



**Ordinary and Extraordinary Shareholders' Meeting
April 29th 2026/May 6th 2026**

Notice of Call

This document is available on the website:
www.elengroup.com

El.En. s.p.a.
Registered office in 50041 Calenzano (FI), Via Baldanzese n. 17
Subscribed and paid-in share capital € 2.612.497,94
Florence Companies Register – C.F. 03137680488

EL.EN. s.p.a.
Registered office in 50041 Calenzano (FI), Via Baldanzese n. 17
Subscribed and paid-in share capital € 2.612.497,94
divided into 80,384,552 ordinary shares
Florence Register of Companies and tax code 03137680488

(art. 125-*bis* TUF)

The Shareholders are hereby called to attend an ordinary and extraordinary shareholders' meeting at the Company's registered office in Calenzano, Via Baldanzese no. 17, for **10.00 a.m. on 29 April 2026** in first call, and for **10.00 a.m. on 6 May 2026**, in second call, to resolve on the following

AGENDA

ORDINARY PART

1. Annual Financial Report:

1.1. Annual financial report as at 31 December 2025. Presentation of the consolidated financial statements and sustainability reporting;

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

2. Report on the remuneration policy and remuneration paid *pursuant to* Article 123-ter of Legislative Decree no. 58 of 24 February 1998:

2.1. approval of the 2024-2026 remuneration policy contained in the first section of the report, pursuant to art. 123-ter, paragraph 3-bis: correction of some typos and minor clarifications;

2.2. resolution with advisory vote on the remuneration paid in the financial year 2025 indicated in the second section of the Report pursuant to art. 123-ter, paragraph 6.

3. Granting to the Board of Directors the authorization to purchase and dispose of treasury shares pursuant to Articles 2357 and 2357-ter of the Italian Civil Code, Article 132 of Legislative Decree No. 58 of February 24, 1998 and Article 144-bis of the Regulation approved by Consob with Resolution 11971/1999; simultaneous revocation, for the unused part, of the Shareholders' Meeting resolution of April 29, 2025 relating to the authorization to purchase and to the disposal of treasury shares.

EXTRAORDINARY SESSION

1. Amendment of art. 6 (Share capital) following the expiry on 31 December 2025 of the deadline for the subscription of the divisible capital increase approved *pursuant to* art. 2443 of the Italian Civil Code by the Board of Directors on 13 September 2016 to service the 2016-2025 incentive plan directed at directors and employees of El.En. s.p.a. and its subsidiaries.

2. Addition to Article 14 (Participation in the Shareholders' Meeting): provision for the possibility of attending the Shareholders' Meeting and exercising the right to vote by means of telecommunications in the event of a Shareholders' Meeting held exclusively through the representative designated by the Company pursuant to Article 135-undecies of Legislative Decree No. 58 of 24 February 1998.

METHODS OF HOLDING THE ASSEMBLY AND ATTENDING THE MEETING

Attendance at the Shareholders' Meeting by those entitled to vote will be allowed exclusively through the representative designated by the Company pursuant to art. 14 of the Articles of Association and in any case pursuant to art. 106 of Law Decree 18/2020, converted by Law no. 27/2020 and subsequent amendments and additions, as last extended by Law no. 26/2026.

To this end, the Company has appointed Computershare S.p.A. – with offices in Turin, Via Nizza 262/73, 10126 – to represent the shareholders pursuant to Article 135-undecies.1 of Legislative Decree 58/1998 (the "TUF" and the "Appointed Representative").

The physical participation of individual shareholders and their delegates other than the Appointed Representative is therefore precluded.

Shareholders wishing to attend the Shareholders' Meeting must therefore grant a proxy to the representative designated pursuant to Article [135-undecies](#) as well as a proxy/sub-proxy pursuant to Article [135-novies](#), notwithstanding Article 135-undecies, paragraph 4, as illustrated in the relevant paragraph below.

Without prejudice to the foregoing, the persons entitled to do so (the members of the corporate bodies, the Secretary in charge and the Appointed Representative) may also (or exclusively) intervene by means of telecommunications that guarantee their identification, without it being necessary in any case for the Chairman, the Secretary and the Notary to be in the same place. The Company will promptly communicate any further relevant requirements and instructions in relation to the organization of the Shareholders' Meeting.

ENTITLEMENT TO ATTEND THE SHAREHOLDERS' MEETING AND TO EXERCISE THE RIGHT TO VOTE

Entitlement to attend the Shareholders' Meeting and to exercise voting rights is certified by a communication to the Company made by the authorised intermediary, in accordance with its accounting records, in favour of the person entitled to vote.

This communication is made on the basis of the evidence relating to the end of the accounting day of the seventh trading day prior to the date set for this shareholders' meeting on first call, i.e. 20 April 2026 (so-called "Shareholders' Meeting" *record date*).

Those who become holders of the shares only after the *record date* are not entitled to attend and vote at the meeting.

The intermediary's communication must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting, i.e. by 24 April 2026. However, the right to attend and vote remains unaffected if the communications are received by the Company after this deadline, provided that they are received before the start of the Shareholders' Meeting.

GRANTING OF PROXY/SUB-PROXY AND VOTING INSTRUCTIONS TO THE DESIGNATED REPRESENTATIVE

Entitled persons who wish to attend the Shareholders' Meeting must grant the Appointed Representative the proxy/sub-proxy pursuant to Article 135-undecies.1 of the TUF with voting instructions on all or some of the resolution proposals on the items on the agenda using the specific proxy/sub-proxy form, also electronic, prepared by the Appointed Representative in agreement with the Company, available on the Company's website at www.elengroup.com sec. *Governance/Shareholders' Meeting Documents/2026/ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING 29 April 2026 – 6 May 2026*. The proxy/sub-proxy to the Appointed Representative has no effect with regard to proposals for which voting instructions have not been given. For the notification of the proxy/sub-proxy, even electronically, the instructions on the form must be followed.

The proxy/sub-proxy form, with voting instructions, must be sent following the instructions on the form itself by the end of the second trading day prior to the date set for the Shareholders' Meeting, and therefore by 27 April 2026 for the first call and by 4 May 2026 in the case of a second call.

In the same manner and within the same terms, those entitled may revoke the proxy and voting instructions conferred.

The communication of the authorised intermediary, certifying the right to attend the Shareholders' Meeting and to exercise the right to vote, is also necessary in the event of the conferral of the proxy/sub-proxy to the Appointed Representative; in the absence of the same, the delegation/sub-delegation will be ineffective.

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.

POSTAL VOTING

For the items on the agenda of the ordinary meeting, pursuant to Article 17 of the Articles of Association, voting may also be exercised by correspondence in accordance with the provisions in force on the subject. The voting form is available to persons entitled to attend the Shareholders'

Meeting at the Company's registered office and on the [website www.elengroup.com](http://www.elengroup.com) – *Governance/Shareholders' Meeting Documents/2026/ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING 29 April 2026 – 6 May 2026* and, if for technical reasons it cannot be downloaded in electronic form, it will be sent in paper form to anyone, entitled to participate in the Shareholders' Meeting, requests it to the Company (tel. 0558826807; fax 0558832884).

The sealed envelope, containing the completed ballot paper, dated and signed, accompanied by the 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) - for the attention of the Chairman of the Board of Statutory Auditors - no later than 7.00 p.m. on 28 April 2026. Votes cast on ballots received after this deadline or those for which the communication of voter's legitimacy has not been received from the depositary intermediary will not be taken into consideration.

Voting by mail is exercised directly by the holder and is expressed separately for each of the resolution proposals.

INTEGRATION OF THE AGENDA

Pursuant to Article 126-bis of Legislative Decree No. 58 of 1998 ("T.U.F."), shareholders representing, even jointly, at least one-fortieth of the share capital, may request, by 9 April 2026 (ten days from the publication of this notice), the addition of the list of items to be discussed and submit resolution proposals on items already on the agenda, indicating in the application the additional topics proposed and/or the resolutions proposed.

It should be noted, however, that this addition is not permitted for matters on which the shareholders' meeting resolves, in accordance with the law, on the proposal of the administrative body or on the basis of a project or report prepared by them, other than those indicated in art. 125-ter, paragraph 1, T.U.F..

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

The certification of ownership of the shares and the shareholding necessary to exercise the right referred to in art. 126-bis, paragraph 1, first sentence, T.U.F. by the requesting shareholders must result from a specific communication effective on the date of the request, addressed by the depositary intermediary to elen@pecserviziotitoli.it.

PROPOSALS PURSUANT TO ART. 135-UNDECIES.1, T.U.F..

Furthermore, given the manner in which the Shareholders' Meeting is held, and that attendance is provided exclusively through the Designated Representative, entitled shareholders who individually intend to formulate proposals for resolutions and votes on the items on the agenda or proposals whose presentation is otherwise permitted by law, must submit them in writing by registered mail addressed to the Company's registered office or by e-mail to elen@pec.uipservizi.it by 14 April 2026.

The right to formulate the proposals must be attested by the communication provided for by Article 83-sexies of the TUF made by the intermediary for the purposes of attending the Shareholders' Meeting and exercising voting rights. Such proposals, where relevant, will be published without delay, and in any case by 16 April 2026, on the Company's website, in order to enable those entitled to vote to express themselves in an informed manner, also taking into account such new proposals, and to allow the Appointed Representative to collect any voting instructions on them as well.

RIGHT TO ASK QUESTIONS BEFORE THE MEETING

Pursuant to art. 135-undecies.1 of the Consolidated Law *on Finance.*, those who are entitled to vote may ask questions on the items on the agenda even before the Shareholders' Meeting by sending them by registered mail to the Company's registered office or by certified e-mail to the elen@pec.uipservizi.it address.

Those who certify ownership of the shares as of 20 April 2026 (*record date*) are entitled to receive a response. To this end, a specific communication of ownership of the shares held by the applicant must be sent by the depositary intermediary to the address elen@pecserviziottoli.it with effect until the aforementioned date. If the entitled party has requested the communication from its depositary intermediary to participate in the meeting, it will be sufficient to mention, in the document containing the questions, the references of such communication. Questions, which, given the manner in which the shareholders' meeting is held, must be received by 20 April 2026, pertinent to the agenda and submitted by the entitled parties, shall be answered by 24 April 2026. The Company may provide a single answer to questions with the same content.

SHAREHOLDERS' MEETING DOCUMENTATION, EXPLANATORY REPORTS AND RESOLUTION PROPOSALS

Information on the amount of share capital, as well as the forms that can be used for voting by mail and the proxy/sub-proxy form are filed and made available to the public and shareholders at the Company's registered office, on the Company's [website www.elengroup.com](http://www.elengroup.com) section *Governance/Shareholders' Meeting Documents/2026/ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING 29 April 2026 – 6 May 2026* today.

The additional documentation relating to the Shareholders' Meeting, including the explanatory reports of the Board of Directors and the resolution proposals on the items on the agenda, is made available to the public within the terms and in the manner provided for by current legislation:

- a) the directors' reports on the items on the agenda of today's ordinary and extraordinary meetings;
- b) the annual financial report and sustainability reporting including all the documents referred to in art. 154-ter, T.U.F. at least twenty-one days before the shareholders' meeting;
- c) the report on the remuneration policy and remuneration paid pursuant to Article 123-ter of the Consolidated Finance Act and Article 84-quarter of the Issuers' Regulation at least twenty-one days before the Shareholders' Meeting;
- d) pursuant to art. 84-bis of the Issuers' Reg., table no. 1, provided for in paragraph 4.24 of Annex 3A, Schedule 7, of the information document referred to in Annex 3A, Schedule 7 updated on 13 March 2026, at the same time as the publication of the report on the remuneration policy and compensation paid referred to in the previous point.

This documentation is made available to the public and shareholders at the Company's registered office, on the Company's [website www.elengroup.com](http://www.elengroup.com) section *Governance/Shareholders' Meeting Documents/2026/ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING 29 April 2026 – 6 May 2026* and at [the authorised storage site www.emarketstorage.com](http://www.emarketstorage.com).

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

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SHARE CAPITAL – TREASURY SHARES

It should also be noted that the subscribed and paid-up share capital of El.En. s.p.a., amounting to Euro 2,612,497.94, is divided into: no. 80,384,552 ordinary shares, each of which entitles you to one vote. As of today, the Company owns 241,784 treasury shares.

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NOTICE OF PUBLICATION AND FILING OF DOCUMENTATION

This notice of meeting is published today, in full, in accordance with Article 125-*bis* of the Consolidated Finance Act (TUF), on the Company's website www.elengroup.com, as well as, in extract form, in today's issue of the newspaper "ITALIA OGGI".

The reports of the directors on the items on the agenda of both the ordinary and extraordinary sessions are, pursuant to Article 125-*ter* of the TUF, filed as of today and made available to the

public at the Company's registered office, on the Company's website at www.elengroup.com, at Borsa Italiana S.p.A., and on the authorized storage mechanism www.emarketstorage.com.

Calenzano, 30 March 2026

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

E-mail: finance@elen.it

Sito di stoccaggio autorizzato: www.emarketstorage.com