

**Annual and Extraordinary Shareholders' Meeting
April 29, 2024, and May 6, 2024**

Reports and proposals on agenda items one, two, and six, on the agenda of the ordinary session, and on the first and only item on the agenda of the extraordinary session.

The present dossier is available on the website at the following address:
www.elengroup.com

El.En. s.p.a.
Registered office at 50041 Calenzano (FI), Via Baldanzese, No. 17
Share capital subscribed and paid €2,600,002.59
Companies Register of Florence - Tax Code 03137680488

EL.EN. S.p.a.
Registered office in Calenzano (FI), Via Baldanzese no. 17
Subscribed and paid-up share capital: Euro 2,600,200.59
Divided into 80,006,172 ordinary shares
Entered in the Companies Register of Firenze (Italy) and tax code 03137680488

(article 125-*bis* of the TUF)

Dear Shareholders, you are hereby summoned to the Ordinary and Extraordinary General Meeting to be held at the registered office in Calenzano, Via Baldanzese no. 17, at **10:00 am on April 29, 2024**, for the first convocation, and at **10:00 am on May 6, 2024**, for the second convocation, to deliberate on the following

AGENDA

ORDINARY PART

1. Annual Financial Report:

1.1. Approval of the annual financial report as of December 31, 2023, and the management report. Presentation of the consolidated financial statements and the non-financial consolidated statement;

1.2. Approval of the allocation of the net profit and dividend distribution.

2. Report on remuneration policy and compensation paid pursuant to art. 123-*ter* (Italian) Legislative Decree February 24, 1998, no. 58:

2.1. Approval of the remuneration policy for 2024-2026 contained in the first section of the report, in accordance with Article 123-*ter* paragraph 3-*bis*;

2.2. Deliberation with advisory vote on the compensation paid in the 2023 financial year as indicated in the second section of the Report, in accordance with Article 123-*ter* paragraph 6;

3. Appointment of the Board of Directors and the President, following determination of the number of its members and the term of office:

3.1 Determination of the number of members of the Board of Directors;

3.2 Determination of the term of office of the Board of Directors;

3.3 Appointment of the Directors;

3.4 Appointment of the President;

4. Determination of the compensation of the members of the Board of Directors;

5. Supplementing the Board of Auditors: appointment of a minority substitute auditor;

6. Granting the Board of Directors authorization for the purchase and disposal of treasury shares in accordance with Articles 2357 and 2357-*ter* of the (Italian) Civil Code, Article 132 of (Italian) Legislative Decree February 24, 1998, no. 58, and Article 144-*bis* of the Regulation approved by CONSOB resolution no. 11971/1999; simultaneous revocation, for the unused part, of the shareholders' resolution of April 27, 2023, concerning the authorization for the purchase and disposal of treasury shares.

EXTRAORDINARY PART

1. Amendment of Article 14 of the bylaws (Participation in the assembly): provision for participation in the assembly exclusively through the representative designated for this purpose.

CONDUCT OF THE ASSEMBLY

Participation in the Shareholders' Meeting by those entitled to vote will be allowed exclusively through the representative designated by the Company as provided by law.

For this purpose, the Company has appointed Computershare S.p.A. - with offices in Turin, Via Nizza 262/73, 10126 - to represent shareholders in accordance with Article 135-*undecies* of Legislative Decree 58/1998 ("TUF" and the "Designated Representative").

Therefore, the physical participation of individual shareholders and their delegates other than the Designated Representative is precluded.

Shareholders who wish to participate in the meeting must therefore confer the authorization to the Designated Representative as specified in the following paragraph.

Notwithstanding the above, authorized parties (members of the Corporate Bodies, the appointed Secretary, and the Designated Representative) may also (or exclusively) participate via telecommunication means that ensure their identification, without requiring the President, Secretary, and Notary to be in the same location. The Company will promptly communicate any further relevant instructions and prescriptions regarding the organization of the Shareholders' Meeting.

AUTHORIZATION FOR ATTENDANCE AT THE MEETING AND EXERCISE OF VOTING RIGHTS

The authorization to attend the meeting and exercise the voting rights is confirmed by a communication to the Company made by the authorized intermediary, in accordance with their own accounting records, in favor of the party entitled to the voting right.

This communication is based on the evidence related to the end of the seventh open market trading day preceding the date set for this meeting in the first call, which is April 18, 2024 (the so-called record date).

Those who become shareholders only after the record date are not authorized to attend and vote at the meeting.

The intermediary's communication must reach the Company by the end of the third open market trading day preceding the date set for the Meeting, i.e., by April 24, 2024. However, authorization to attend and vote remains valid if the communications are received by the Company after the specified deadline, provided it is before the start of the meeting proceedings.

DELEGATION OF PROXY AND VOTING INSTRUCTIONS TO THE DESIGNATED REPRESENTATIVE

Those entitled to participate in the meeting must grant the Designated Representative the proxy in accordance with Article 135-*undecies* of the TUF, along with voting instructions on all or some of the proposed resolutions regarding the items on the agenda using the specific proxy form, which may be electronic, provided by the Designated Representative in agreement with the Company. The form is available on the Company's website at www.elengroup.com *Investor Relations/governance/Shareholders' Meeting Documents/2024/ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING April 29, 2024 – May 6, 2024*. The proxy to the Designated Representative is not effective with respect to proposals for which voting instructions have not been granted.

The proxy form, with voting instructions, must be submitted following the instructions on the form itself by the end of the second open market trading day preceding the date set for the Meeting, therefore by April 25, 2024 for the first call and by May 2, 2024 in case of the second call.

Using the same methods and within the same deadlines, the proxy and voting instructions granted can be revoked.

The communication from the authorized intermediary, confirming the entitlement to participate in the Meeting and exercise the right to vote, is necessary even in the case of granting proxy to the Designated Representative; in its absence, the proxy will be ineffective.

Furthermore, those who do not wish to use the aforementioned methods of participation can grant proxies and/or sub-proxies in accordance with Article 135-*novies* of (Italian) Legislative Decree no. 58/98. For this purpose, the proxy form available on the Company's website can be used.

The proxy and/or sub-proxy to the Designated Representative include voting instructions on all or some of the proposals concerning the items on the agenda, with the understanding that the Designated Representative will not cast any vote at the Meeting in relation to those proposals for

which precise voting instructions have not been received. In case of delegation of sub-proxy to the Designated Representative, the delegator must send to the Designated Representative, following the instructions on the form, a copy of the delegation received and a declaration attesting to the conformity of the copy with the original and the identity of the delegator. In order to allow the Company and the Designated Representative to receive and verify proxies and/or sub-proxies in advance of the start of the Shareholders' Meeting, it is recommended that authorized individuals send their proxies and/or sub-proxies by 12:00 pm on the day before the actual date of the Meeting. Delegations and voting instructions can be revoked within the same timeframe and using the same methods as those for their submission. Voting procedures via electronic means are not provided for. The Designated Representative will be available for clarification or information at the following telephone number: 011-0923200, or at the e-mail address sedeto@computershare.it.

VOTE BY CORRESPONDENCE

For the items on the agenda of the ordinary part, in accordance with article 17 of the by-laws, the vote may also be exercised by correspondence in accordance with the current provisions. The ballot paper is available to those entitled to participate in the assembly at the Company's registered office and on the website www.elengroup.com - *Investor Relations/governance/Shareholders' Meeting Documents /2024/ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING April 29, 2024 - May 6, 2024*, and if for technical reasons it cannot be downloaded electronically, it will be sent in paper form to anyone legitimately entitled to participate in the meeting, upon request to the Company (tel. 0558826807; fax 0558832884).

The sealed envelope, containing the completed, dated, and signed ballot paper, accompanied by documentation proving the identity and, if necessary, the legitimacy of the voter, must be sent to El.En. S.p.A., Via Baldanzese n. 17, 50041 Calenzano (FI) - attention of the Chairman of the Board of Statutory Auditors - by no later than 7:00 pm on April 28, 2024. Votes expressed on ballots received after this deadline or for which the communication of legitimacy of the voter has not been received from the depositary intermediary will not be considered.

The vote by correspondence is exercised directly by the owner and is expressed separately for each proposal for resolution.

AGENDA INTEGRATION

In accordance with article 126-*bis* of (Italian) Legislative Decree no. 58 of 1998, shareholders representing, individually or jointly, at least one fortieth of the share capital, may request, by March 30, 2024 (ten days from the publication of this notice), the integration of the list of items to be discussed and submit proposals for resolutions on items already on the agenda, indicating in the request the additional topics proposed and/or the proposed resolutions.

It is noted, however, that such integration is not allowed for the items on which the Meeting deliberates, as required by law, on the proposal of the Board of Directors or based on a project or report prepared by them, other than those indicated in article 125-*ter*, paragraph 1, TUF.

The request for integration must be submitted in writing by registered mail addressed to the Company's registered office or by email to the address elen@pec.uipservizi.it and must be accompanied by a report on the reasons for the proposals for resolutions on the new items they propose to discuss and/or relating to additional proposals for resolutions submitted on matters already on the agenda.

The certification attesting the ownership of the shares and of the shareholding necessary to exercise the right to vote under article 126-*bis*, paragraph 1, first period, TUF by the requesting shareholders must result from a specific communication effective as of the date of the request, addressed by the depositary intermediary to elen@pecserviziottitoli.it.

PROPOSALS PURSUANT TO ARTICLE 126-*bis*, PENULTIMATE PARAGRAPH, TUF.

Furthermore, given the meeting's procedures, and considering that participation is exclusively through the Designated Representative, legitimate shareholders who individually wish to submit proposals for resolutions and voting on the items on the agenda must submit them in writing by

registered mail addressed to the Company's registered office or by email to the address elen@pec.uipservizi.it by April 14, 2024.

The legitimacy to submit proposals must be attested by the communication provided for in article 83-*sexies* of the TUF made by the intermediary for the purpose of participation in the Shareholders' Meeting and the exercise of the right to vote. Such proposals, if relevant, will be promptly published on the Company's website, in order to enable eligible voters to make informed decisions, taking into account these new proposals, and to allow the Designated Representative to collect any voting instructions on them as well.

RIGHT TO SUBMIT QUESTIONS PRIOR TO THE SHAREHOLDERS' MEETING

Pursuant to article 127-*ter* of the TUF, those entitled to vote may ask questions on the items on the agenda even before the assembly by sending them by registered mail to the Company's registered office or by certified email to the address elen@pec.uipservizi.it.

Those who demonstrate ownership of shares as of April 18, 2024 (record date) have the right to receive a response. For this purpose, a specific communication of share ownership in favor of the requester must be sent by the depositary intermediary to the address elen@pecserviziolitoli.it, effective until the aforementioned date. If the entitled party has requested the communication from their depositary intermediary to participate in the meeting, it will suffice to cite the references of such communication in the document containing the questions. Questions, which, due to the assembly's procedures, must be received by April 18, 2024, relevant to the agenda and submitted by those entitled, will be answered by April 26, 2024. The Company may provide a unified response to questions with the same content.

APPOINTMENT OF THE BOARD OF DIRECTORS

The appointment of the Board of Directors is based on lists of candidates submitted by the shareholders and is regulated not only by legal and regulatory provisions but also by article 19 of the by-laws, which is hereby fully referenced and whose text is available on the website www.elengroup.com in the *Investor Relations/governance/by-laws* section and is available upon request at the Company's registered office.

Each list must include, in progressive order, the names of the candidates for the position of director and an indication of which candidates possess the independence requirements pursuant to article 147-*ter*, paragraph 4, TUF, and article 2 of the Corporate Governance Code disseminated by the Corporate Governance Committee of listed companies promoted by Borsa Italiana S.p.A. Along with the list, shareholders must deposit: the professional profile and *curriculum vitae* of each candidate, from which any positions as a member of administrative or supervisory bodies held in other companies can also be inferred; as well as a declaration in which each candidate accepts their candidacy and attests, under their own responsibility, the absence of causes of ineligibility and incompatibility as well as the existence of the requirements prescribed by applicable law and by-laws for their respective positions.

The formation of the lists must comply with the regulatory and statutory provisions regarding gender balance as per article 147-*ter*, paragraph 1-*ter*, TUF, and those concerning the presence of an adequate number of directors meeting the independence requirements pursuant to article 147-*ter*, paragraph 4, TUF, and the cited Corporate Governance Code.

In relation to gender balance, each list containing a number of candidates equal to or greater than three must therefore be composed in such a way that the underrepresented gender obtains a share of at least two-fifths of the elected directors. If applying the gender distribution criterion does not result in a whole number of board members belonging to the underrepresented gender, this number is rounded up to the nearest whole number.

Additionally, in determining the number of members of the Board of Directors and in presenting the lists, shareholders, while retaining the right to express, with justification, different evaluations on the matter, are required to take into account the "Guidelines for Shareholders on the Qualitative-Quantitative Composition of the Board of Directors" published on March 1, 2024, on the company's website www.elengroup.com in the *Investor Relations/governance/Shareholders' Meeting*

documents/2024/SHAREHOLDERS' MEETING 2024 section, and included in the Board of Directors' Report prepared in accordance with article 125-*ter* of the TUF, to which reference is made. This report is made available to the public today at the company's headquarters, on the Company's website at www.elengroup.com, and on the authorized storage mechanism www.emarketstorage.com.

For compliance with the provisions of the aforementioned Corporate Governance Code, specifically Article 4 (Recommendation No. 23), those presenting a list containing more than half of the members to be elected are required to provide, in the documentation for the deposit of the list itself, adequate information regarding its alignment with the guidelines, including criteria of diversity, and to indicate the candidate for the position of Chairman of the Board, whose appointment is made according to the procedures identified in the by-laws.

The lists must be deposited along with the documentation required by applicable law, regulations, and the current by-laws at the Company's registered office at least twenty-five days before the date set for the assembly on first call, hence by April 4, 2024.

The lists duly submitted will be made available to the public at least twenty-one days before the assembly, hence by April 8, 2024.

Furthermore, in accordance with Article 144-*quater* of CONSOB's Issuers' Regulation 11971/1999, it is also reminded that the minimum shareholding necessary for the submission of lists of candidates for the board of directors is 2.5%, in accordance with Article 19 of the by-laws, Article 144-*quater* of CONSOB's Issuers' Regulation 11971, and CONSOB Managerial Determination of January 31, 2024, No. 92.

The ownership of the minimum shareholding required to submit lists is determined by considering the shares registered in favor of the shareholder on the day the lists are submitted to the Company. The possession or joint ownership of the number of shares required to submit the list must be proven by the submission of a specific communication by the depository intermediary to the certified email address elen@pecserviziitoli.it no later than April 8, 2024.

Each shareholder may submit or participate in submitting only one list, and each candidate may appear on only one list, under penalty of ineligibility. Shareholders adhering to the same syndicate agreement may submit only one list.

Furthermore, those intending to submit a list of candidates for the position of minority board members must, in accordance with the recommendation of Consob Communication No. DEM/9017893 of February 26, 2009, deposit along with the list a declaration attesting to the absence of any connections, including indirect ones, as referred to in article 147-*ter*, paragraph 3, TUF, and article 144-*quinquies* of CONSOB Issuers' Regulation 11971, with shareholders holding, individually or jointly, a controlling or relative majority interest, identifiable based on the communications of relevant holdings under article 120 of the TUF or the publication of shareholder agreements pursuant to article 122 of the same TUF.

Pursuant to and for the purposes of article 147-*ter*, paragraph 3, TUF, it is clarified that the first candidate on the minority list will be elected to replace the last candidate on the majority list who received the most votes. Given the need to comply with the gender and independence requirements, if the first candidate on the minority list does not meet the requirements of the last candidate on the majority list, the next candidate on the minority list who meets these requirements will be elected. Lists that do not comply with all the provisions of the current legal and regulatory provisions, those under article 19 of the by-laws, and the provisions of the cited Corporate Governance Code, will be considered as not submitted.

The deposit of lists can also be made through electronic communication to the certified email address elen@pec.uipservizi.it provided it is digitally signed and accompanied by the information allowing the identification of the party depositing or transmitting the lists.

INTEGRATION OF THE BOARD OF STATUTORY AUDITORS: APPOINTMENT OF A MINORITY SUBSTITUTE AUDITOR

In accordance with article 25 of the by-laws - the text of which is available on the website www.elengroup.com in the *Investor Relations/governance/by-laws and regulations* section and is available upon request at the Company's registered office - the appointment of the statutory auditor necessary for the integration of the board of statutory auditors will be made by relative majority without a list vote based on proposals submitted by the shareholders.

Proposals regarding the integration of the board of statutory auditors must contain the name of only one female candidate for a substitute auditor and must be deposited at the company's headquarters by April 14, 2024.

Each shareholder may submit or participate in submitting only one proposal.

The legitimacy to submit proposals must be certified by the communication provided for in article 83-*sexies* of the TUF made by the intermediary for the purpose of participation in the Meeting and the exercise of the right to vote. Proposals duly submitted will be published by April 15, 2024, on the Company's website, in order to enable eligible voters to make informed decisions, taking into account these new proposals, and to allow the Designated Representative to collect any voting instructions on them as well.

Furthermore, the proposals submitted must contain comprehensive information about the personal and professional characteristics of the candidate, as well as a declaration from the candidate attesting to the possession of the requirements prescribed by law and her acceptance of the candidacy.

The deposit of proposals can also be made through electronic communication to the certified email address elen@pec.uipservizi.it provided it is digitally signed and accompanied by the information allowing the identification of the party depositing or transmitting the proposals.

Proposals that do not comply with all the provisions of the current legal and regulatory provisions, and those under article 25 of the articles of association, will be considered as not submitted.

DOCUMENTATION, EXPLANATORY REPORTS, AND PROPOSALS FOR RESOLUTIONS

Information on the amount of share capital, as well as the forms for postal voting and proxy forms, are deposited and made available to the public and shareholders at the Company's registered office and on the website www.elengroup.com in the *Investor Relations/governance/2024/ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING April 29, 2024 – May 6, 2024* section as of today's date.

Further documentation related to the Shareholders' Meeting, including the explanatory reports of the Board of Directors and the proposed resolutions on the agenda items, is made available to the public in accordance with the terms and conditions provided by applicable regulations:

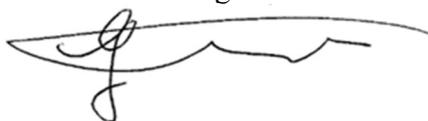
- a) The directors' report on agenda items three, four, and five of the ordinary part today's date;
- b) The directors' report on additional agenda items for the ordinary and extraordinary parts at least thirty days before the meeting;
- c) The annual financial report including all documents referred to in article 154-*ter*, paragraph 1, TUF, at least twenty-one days before the meeting;
- d) The consolidated non-financial statement required by (Italian) Legislative Decree 254/2016, at least twenty-one days before the meeting;
- e) The report on the remuneration policy and compensation paid pursuant to article 123-*ter* TUF and article 84-*quater* CONSOB Issuers' Regulation, at least twenty-one days before the meeting.

This documentation is made available to the public and shareholders at the company's headquarters, on the website www.elengroup.com in the *Investor Relations/governance/2024/ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING April 29, 2024 – May 6, 2024* section, and on the authorized storage website www.emarketstorage.com.

Shareholders and those entitled to vote have the right to review all deposited documentation and obtain copies at their own expense.

Calenzano, 20 March 2024

For the Board of Directors
The President - Eng. Gabriele Clementi

A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke, positioned below the text identifying the President.

Website: www.elengroup.com

Email: finance@elen.it

Authorized storage website: www.emarketstorage.com

**Form for granting the delegation/sub-delegation to the Designated
Representative exclusively appointed**

The form will be available starting from April 15, 2024.

**Proxy Form and Voting Instructions to Computershare S.p.A. as the sole entity
authorized to participate in the Shareholders' Meeting.**

The form will be available starting from April 15, 2024.

Postal Voting Ballot

POSTAL VOTING FORM

**ISSUING COMPANY: EL.EN. S.p.A., Via Baldanzese, 17 50041 Calenzano (FI)
ORDINARY SHAREHOLDERS' MEETING TO BE HELD:**

- DATE April 29, 2024 at 10:00 AM on first call

May 6, 2024 at 10:00 AM on second call

- LOCATION Via Baldanzese, 17 - 50041 Calenzano (FI)

VOTER'S DETAILS (to be filled in by the shareholder):

Mr./Ms. _____, residing at _____ Via _____,

born in _____ on _____, Tax ID _____

NUMBER OF SHARES HELD (to be filled in by the shareholder): _____

AUTHORIZED TO VOTE: yes no

PROPOSED RESOLUTIONS ON THE AGENDA:

1) Annual Financial Report:

1.1. Approval of the annual financial report as of December 31, 2023, and management report. Presentation of the consolidated balance sheet and the non-financial consolidated statement;

having reviewed the report and proposal of the Board of Directors, I cast the following vote:

for against abstain

1.2. Approval of the allocation of net income and dividend distribution.

having reviewed the report and proposal of the Board of Directors, I cast the following vote:

for against abstain

2) Remuneration Policy and Compensation Report pursuant to art. 123-ter Legislative Decree 24 February 1998, no. 58:

2.1. Approval of the remuneration policy 2024-2026 contained in the first section of the report, pursuant to art. 123-ter paragraph 3-bis;

having reviewed the report and proposal of the Board of Directors, I cast the following vote:

for against abstain

2.2. Advisory vote on the compensation paid in the 2023 financial year indicated in the second section of the Report pursuant to art. 123-ter paragraph 6;

having reviewed the report and proposal of the Board of Directors, I cast the following vote:

for against abstain

4) Appointment of the Board of Directors and the Chairman, following determination of the number of its members and the term of office:

3.1 Determination of the number of members of the Board of Directors;

3.2 Determination of the term of office of the Board of Directors;

having reviewed the report and proposal of the Board of Directors, I cast the following vote:

for against abstain

3.3 Appointment of Directors;

3.4 Appointment of the Chairman;

having reviewed the report of the Board of Directors and the lists presented, I cast the following vote:

- list no. ___ (indicate the list number for which you are casting the vote)

for against abstain

4) Determination of the remuneration of the members of the Board of Directors;

having reviewed the report and proposal of the Board of Directors, I cast the following vote:

for against abstain

5) Integration of the Board of Statutory Auditors: appointment of a minority substitute auditor;

having reviewed the report of the Board of Directors and the proposals presented, I cast the following vote:

- proposal no. ___ (indicate the proposal number for which you are casting the vote)

for against abstain

6) Granting authorization to the Board of Directors for the purchase and disposal of treasury shares pursuant to articles 2357 and 2357-ter of the Civil Code, art. 132 of Legislative Decree 24 February 1998, no. 58 and art. 144-bis of the Regulation approved by Consob Resolution 11971/1999; simultaneous revocation, for the unused part, of the shareholders' meeting resolution of April 27, 2023, regarding the authorization for the purchase and disposal of treasury shares.

having reviewed the report and proposal of the Board of Directors, I cast the following vote:

for against abstain

PLACE AND DATE:

SIGNATURE (clear)

REMEMBERING THE PROCEDURE FOR EXERCISING THE RIGHT TO VOTE BY CORRESPONDENCE

Pursuant to article 17 of the Articles of Association, voting by correspondence is allowed for the items on the agenda of the ordinary part of the assembly.

The sealed envelope, containing the completed, dated, and signed ballot, accompanied by documentation proving the identity and, if necessary, the legitimacy of the voter, must reach El.En. S.p.A., Via Baldanzese n. 17, 50041 Calenzano (FI), attention: Chairman of the Board of Statutory Auditors, no later than 7:00 PM on April 28, 2024.

Votes expressed on ballots received after this deadline or those for which the communication of the voter's legitimacy has not been received from the depositary intermediary will not be considered. The vote by correspondence is exercised directly by the owner and is cast separately for each proposal for resolution.

EXPLANATORY REPORT OF THE DIRECTORS' PROPOSALS TO THE SHAREHOLDERS' MEETING

Dear Shareholders,

the board of directors (“the Board”) of El.En. s.p.a. (“the Company”) wishes to illustrate, pursuant to Art. 125-*ter* of Italian Legislative Decree of 24 February 1998, no. 58 (“Consolidated Law on Finance”) and 84-*ter* Issuers' Regulation issued by Consob no. 11971/1999 (“Issuers’ Regulation”), the proposals to be submitted for your approval concerning the items on the agenda of the ordinary and extraordinary shareholders' meeting convened at the registered office in Calenzano, Via Baldanzese, 17, for 10.00 a.m. on 29 April 2024 in first call, and for 10.00 a.m. on 6 May 2024 in second call, with notice published, in excerpt in “ITALIA OGGI”, and, in full, on the Company's website on 20 March 2024.

This explanatory report must be read in conjunction with the other separate reports concerning the items on the agenda of the shareholders' meeting referred to in the text of this report.

ORDINARY PART

On the first item on the agenda –

1. Annual Financial Report:

1.1. Approval of the annual financial report as at 31 December 2023 and management report. Presentation of the consolidated financial statements and the consolidated non-financial statement;

1.2. Approval of the allocation of the profit for the financial year and distribution of the dividend.

The Ordinary Shareholders' Meeting is called upon to approve the financial statements for the year ended 31 December 2023, the draft of which was approved by the board of directors at its meeting on 14 March 2024 and will be published in the manner prescribed by Article 154-*ter* Consolidated Law on Finance on 29 March 2024.

It should be noted in this regard that following the entry into force of Art. 154-*ter*, paragraph 1.1. Consolidated Law on Finance, following the provisions of Art. 25 L. 23 December 2021, no. 238, the directors shall ensure the application of the provisions of Commission Delegated Regulation (EU) 2019/815 of 17 December 2018 to the annual financial reports that listed issuers having Italy as their home Member State publish in accordance with paragraph 1 of the same Article 154-*ter* Consolidated Law on Finance.

Therefore, the draft financial statements have also been prepared in accordance with Commission Delegated Regulation (EU) 2019/815 of 17 December 2018.

In submitting the draft separate financial statements of El.En. as at 31 December 2023 for approval by the Shareholders' Meeting, which show a profit for the year of Euro 28,122,000.00 (twenty-eight million one hundred and twenty-two thousand point zero zero), the board of directors proposes:

- to distribute to the shares outstanding on the ex-dividend of coupon no. 3 on 20 May 2024 - in compliance with that set forth by art. 2357-*ter*, second paragraph of the Italian Civil Code - and therefore taking into account no. 35.970, second paragraph of the Italian Civil Code, a dividend equal to Euro 0.20 (zero point twenty) gross per outstanding share, for a total amount as of today's date of Euro 16,001,840.40, it being understood that this amount, if necessary, may be increased by any additional amounts that may be necessary to distribute the dividend to the shares outstanding as of the ex-dividend date resulting from the exercise of *stock options* in the period between today's date and the *record date* (21 May 2024).

- to allocate the residual amount, as of today equal to Euro 12,120,159.60, to the extraordinary reserve, it being understood that this amount, if necessary, could also be decreased by any additional amounts that may be required for the distribution of the dividend to the shares outstanding as of the ex-dividend date resulting from the exercise of *stock options* in the period between today's date and the *record date* (21 May 2024).

Pursuant to art. 83-terdecies Consolidated Law on Finance the entitlement to the payment of the dividend is determined with reference to the evidence of the accounts as at 21 May 2024 and the payment will take place on 22 May 2024.

Accordingly, we submit the following proposed resolutions for your approval:

- with reference to point 1.1:

"The Shareholders' Meeting of El.En. Società per Azioni with registered office in Calenzano via Baldanzese, 17, having read the draft financial statements for the year ended 31 December 2023 of El.En. s.p.a., the directors' report on management, the report of the board of statutory auditors, the independent auditors' report and the additional documentation required by law

approves

the report of the Board of Directors on the management of the financial year ended 31 (thirty-one) December 2023 (two thousand and twenty-three), as well as the separate financial statements as a whole and the individual entries and registrations with the proposed appropriations and uses, which show a net profit of Euro 28,122,000.00 (twenty-eight million one hundred twenty-two thousand point zero zero).

- with reference to point 1.2.:

"The Shareholders' Meeting of El.En. Società per Azioni with registered office in Calenzano via Baldanzese, 17, having taken into account the profit for the year resulting from the financial statements as of 31 December 2023, having acknowledged the directors' report on management

resolves

1. *to distribute to the shares outstanding on the ex-dividend of coupon no. 3 (three) on 20 (twenty) May 2024 (two thousand twenty-four) - in compliance with Art. 2357-ter, second paragraph of the Italian Civil Code, a dividend, equal to Euro 0.20 (zero point twenty) gross per outstanding share for a total amount as of today's date of Euro 16,001.840.40 (sixteen million one thousand eight hundred and forty point forty), it being understood that this amount, if necessary, may be increased by any additional amounts that may be necessary to distribute the dividend to the shares outstanding as of the ex-dividend date resulting from the exercise of stock options relating to the 2016-2025 stock option plan in the period between today's date and the record date (21 May 2024);*

2. *to set aside the residual amount, currently equal to Euro 12,120,159.60 (twelve million one hundred and twenty thousand one hundred and fifty-nine point sixty), to the extraordinary reserve, it being understood that this amount, if necessary, could also be decreased by any additional amounts that may be necessary to distribute the dividend to the shares outstanding on the ex-dividend date resulting from the exercise of stock options in the period between today's date and the record date (21 May 2024);*

3. *to pay the aforesaid dividend as from 22 (twenty-two) May 2024 (two thousand and twenty-four) against detachment on 20 (twenty) May 2024 (two thousand and twenty-four) of coupon no. 3 (three) for ordinary shares, taking into account, as to entitlement to payment, the evidence of the accounts relating to the date of 21 (twenty-one) May 2024 (two thousand and twenty-four)."*

* * *

On the second item on the agenda – Report on the remuneration policy and compensation paid pursuant to art. 123-ter of Italian Legislative Decree of 24 February 1998, no. 58:

2.1. approval of the remuneration policy 2024-2026 contained in the first section of the report, pursuant to Art. 123-ter paragraph 3-bis;

2.2 resolution with advisory vote on the remuneration paid in the financial year 2023 indicated in the second section of the Report pursuant to Article 123-ter paragraph 6;

The Shareholders' Meeting is called upon to express its opinion on the remuneration report prepared pursuant to Article 123-ter T.U.F. and drafted in accordance with Article 84-*quater* of the Consob Issuers' Regulation in compliance with Annex 3A, Schedule 7-*bis* as amended by Consob Resolution No. 21623 of 10 December 2020.

In the first part, it describes the policy for the remuneration of the board of directors, the general manager, any strategic managers, and the supervisory body, adopted by El.En. s.p.a. for the financial years 2024-2026. It also describes: the procedures for the adoption and implementation of the policy; how the remuneration policy contributes to the corporate strategy, the pursuit of long-term interests and the sustainability of the Issuer.

The report, which is submitted for shareholder approval, incorporates the provisions of Dir. (EU) 2017/828 and the resulting domestic implementing legislation, Italian Legislative Decree 10 May 2019, no. 49.

The remuneration report was approved by the board of directors of El.En. s.p.a. in its meeting of 14 March 2024 and is submitted for the first time to the shareholders' meeting convened to approve the financial statements for the 2023 financial statements pursuant to Art. 123-ter, paragraphs 3-*bis* and 6 Consolidated Law on Finance. The new policy is proposed in alignment with the term of office of the new board of directors to be elected by the shareholders' meeting.

With regard to Section I, - which is intended to constitute the definition of the remuneration policy, including incentives, pursuant to Art. 3 of the Corporate Governance Code for Listed Companies issued by Borsa Italiana s.p.a. – it is submitted to the Shareholders' Meeting for approval also for the purposes of Art. 11.2 of the *Regulation for related party transactions* of El.En. s.p.a.

The Shareholders' Meeting is also called upon to express its opinion on the second section of the remuneration report prepared pursuant to Article 123-ter T.U.F. and drafted in accordance with Annex 3A, Schedule 7-*bis* of the Consob Issuers' Regulations, as provided for by Article 84-*quater* of the aforesaid Regulation.

The second section of the report contains, for the members of the administration and control bodies, the general managers and any other executives with strategic responsibilities, the representation of each of the items that make up the actual remuneration, including the treatments provided for in the event of termination of office or termination of employment, and, finally, analytically, the remuneration paid to the aforementioned persons in the 2023 financial year for any reason and in any form by the Issuer, its subsidiaries or affiliates.

It should also be noted that, following the reformulation by Consob of the regulations on remuneration paid by listed companies, the second part of the report contains information on the shareholdings held and the remuneration received by members of the administration and control bodies, general managers and executives with strategic responsibilities, which previously had to be contained in the management report and the notes to the financial statements.

It too was approved by the board of directors of El.En. s.p.a. in its meeting of 14 March 2024, and is submitted for approval to the shareholders' meeting convened to approve the financial statements for the year 2023 pursuant to Article 123-ter, paragraph 6 Consolidated Law on Finance.

The Remuneration Report, which is deemed to be referred to herein in its entirety, is filed, within the terms of the law, at the Company's registered office, at Borsa Italiana s.p.a. and on the Company's website www.elengroup.com under the section “Investor Relations/Governance/Meeting Documents/2024/ ORDINARY AND EXTRAORDINARY MEETING 29 APRIL 2024 - 6 MAY 2024” (<https://elengroup.com/it/investor-relations/documenti-assembleari.html>).

Accordingly, we submit the following proposed resolutions for your approval:

- with reference to point 2.1:

“The shareholders' meeting of El.En. società per azioni with registered office in Calenzano, via Baldanzese, 17, having heard the report of the board of directors, having read the remuneration report prepared pursuant to Art.17, having heard the report of the board of directors, having read the remuneration report prepared pursuant to Art. 123-ter of Italian Legislative Decree 24 February 1998, no. 58 and drawn up in accordance with Annex 3A, Schedule 7-bis of the CONSOB Issuers' Regulation 11971/1999, as provided for by Art. 84-quater of the aforementioned Regulation

approves

the first section of the report of the board of directors on remuneration containing the company's policy on the remuneration of the members of the board of directors and directors with strategic responsibilities and of the control bodies, as well as the procedures used for the adoption and implementation of this policy and, specifically, the incentive remuneration policy for the three-year period 2024-2026 of the managing directors, directors invested with special offices, the general manager and directors with strategic responsibilities as described in the paragraphs on the aims pursued with the remuneration policy and the principles underlying it, the description of the policies on fixed and variable components and, finally, the description of the performance objectives on the basis of which the variable components are assigned.”

- with reference to point 2.2.:

“The shareholders' meeting of El.En. società per azioni with registered office in Calenzano via Baldanzese, 17, having heard the report of the board of directors, having read the remuneration report prepared pursuant to Art. 123-ter of Italian Legislative Decree 24 February 1998, no. 58 and drawn up in accordance with Annex 3A, Schedule 7-bis of the CONSOB Issuers' Regulation 11971/1999, as provided for by Art. 84-quater of the aforementioned Regulation

approves

the second section of the report of the board of directors on remuneration containing, for the members of the administration and control bodies, the general managers and any other executives with strategic responsibilities, the representation of each of the items that make up the actual remuneration, including the treatments provided for in the event of termination of office or termination of employment, and, finally, analytically, the remuneration paid to the aforesaid persons in the financial year 2023 for any reason and in any form by the company and its subsidiaries or affiliated companies”

* * *

On the sixth item on the agenda - Authorisation to purchase and dispose of treasury shares pursuant to Art. 2357 and 2357-ter of the Italian Civil Code, of Art. 132 of Italian Legislative Decree of 24 February 1998 no. 58 and Art. 144-bis of the Regulation approved by Consob with resolution 11971/1999; simultaneous revocation, for the unused part, of the shareholders' resolution of 27 April 2023 concerning the authorisation to purchase and dispose of treasury shares.

This is to authorise the Board to purchase and dispose of ordinary shares of the Company pursuant to, to the effects and within the limits of Articles 2357 and 2357-ter of the Italian Civil Code.

It should be noted that the Shareholders' Meeting previously approved authorisations for the Board to

purchase and dispose of treasury shares by resolutions of 3 March 2008, 28 October 2010, 14 November 2012, 28 April 2015, 9 January 2019, 27 April 2021 and most recently 27 April 2023.

The terms of the last purchase authorisation will expire on 26 October 2024.

Therefore, the directors request, subject to revocation, for the unused portion, of the authorisation granted on 27 April 2023 to be authorised once again to purchase and dispose of ordinary shares of the Company in one or more *tranches* within the legal limits.

Art. 73 of the regulation of the Commissione Nazionale per le Società e la Borsa (Consob) adopted by resolution no. 11971/1999, as subsequently amended (the “Issuers’ Regulation”), provides that the board of directors, within the twenty-one days preceding the date set for the shareholders' meeting called to resolve on the purchase and sale of treasury shares, shall make available to the public at the registered office, on the company's website and in the other manner indicated by Consob, an explanatory report prepared in accordance with Annex 3A, Schedule No. 4, of the Issuers’ Regulation. We therefore proceed below to provide the requested information.

* * *

1) Reasons for requesting the authorisation and disposal of the purchase of treasury shares.

The authorisation to purchase and dispose of treasury shares, including those already held by El.En. s.p.a., is requested in order to provide the Board with an incentive tool and strategic flexibility.

This authorisation, in fact, like those previously requested and granted, would have the purpose of providing the Company with the necessary shares for the purposes of proceeding with allocations or distributions or payments in kind to employees and/or collaborators and/or members of the company's or subsidiary's administrative bodies under incentive remuneration plans in accordance with the remuneration policy approved by the company's shareholders' meeting.

Secondly, treasury shares could be an effective instrument for exchanging or swapping shareholdings in the context of transactions of a strategic nature.

The purposes illustrated would be pursued with purchase and sale and/or disposal plans and operations carried out in full compliance with the terms and modalities set forth by current legislation and, in particular, by EU Regulation 596/2014 (“MAR”) and relevant delegated regulation.

2) the maximum number, category, nominal value of the shares to which the authorisation relates.

The subscribed and paid-up capital of the Company as of 29 March 2024 is Euro 2,600,200.69 divided into 80,006,172 ordinary shares with no express par value. The Company currently holds no. 35,970 treasury shares amounting to approximately 0.0449% of the subscribed and paid-up share capital.

The only class of shares issued by the Company are ordinary shares.

On 13 September 2016, the Board of Directors of the Company exercised its authorisation to increase the share capital by a nominal amount of Euro 104,000.00 for cash, excluding pre-emptive rights, for the issuance of a total of 3,200,000 ordinary shares to service the 2016-2025 Stock Option Plan.

The exercise period for the first *tranche* of options under the 2016-2025 Stock Option Plan opened on 14 September 2019; the exercise period for the second *tranche* opened on 14 September 2020. As of 28 March 2024, 713,821 option rights have been exercised out of the 800,000 that can be exercised during the entire period of validity of the Plan and therefore subscribed to and issued shares in the same number until 21 July 2021 and thereafter, following the fractioning of the shares in a ratio of 1:4, no. 4 shares for each option granted and yet to be exercised.

On 15 March 2023, the Board of Directors of the Company exercised its authorisation to increase the share capital by a nominal amount of Euro 45,955.00 for cash, with the exclusion of pre-emptive rights, for the issuance of a total of 1,414,000 ordinary shares to service the 2026-2031 Stock Option Plan. These options will be exercisable as of 1 April 2026.

The directors ask to be authorised to purchase in one or more *tranches* a number of ordinary shares within the legal limits and therefore:

(a) which in any event does not exceed a total of one fifth of the share capital.

As at 29 March 2024, the subscribed and paid-up share capital of El.En. s.p.a. is 2,600,200.69. Therefore, the maximum number of shares that the Company could hold – equal to 20% of the capital – is no. 16,001,234 shares with a nominal value of Euro 520,040.00, including the shares already held

by the Company (no. 35.970).

The Board requests that the new authorisation be granted for a maximum number of shares not exceeding one-tenth of the share capital.

b) within the limits of the available reserves and distributable profits resulting from the last duly approved financial statements. It is understood that the board of directors, when making individual purchases, will ensure the consistency of these limits and thus of the relevant spending limits.

The request for authorisation concerns the power of the Board of Directors to carry out repeated and successive purchase and sale transactions (or other deeds of disposal) of treasury shares on a revolving basis, also for fractions of the maximum authorised quantity, so that, at all times, the quantity of shares subject to the proposed purchase and in the ownership of the Company does not exceed the limits provided for by law and by the authorisation of the Shareholders' Meeting.

As of the date of this report, the last regularly approved financial statements are those for the year 2022, which show a total amount between distributable profits and available reserves of Euro 134,803,416.00. The draft financial year approved on 14 March 2024 by the board of directors shows a total amount between distributable profits and available reserves of Euro 149,272,474.00.

3) other information relating to the full assessment of compliance with the provision contained in Art. 2357, paragraph 3, of the Italian Civil Code.

No shares of the Company are held by subsidiaries.

4) the duration for which the authorisation is requested.

The directors ask to be authorised to purchase shares of the company for a period not exceeding eighteen months from the date of the shareholders' resolution and the fixing of a maximum period within which to put the purchased shares back into circulation - under the conditions set out in point 5) below.

With regard to the time limit for re-circulation, the Board considers a period of ten years from the date of purchase to be appropriate.

5) the minimum and maximum consideration as well as the market valuations on the basis of which these were determined.

The directors ask to be authorised:

a. to purchase the Company's shares at a price that is no lower than the closing price recorded in the stock exchange session on the day prior to the completion of each individual transaction, less 10%, and at maximum not more than 10% higher than the official trading price recorded on the day prior to the purchase;

b. the sale and/or disposal of the shares at a price, or equivalent value, of not less than 95% of the average of the official trading prices recorded in the five days preceding the sale.

With regard to the disposal of treasury shares, the Board of Directors shall establish from time to time the criteria for the determination of the relevant consideration and/or the modalities, terms and conditions of utilisation of the treasury shares in portfolio, taking into account the implementation methods used, the share price trend in the period prior to the transaction and the best interests of the Company.

The price limits may be disregarded for the disposal of treasury shares by means other than sale, such as the use of treasury shares as consideration in kind and as part of any extraordinary transactions.

6) the manner in which purchases and disposals will be carried out.

Treasury shares will be purchased in compliance with the criteria of equal treatment of shareholders according to that established by art. 132 It. Consolidated Law on Finance and by art. 144-bis Issuers' Regulation.

Accordingly, the directors request authorisation to proceed with the purchase, with the following, concomitant and/or alternative, methods, where applicable and which will be determined at the time of the individual transactions: through takeover bids or exchange; on regulated markets.

No further details or modalities are currently known through which the disposals will be carried out, which, in any case, will take place for the purposes illustrated in paragraph 1) above and in compliance with applicable regulations and any authorisation by the Shareholders' Meeting.

Therefore, it is proposed that the Board and the directors to be delegated by the Board be authorised to determine any further terms, conditions and modalities of the purchase and disposal of the treasury shares held.

7) *other news and information*

At present, the share buyback transaction for which authorisation is sought is not instrumental to the reduction of the share capital by cancellation of the purchased shares.

As of the date of the shareholders' meeting resolution, it is proposed that the resolution authorising the purchase and disposal of treasury shares adopted by the Shareholders' Meeting of 27 April 2024 be deemed revoked for the portion not used.

Against this background, the Board submits to the shareholders for approval the following

proposal for a resolution

“The shareholders' meeting of El.En. Società per azioni with registered office in Calenzano (FI) via Baldanzese, 17, having heard the report of the Board of Directors,

approves

1. to revoke, as of the date of this shareholders' meeting resolution, for the part not used, the resolution concerning the authorisation to purchase and dispose of treasury shares adopted by the shareholders' meeting of 27 April 2023.

2. to authorise the board of directors to purchase, in one or more tranches, in compliance with EU Regulation 596/2014 and delegated regulations, Art. 132, of Italian Legislative Decree of 24 February 1998, no. 58 and in the competing and/or alternative ways set out in Art. 144 bis, paragraph 1, letters a), b) d-ter) and Art. 144-bis, paragraph 1-bis of the Consob Issuers' Regulation 11971/1999, within eighteen months from today, treasury shares representing a number of ordinary shares that, in any case, taking into account the shares that will be held in the portfolio, does not exceed one tenth of the share capital, in compliance with the law and regulations, at a unit price at the minimum lower than the closing price that the share will have recorded in the stock exchange session on the day prior to the completion of each individual transaction, less 10%, and at the maximum not more than 10% higher than the official trading price recorded on the day prior to the purchase;

2. to authorise as of now the board of directors to return in circulation, assign or transfer the shares within 10 (ten) years from the date of purchase in one or more tranches, at a price, or counter-value, not less than 95% (ninety-five per cent) of the average of the official trading prices recorded in the five days preceding the alienation, all for the purposes, with the terms, conditions and modalities that the board of directors will determine at the time of the alienation, assignment or transfer and in full compliance with the regulations in force;

3. to entrust the board of directors, and on its behalf the chairman and the executive directors severally, and with the power to delegate to third parties to execute this resolution with all the necessary powers and authority, in compliance with the provisions of EU Regulation 596/2017 and Art. 132, of Italian Legislative Decree 58/98 in such a way as to ensure, in all cases, equal treatment of shareholders, in compliance with the requirements laid down by Consob.”

* * *

EXTRAORDINARY PART

On the first item on the agenda - introduction to art. 14 of the provision of intervention in the shareholders’ meeting through the exclusively appointed representative.

It is a matter of introducing into the Articles of Association of the Company and specifically into Article 14 the option for the Board of Directors to provide in the notice of call of each Shareholders' Meeting that attendance at the Shareholders' Meeting and the exercise of voting rights may take place exclusively through the representative designated by the Company pursuant to Article 135-undecies.1 of the Consolidated Law on Finance.

Art. 72 of the Consob Issuers’ Regulation, provides that the board of directors, within the twenty-one days preceding the date set for the shareholders' meeting called to resolve on amendments to the articles of association such as the one proposed, shall make available to the public at the registered office, on the company's website and in the other manner indicated by Consob, an explanatory report prepared in accordance with Annex 3A, Schedule No. 3, of the Issuers’ Regulation. We therefore proceed below to provide the requested information.

* * *

1) The reasons for the proposed variations

The purpose of the proposed amendment to the articles of association is to take advantage of the opportunities offered by the ongoing reform of the Italian legislative system in support of capital competitiveness and aimed at simplification in the area of access to and regulation of capital markets. In particular, we refer to the introduction of Art. 135-undecies.1 Consolidated Law on Finance occurred pursuant to Art. 11 of Law no. 21/2024. Therefore, the Board of Directors proposes to amend Art. 14 of the articles of association concerning attendance at the shareholders' meeting, providing that the notice of each shareholders' meeting may specify that attendance and the exercise of voting rights may be made exclusively through the representative designated by the Company. This introduction would entail the elimination of the last paragraph of Art. 14 of the Articles of Association, which is incompatible with the proposed amendment, where it is currently provided that the Company does not make use of the appointed representative.

2) comparative presentation of the article of the articles of association whose amendment is proposed with an illustration of the proposed changes

The following is a comparison of Article 14 of the articles of association whose amendment is proposed, in the current and proposed text, highlighting the changes submitted to the shareholders’ meeting approval: in the left-hand column, in italics, the text proposed for deletion and in the right-hand column, in bold, the text whose introduction is proposed.

CURRENT TEXT	PROPOSED TEXT
Article 14	Article 14
Taking part in the Shareholders’ Meeting	Taking part in the Shareholders’ Meeting
Taking part in Meetings is regulated by laws and regulations in force on the subject.	Taking part in Meetings is regulated by laws and regulations in force on the subject.
Shareholders with the right to vote may take part as long as, and for the number of shares in question, they have deposited them pursuant to legal terms and methods.	Shareholders with the right to vote may take part as long as, and for the number of shares in question, they have deposited them pursuant to legal terms and methods.
The Shareholder with the right to take part in the Meeting, with no prejudice to the categorical provision on proxies set forth in Italian Legislative Decree of 24 February 1998, no. 58 and other provisions applicable, may be represented by written proxy. The written proxy may also be signed digitally; in that case it must be sent to the company by certified electronic mail.	The Shareholder with the right to take part in the Meeting, with no prejudice to the categorical provision on proxies set forth in Italian Legislative Decree of 24 February 1998, no. 58 and other provisions applicable, may be represented by written proxy. The written proxy may also be signed digitally; in that case it must be sent to the company by certified electronic mail.
<i>The company does not avail itself of the "representative designated by the company with listed shares" faculty set forth in art. 135-undecies of Italian Legislative Decree of 24 February 1998, no. 58.</i>	The Board of Directors of the Company may provide in the notice of call of each shareholder’s meeting that participation in the shareholders’ meeting and the exercise of voting rights shall take place exclusively through the representative

	designated by the company pursuant to Article 135-undecies of Italian Legislative Decree of 24 February 1998, no. 58.
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3) assessment by the administrative body as to whether the right of withdrawal has been exercised
the board considers that, in view of the scope of the amendment, none of the prerequisites set forth therein for the exercise of this right are met pursuant to Article 2437 of the Italian Civil Code.

Against this background, the Board submits to the shareholders for approval the following
proposal for a resolution

*“The shareholders' meeting of El.En. Società per azioni with registered office in Calenzano (FI) via Baldanzese, 17, having heard the report of the Board of Directors,
approves*

1. to amend Art. 14 of the Articles of Association by deleting the following paragraph

“The company does not avail itself of the "representative designated by the company with listed shares" faculty set forth in art. 135-undecies of Italian Legislative Decree of 24 February 1998, no. 58.” and replacing it with the following provision:

“The Board of Directors of the Company may provide in the notice of call of each shareholder's meeting that participation in the shareholders' meeting and the exercise of voting rights shall take place exclusively through the representative designated by the company pursuant to Article 135-undecies of Italian Legislative Decree of 24 February 1998, no. 58.”.

2. to grant the Board of Directors and, on its behalf, the Chairman and the executive directors, severally and with the power to sub-delegate, the broadest powers to provide for the publications required by law and to introduce in the resolution as above adopted, to the text of these minutes and its annexes, any amendments, deletions or additions, of a non-substantial nature, that may be necessary for the purpose of the registration of these resolutions in the Company Register or otherwise requested by the management company of the reference market.”

* * *

As of today, this documentation is deposited at the company's registered office, Borsa Italiana s.p.a., on the company's website www.elengroup.com sec. *Investor Relations/Governance/Documents of the Shareholders' Meeting/2024/ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING 29 APRIL 2024 – 6 MAY 2024* on the authorised storage site www.emarketstorage.com available to shareholders, who may inspect it and, at their own expense, obtain a hard copy.

Calenzano, 29 March 2024

For the Board of Directors
The chairman
Gabriele Clementi, engineer

