders' Meeting will be called to determine the term of office of the Board of Directors, which shall in any case not exceed three financial years, in accordance with art. 13 of the By-Laws.

The Ordinary Shareholders' Meeting is also called upon to determine the remuneration of the members of the administrative body. In this regard, it is recalled that, in accordance with Art. 19 of the By-Laws, the remuneration due to directors are established by the Shareholders' Meeting. The Shareholders' Meeting may also determine the total amount to compensate all the directors, including those performing special duties. In this case, the Board of Directors shall determine the remuneration attributable to the directors performing special duties, upon proposal of the Remuneration Committee and after having heard the opinion of the Board of Statutory Auditors.

Finally, we invite shareholders who submit:

- their own lists of candidates for the appointment of the board of director to ensure that such lists are accompanied by all the information necessary to allow shareholders to express their vote in an informed manner, including the indication of whether the candidates qualify as independent and of the candidate they intend to propose as Chairman and
- a list containing a number of candidates exceeding half of the members to be elected to formulate - and send to the certified e-mail address corporatesecretary@pec.mairetecnimont.it - the proposals for the appointment of the Board of Directors (determination of the number of members and duration of the Board of Directors, as well as the appointment of the Chairman and the determination of the remuneration), sufficiently in advance so that such proposals can be published by the Company at the same time as the lists;
- a minority list, to take into account the recommendations made by Consob in communication no. DEM/9017893 of 26 February 2009.

Rome, 4 March 2025

On behalf of the Board of Directors

The Chairman

(Fabrizio Di Amato)

Annex A: Guidelines on the optimal quantitative and qualitative composition of the Board of Directors



**Guidelines for Shareholders on the Optimal Qualitative and Quantitative
Composition of the Board of Directors
2025**

Approved by the Board of Directors on 25 February 2025

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1. Introduction

In line with Recommendation 23 of the *Corporate Governance Code - January 2020 edition* (hereinafter the “**Code**”) to which Maire adheres, Maire's Board of Directors, whose term of office expires with the approval of the Financial Statements for the financial year 2024, expresses its guidelines on the optimal qualitative and quantitative composition of the Board, taking into account the results of the self-assessment process.

In particular, the Code recommends that procedures should be in place for the appointment of directors to ensure transparency in the process and a balanced Board composition and suggests that the Board of Directors, when its term of office expires, should express to Shareholders its guidelines on the optimal quantitative and qualitative composition for the new Board, taking into account the results of the self-assessment regarding the size, composition, and actual functioning of the board of directors and its committees, while also considering the board's role in defining strategies, monitoring management performance, and ensuring the adequacy of the internal control and risk management system.

The analysis conducted examined the experience, professionalism, and independence characteristics of the candidates, recognizing that their authority and professionalism must be commensurate with the duties directors are called upon to perform, including their roles in board committees, in light of the Company's size and complexity, its strategic vision, and business objectives.

2. Quantitative Composition of the Board of Directors

2.1 *Board Evaluation Elements for Shareholders*

The Board of Directors of Maire S.p.A. (hereinafter Maire) must be composed, pursuant to art. 13 of the By-laws, of a minimum of 5 (five) to a maximum of 11 (eleven) directors, with the requirement that the total number must be odd.

The Board currently consists of 9 members, of whom 2 are executive, 2 are non-executive, and 5 are independent directors, elected from the majority list (8 Directors) and from the minority list (1 Director), pursuant to art. 14 of the By-laws. This composition was determined to ensure an appropriate balance between executive, non-executive and independent directors, an adequate degree of diversification, and the optimal composition of board committees.

In compliance with art. 14 of the By-laws, each submitted list must include candidacies for the minimum number of individuals who satisfy the independence requirements established by applicable laws and regulations for Independent Directors. In this regard, Recommendation 5 of

the Corporate Governance Code stipulates that in large companies with concentrated ownership, independent directors should constitute at least one-third of the board.

The members of the Board of Directors must belong to both genders in compliance with the current regulations on gender balance (at least 2/5 must be directors of the less represented gender).

According to well-established corporate governance principles, the number of members on the board of directors must be appropriate to the size and complexity of the company's organizational structure, enabling the board to effectively oversee all corporate and business operations, both in terms of providing strategic direction and supervising management.

The appropriate size of the administrative body is now strongly correlated to the number and size of its committees, in which a decisive role is entrusted to members meeting the independence requirements: in the Committees recommended by the Code, independent directors must constitute a clear majority, and the chairmanship of each committee must be assigned to an independent member. The presence of committees with advisory, proposing, and investigative functions represents an established organizational approach in both national and international practice which enhances the efficiency and effectiveness of board work and, consequently, improve the quality of decisions made: this fact has been clearly confirmed during the three-year term of the current Board. It is noted that there are currently 3 internal committees in operation: the Control, Risk and Sustainability Committee (**CCRS**), Remuneration Committee (**CR**) and Related Parties Committee (**CPC**), each consisting of three members.

That being said, international best practice does not specify an ideal number for the composition of boards of directors of listed companies, but rather indicates that the size should simply be adequate to effectively conduct the business activities the company is called upon to perform.

2.2 Board Recommendation

The Board believes that the current quantitative composition, established by the 2022 Shareholders' Meeting vote at 9 members, is fully adequate for the task assigned to it according to the Governance model outlined in the By-laws, and recommends its confirmation to the Shareholders' Meeting.

The Shareholders' Meeting will also need to determine the term of office of the Board, in compliance with legal time limits and therefore for a period not exceeding three financial years.

3. Qualitative Composition of the Board of Directors

3.1 Board Evaluation elements for Shareholders

The Code recommends that the Board's composition adequately represent, in relation to the company's activities and its current and future needs, a balanced mix of components (executive, non-executive, independent) and diverse professional and managerial competencies and experiences, including international expertise, taking also into account the significant benefits that derive from diversity in terms of gender, educational and cultural background, age range, and varying tenure lengths within the administrative body. It is further recommended that non-executive directors possess sufficient number, competence, authority, and time availability to ensure their judgements carry substantial weight in the board's decision-making processes.

The Board's skill mix must be well balanced to adequately support the development of the Company's industrial strategy, including in terms of digital transformation and sustainable business development.

Therefore, taking into account the Code's emphasis on professional characteristics, experience, including managerial experience, and diversity, and considering the skills deemed necessary in light of the characteristics of the sector in which Maire operates, in formulating its guidelines on the qualitative composition of the board of directors, the Board of Directors generally recommends that:

- a) there is a balanced combination of profiles, aptitudes and experiences within the Board of Directors, in order to ensure effective complementarity and exchange of expertise and skills within the management body;
- b) particular attention is paid to the time availability of candidates for the office of director, also taking into account any positions held in other listed or large companies, considering this a key component for the effective performance of the role;
- c) diversity in culture and background is actively promoted: a critical element in ensuring board effectiveness is the integration of diverse profiles in terms of gender, professional and cultural background, age range, and tenure lengths on the board;
- d) consideration should be given to maintaining in the new Board, beyond the rotations recommended by best practices and new nominations from shareholders, a core group of continuing Directors to ensure and enhance the developed expertise of the board, and ensure consistent strategic direction with a long-term perspective.

3.2 Board recommendations and skills matrix

The Board has unanimously endorsed the current board's collective competency profile. In preparation for the upcoming board renewal, the Board has identified several key considerations, to be addressed to Shareholders, regarding the competencies necessary to ensure an optimal composition of the body:

- a) the most valuable profiles should include individuals with knowledge of Maire's business and expertise in industrial and economic-financial matters, preferably acquired through management positions in industrial enterprises;
- b) given the Committees' crucial role in the Board's operational effectiveness, is recommended that candidate selection should also focus on securing specific expertise required for individual committees, particularly for those individuals qualified to assume committee Chairmanship roles. Backgrounds with experience in control systems, risk management, and sustainability (ESG) matters, including at the managerial level, are essential for these committee leadership positions;
- c) it is noted the Corporate Governance Code Recommendation on including in the Board at least one director with expertise in financial, accounting and risk management matters for the Control, Risk and Sustainability Committee, and another with knowledge of remuneration and incentive systems for the Remuneration Committee;
- d) is recommended to give particular attention to selecting independent directors with exceptional professional qualifications to maintain the current level of expertise and provide valuable continuity to the incoming board and its Committees. In this regard, it is preferable that the designated independent Directors possess such requirements both pursuant to art. 147-ter, paragraph 4, and 148, paragraph 3 of the CFA, and the Corporate Governance Code (art. 2, Recommendation 7), also taking into account the *"Quantitative and qualitative criteria defined by the Board of Directors of Maire Tecnimont S.p.A., in implementation of Recommendation 7 of the Corporate Governance Code, to assess the independence of members of the Board of Directors and Statutory Auditors"* adopted by the Company.

The Board subsequently established the optimal composition that will ensure complementarity among its members in terms of professional experience, skills, and areas of expertise. In defining the guidelines for the key "hard" skills needed for the formation of the next Maire Board, the self-assessment highlights the importance of **widely distributed expertise¹** in:

- ✓ **Understanding of Maire's business operations, industry landscape, and strategic direction (including the strategic evolution of the plant engineering industry and the**

¹ For clarification purposes only and without any binding intent, **very widespread** refers to competencies possessed by more than 50% of board members, **widespread** indicates those held by 25-50% of directors, and **not very widespread** denotes those present in fewer than 25% of board members.

ongoing energy transition)

- ✓ Knowledge of Maire's key international markets and their associated geopolitical implications
- ✓ Skills in risk management, risk control and risk assessment
- ✓ Evaluation skills and strategic orientation
- ✓ Ability to evaluate Maire's value creation mechanisms and understand the associated business risks
- ✓ Board experience in listed companies of similar scale and operational complexity

The assessment confirms the **need for widespread expertise in:**

- ✓ Capability to analyse and interpret financial statements and management data within a complex industrial enterprise
- ✓ Understanding of complex organizational structures and change management
- ✓ Financial acumen and specialized knowledge in extraordinary financial transactions
- ✓ Knowledge and experience in sustainability practices and ESG principles
- ✓ Legal expertise, understanding of regulatory frameworks, and compliance requirements specific to Maire's industry
- ✓ Corporate governance and compliance skills
- ✓ Knowledge of digital & information technology issues as tools for organizational and business innovation
- ✓ Expertise in human resources with particular focus on national remuneration and incentive policies
- ✓ Knowledge of strategic and organisational logics related to cyber security

In defining the guidelines for the main "soft" skills useful for the formation of the next Board of Maire, the current Board notes the opportunity to ensure a broad dissemination among the new Board members of "soft" personal characteristics such as a **spirit of cooperation and the ability to influence, leadership, the ability to expound and support one's own ideas, a proactive and constructive attitude of "challenge" and "checks and balances" towards management.**

4. Time Commitment

For the effective fulfilment of their role, it is essential that candidates clearly demonstrate their ability to commit sufficient time to prepare for and participate in the demanding activities associated with this position. In 2024, the total number of meetings of the Board of Directors and the internal Board Committees was as follows:

CORPORATE BODIES NUMBER OF MEETINGS		AVERAGE DURATION
BoD	14	2 h 15 min
CCRS	14	1 h 45 min
CPC	14	1 h 25 min
CR	9	1h 10 min

In addition to the time required to attend meetings, the time required to prepare for each meeting and, for the Chairmen of the Board of Directors and of the internal Board Committees, the time dedicated to carrying out the role and the activities of preparing, organizing and coordinating Board and Committee meetings must be considered. Induction and training sessions as well as any extraordinary activities should also be factored into the time commitment.

5. Conclusions

This opinion is published to ensure that parties intending to submit candidate lists may consider the assessments and recommendations provided by the outgoing Board.

However, Shareholders retain the full right to express assessments that differ from the Board's recommendations regarding optimal Board composition, and are invited to articulate and substantiate any such divergent perspectives.

Shareholders are also invited, in the preparation of lists containing more than half the number of candidates to be elected, to give adequate information in the documentation submitted for the filing of the same, regarding the compliance of the list with these guidelines.