

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

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(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](http://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](mailto: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](http://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](mailto: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@pecserviziitoli.it](mailto:elen@pecserviziitoli.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](mailto: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](mailto: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](mailto: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](http://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](http://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](http://www.elengroup.com), and on the authorized storage mechanism [www.emarketstorage.com](http://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](mailto: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](mailto: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](http://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](mailto: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](http://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](http://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](http://www.emarketstorage.com).

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

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## SHARE CAPITAL - TREASURY SHARES

It is also noted that the subscribed and paid-up share capital of El.En. S.p.a. amounting to Euro - 2,600,200.59 is divided into 80,006,172 ordinary shares, each of which entitles the holder to one vote. As of today, the Company holds 35,970 treasury shares.

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### NOTICE OF PUBLICATION AND DEPOSIT OF DOCUMENTATION

This notice of convocation is published today, in full accordance with Article 125-*bis* of the TUF, on the Company's website [www.elengroup.com](http://www.elengroup.com), as well as, in summary, in the newspaper "ITALIA OGGI" today.

The illustrative report of the Board of Directors on the third, fourth and fifth items on the agenda of the ordinary part is, in accordance with art. 125-*ter* T.U.F., deposited today and available to the public at the company's headquarters, on the company's website at [www.elengroup.com](http://www.elengroup.com), at Borsa Italiana S.p.a. and on the authorized storage site [www.emarketstorage.com](http://www.emarketstorage.com).

Calenzano, 20 March 2024

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

A handwritten signature in black ink, appearing to be 'G. Clementi', written over a horizontal line.

Website: [www.elengroup.com](http://www.elengroup.com)

Email: [finance@elen.it](mailto:finance@elen.it)

Authorized storage website: [www.emarketstorage.com](http://www.emarketstorage.com)