



**REPORT ON CORPORATE GOVERNANCE AND OWNERSHIP STRUCTURE  
OF ELEN. S.P.A.**

**pursuant to Art. 123-bis of It. Legislative Decree of 24 February 1998, no. 58**

(traditional management and control model)

**approved by the Board of Directors at its meeting on 13 March 2026**

**Financial year 2025**

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

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## GLOSSARY

**Shareholders' meeting:** the shareholders' meeting of El.En. s.p.a..

**Code:** the Corporate Governance Code for Listed Companies approved in January 2020 by the Corporate Governance Committee.

**C.C.:** the Italian Civil Code.

**Corporate Governance Committee:** the Italian Committee for the Corporate Governance of Listed Companies, promoted not only by Borsa Italiana S.p.A., but also by ABI, Ania, Assogestioni, Assonime and Confindustria.

**Board:** the Board of Directors of El.En. s.p.a..

**Issuer/Company:** El.En. s.p.a..

**Financial year:** the financial year ending 31 December 2025, to which the Report refers.

**ESRS:** the principles for drafting the sustainability statement set forth in the Commission Delegated Regulation (EU) 2023/2772 of 31 July 2023.

**Group:** the Issuer's group of subsidiaries.

**CONSOB Issuers' Regulation:** the Regulation issued by CONSOB with resolution no. 11971 of 1999 (as subsequently amended) on issuers.

**CONSOB Market Regulation:** the Regulation issued by CONSOB with resolution no. 20249 of 2017 on markets.

**CONSOB Related Parties Regulation:** the Regulation issued by CONSOB with resolution no. 17221 of 12 March 2010 (as subsequently amended) regarding transactions with related parties.

**Report:** the 2026 Corporate Governance and Ownership Structure Report prepared and published pursuant to Art. 123-*bis* of the TUF.

**Remuneration Report:** the report on remuneration and remuneration paid prepared and published pursuant to Art. 123-*ter* of the TUF and 84-*quater* of the CONSOB Issuers' Regulation.

**Consolidated Law on Finance (Testo Unico della Finanza/TUF):** Italian Legislative Decree of 24 February 1998 no. 58.

Unless otherwise specified, they are to be understood as referring to the definitions of the Code (pages 3 and 4) relating to: **administrators, executive administrators, independent administrators, significant shareholder, chief executive officer (CEO), Board of Directors, control body, business plan, concentrated ownership company, large company, sustainable success, top management.**

Furthermore, unless otherwise specified, in the sections referring to the content of the relevant ESRS, the definitions of the ESRS themselves shall also be deemed to be incorporated by reference, in particular those relating to: **lobbying, value chain, affected communities, active and passive bribery, corporate culture, consumers, sustainability statement, employee, discrimination, suppliers, own workforce, impacts, sustainability-related impacts, workers in the value chain, non-employee workers, independent members of the Board of Directors, metrics, business model, harassment, target, opportunities, sustainability-related opportunities, administrative management and control bodies, policy, indigent peoples, stakeholders, sustainability issues, materiality, risks, sustainability-related risks, end-users.**

## 1.0 ISSUER PROFILE

Since the admission in 2000 of its ordinary shares to the MTA stock market (formerly MTAX and, previously, Nuovo Mercato) organised and managed by Borsa Italiana s.p.a., it has always been the intention of El.En. to maintain and perfect, compatibly with its own organisation and structure, a corporate governance system aligned with what is suggested and recommended by the Code and identified as best practice, as a valid and indispensable opportunity to increase its reliability and reputation with the market as well as to ensure a guide capable of ensuring the success of the Issuer and the Group in continuous evolution and lasting over time.

The Issuer has been a member of the Techstar segment since its establishment in 2004 and has been listed in the Star segment since 2005.

From 9 December 2016 to the end of 2018, it was included in the FTSE Italia Mid Cap Index, FTSE Italia Star segment. Subsequently, it was included in the FTSE Italia Small Cap Index, FTSE Italia Star segment, before being included again in the FTSE Italia Mid Cap Index, FTSE Italia Star segment, at the end of 2019.

The corporate governance of El.En. consists of a Board of Directors, a control body and the shareholders' meeting.

Upon adjusting to the provisions of It. Legislative Decree of 17 January 2003, no. 6 and subsequent amendments and corrections, the shareholders of El.En. chose to retain a traditional system of administration and control.

At present, therefore, the Company is administered by a Board of Directors governed, in all its aspects (composition, functioning, remuneration, powers, representation of the company), in addition to the legislation in force, by Articles 19 to 23 of the Articles of Association and by the *Regulation of the Board of Directors of El.En. s.p.a.* It is subject to control and supervision by a Board of Statutory Auditors governed in all respects by Art. 25 of the Articles of Association.

The statutory audit of accounts is carried out by a company chosen from among those listed in the relevant CONSOB register.

The value of the Issuer's capitalisation over the last three financial years, the term being used to mean the simple average of the daily capitalisations calculated with reference to the official price recorded during the year was as follows:

YEAR	DAYS	AVERAGE
2023	253	911.000.000
2024	252	823.000.000
2025	251	883.000.000

As at 31 December 2025, the Issuer therefore qualifies as an SME pursuant to Art. 1, paragraph 1, letter *w-quater*.1), of the TUF and Art. 2-*ter* of the CONSOB Issuers' Regulation.

As to the qualification of the Company for the purposes of the Code's definitions, the capitalisation on the last open market day of the previous three calendar years is as follows:

YEAR	CAPITALISATION AS AT 30 DECEMBER
2023	780
2024	936
2025	1.118

Furthermore, no one person holds the majority of the votes exercisable at the Shareholders' Meeting, not even indirectly. None of the relevant shareholders have disclosed their participation in any shareholders' agreements, nor is the existence of such agreements known to the Company.

The Issuer therefore does not qualify as a “large company” and cannot be defined as a “concentrated ownership company”.

This Report was drawn up taking into account the relevant format, X edition, provided by the Committee.

In this regard and with reference to the disclosures required by the ESRS standards on governance, this document contains the same information as Chapter 1. GENERAL INFORMATION of the Consolidated Sustainability Statement 2025, published on a mandatory basis pursuant to It. Legislative Decree of 6 September 2024, no. 125 on the Issuer's website at <https://elengroup.com/relazioni-bilanci/> and on the website [www.elengroup.com](http://www.elengroup.com) - section *Sustainability/Documents-Sustainability Statement*.

Express reference is made in this Report to any further aspects that are discussed in more detail in the 2025 consolidated sustainability statement.

### The Board

It is the administrative body, vested with the broadest powers of ordinary and extraordinary administration for the

performance of activities aimed at the pursuit of the corporate purpose with a view to the creation of long-term value for the benefit of the shareholders, taking into account the interests of other stakeholders relevant to the Issuer.

For the description of the Issuer's *mission* and its sustainability profiles, please refer to the section "SBM 1 – Strategy, business model and value chain" in chapter 1. GENERAL INFORMATION of the Consolidated Sustainability Statement 2025, published on a mandatory basis pursuant to It. Legislative Decree of 6 September 2024, no. 125 on the Issuer's website at <https://elengroup.com/relazioni-bilanci/> and on the website [www.elengroup.com](http://www.elengroup.com) - section *Sustainability/Documents-Sustainability Statement*.

The Board pursues these goals by means of responsible management in line with the economic, social and environmental balances of the business context in which the Group is active. This is achieved by embedding targets geared towards sustainable, lasting success, which take into account the in-house and external settings in which all Group companies work, into the Issuer's and the Group's strategies as well as remuneration policy.

More information on how this role is interpreted is available in the Sections of the Report which outline the following: (i) the methods of integrating this objective into the strategies (Section 4.1), the remuneration policies (Section 8) and the internal control and risk management system (Section 9); (ii) the corporate governance measures specifically adopted in this regard.

The current Board was elected by the Shareholders' Meeting held on 29 April 2024 and, following a Board resolution of the same date, is made up of executive and non-executive board members organised, for the performance of advisory and proposal-making functions in support of the Board, into three committees: for control and risks, transactions with related parties, and sustainability; for remuneration and the committee for appointments.

Pursuant to Art. 144-*quater* of the CONSOB Issuers' Regulation, the minimum shareholding in the share capital required for the submission of lists of candidates for Board members was 2,5%, in accordance with the provisions of Art. 19 of the Articles of Association, Art. 144-*quater* of the aforementioned Issuers' Regulation 11971 and the CONSOB management decision of 31 January 2024, no. 92.

Three board members were elected because they meet the independence requirements of Art. 148-*ter* of the TUF and Art. 2 of the Code.

The board members are domiciled for office at the headquarters of the Issuer.

Pursuant to the Board resolution of 29 April 2024, the managing directors have been vested with all powers of ordinary and extraordinary administration for the performance of all activities falling within the corporate purpose, with the sole exception of those powers that are prohibited from being delegated pursuant to Art. 2381 of the C.C. and the Articles of Association.

The Board expires upon approval of the 2026 annual financial statement and shall therefore be renewed by the Shareholders' Meeting in 2027.

Since 5 September 2000, the Board has set up the following committees, the majority of which are made up of non-executive and independent administrators, who have been entrusted with the tasks described and governed by the respective regulations:

- a) *committee for nominations to the office of administrator* (hereinafter also referred to as the "Nominations Committee");
- b) *committee for remuneration* (hereinafter "Remuneration Committee");
- c) *control and risk committee for transactions with related parties and for sustainability* (formerly *internal control committee* and hereinafter "Control and Risk Committee").

The committee regulations also regulate their composition and role.

They were approved in an initial version on 5 September 2000 and are revised periodically and on the occasion of adjustments to new laws and regulations or internal organisational changes within the Issuer.

The committees perform the functions described in the relevant Sections of the Report.

Furthermore, the company has entrusted a specific committee with the task of supporting the Board in analysing issues relevant to long-term value generation and sustainable success (Section 6).

On 5 September 2000, the Board also appointed an internal control officer. The internal control and risk management system has been in a process of continuous evolution expanded and organised as described later in the Report (Section 9) with the aim of preserving the integrity of the Issuer and the Group with a view to enabling the achievement of the strategic and long-term objectives set by the Board.

The Board also meets at least quarterly to ensure that the Board of Statutory Auditors is adequately informed on the activities carried out, on the most significant transactions carried out by the Issuer and its subsidiaries, as well as, where necessary, on the execution of transactions with related parties or of particular complexity and/or importance, and, lastly, whenever the President and/or the managing directors intend to share with the entire Board issues and decisions within their competence.

The Issuer's administrators participate, as members, in the administrative bodies of most of the subsidiaries. In all other instances, the administrative body of the subsidiaries shall provide the most comprehensive information required for the organisational definition of the Group's activities and the disclosures necessary to comply with legal obligations: the subsidiaries shall provide, by the end of the month following the close of the reference quarter, all information necessary for the preparation of consolidated reports.

The provisions of the Articles of Association concerning the appointment of administrators, the composition of the Board of Directors and the powers reserved to it – Articles 19, 21 and 22, respectively - were amended by the Shareholders' Meeting held on 15 May 2007 in order to adapt them, to the extent necessary and not already provided for, to the new TUF and the Code, and then adapted by the Shareholders' Meeting held on 28 October 2010 to the provisions of the aforementioned It. Legislative Decree 27/2010. On that occasion, the Board was also given the power to make use of the provisions of Art. 11 and 13 CONSOB Related Parties Regulation on urgent transactions with related parties.

At the Shareholders' Meeting held on 15 May 2012, Art. 19 of the Articles of Association was adapted to It. Law of 12 July 2011, no. 120 on the subject of balance between represented genders. With reference to the legislation in force, there was no need for it to be amended in the relevant part, even following the amendments introduced to Art. 147-*ter* of the TUF, as amended by Art. 1, paragraph 302 of It. Law No. 160 of 27.12.2019, in the text republished in Official Gazette No. 13 of 17.1.2020.

Finally, the Shareholders' Meeting of 15 May 2013 proceeded to remove from the text of Articles 19 and 25 - governing the election mechanism for, respectively: the former, the administrative body; the latter, the control body - the prohibition on the withdrawal of certifications attesting to the entitlement to exercise the right to submit nomination proposals prior to the actual meeting. On this occasion, other typos in these articles referring to the date of filing/communication of the certification were removed.

For a detailed description, please refer to the following respective paragraphs in the part of the Report devoted to information on adherence to the Code.

With regard to the required presence of so-called independent board members, which since 2005 has been a legal obligation, the Articles of Association provide for this obligation in implementation of the practice that the Issuer, in compliance with the Code's regulations, has perpetuated since 2000, the year in which its securities were admitted to listing.

### **The Board of Statutory Auditors**

The Board of Statutory Auditors is the control body which, by virtue of legal, regulatory and statutory provisions, is responsible for supervising compliance with the law, the articles of association and correct administration principles, the adequacy of the Company's organisation structure for its areas of competence, the internal control system and the administrative-accounting system adopted by the Company, and their actual functioning. The Board of Statutory Auditors also supervises the matters provided for in Art. 19 of It. Legislative Decree of 27 January 2010, no. 39 as well as the concrete implementation of the corporate governance rules provided for in the Code, compliance with CONSOB provisions and the concrete implementation of corporate procedures concerning related parties.

This body is also responsible for supervising the adequacy of the instructions given to the subsidiaries so that they provide all the information necessary to fulfil their statutory reporting obligations.

The current Board of Statutory Auditors, elected at the Shareholders' Meeting of 29 April 2025, expires with the approval of the financial statement for the financial year 2027; its mandate must, therefore, be renewed by the Shareholders' Meeting that will convene in 2028.

The Articles of Association establish a limit to the accumulation of offices, pursuant to Art. 148-*bis* of the TUF, by providing as a cause of ineligibility and disqualification, for candidates or elected auditors, the fact that they hold the office of standing statutory auditor in more than five listed companies, as well as those who find themselves in situations of incompatibility or exceed the maximum limit provided for by the CONSOB Issuers' Regulation (Art. 144-*duodecies* et seq.).

It was also specified - following an amendment to the Articles of Association approved by the Shareholders' Meeting on 15 May 2007 - in Art. 25 of the Articles of Association, which already provided for election by list voting, that the standing statutory auditor drawn from the minority list that came first is elected president of the Board of Statutory Auditors.

Finally, on the occasion of the Shareholders' Meeting of 15 May 2012, the company adapted Art. 25 of the Articles of Association to It. Law of 12 July 2011, no. 120 on the subject of balance between represented genders. Referring to the legislation in force, it did not need to be amended again as a result of what was introduced in Art. 147-*ter* of the TUF by Art. 1, paragraph 302 of It. Law no. 160 of 27.12.2019 in the text republished in the Official Gazette no. 13 of 17.1.2020. Pursuant to Art. 144-*septies*, paragraph 2, of the CONSOB Issuers' Regulation, the minimum shareholding in the share capital required at the last election for the submission of lists of candidates for members of the Board of Statutory Auditors

was 2,5%, in accordance with Art. 25 of the Articles of Association, by Art. 144-*sexies* CONSOB Regulation on Issuers and CONSOB Decision of 28 January 2025, no. 123.

### **Statutory audit of accounts**

The statutory audit of accounts is entrusted (pursuant to the provisions introduced by It. Legislative Decree 39/2010) to an Independent Auditor registered in the appropriate CONSOB register.

The 2020 Shareholders' Meeting convened to approve the financial statement for the financial year 2019, appointed EY s.p.a. for the financial years 2021-2029 pursuant to Article 17 of It. Legislative Decree 39/2010.

### **Internal dealing**

Until 30 March 2006 for persons definable as relevant pursuant to and for the purposes of Articles 2.6.3 and 2.6.4. of the "Regulation of the Markets organised and managed by Borsa Italiana spa" then in force, the Issuer had approved - with effect from 1 January 2003 - a code of conduct ("Code of Conduct") which, with reference to the transactions carried out by them, governed disclosure obligations and the conduct procedures to be followed in order to ensure maximum transparency and consistency of information towards the market.

By virtue of the amendments made to the TUF by Community Law 2004 (Law of 18 April 2005, no. 62), implementing the EU directive on market abuse, and the subsequent regulatory activity enacted by CONSOB in implementation thereof, the Company, starting from 1 April 2006, was required to comply with the provisions on internal dealing of, respectively, Art. 114, paragraph 7, of the TUF and from 152-*sexies* to 152-*octies* of the CONSOB Issuers' Regulation.

As of 1 April 2006, therefore, the obligation to disclose to the public the transactions carried out by relevant persons, and persons closely related to them, on financial instruments of the Company became law and, consequently, the internal dealing rules contained in the Regulation of Markets Organised and Managed by Borsa Italiana s.p.a. were repealed.

As a result of the foregoing, the code of conduct adopted in 2003 by the Issuer was replaced by a new document - adopted on 31 March 2006 and subsequently amended on 13 November 2006 and on 13 November 2015 - which, in addition to organically reproducing the legal obligations, provides for periods of limitation or prohibition on the performance of transactions by the aforementioned persons.

During the financial year 2016 and following the entry into force of Reg. (EU) 596/2014, the period of prohibition to carry out transactions on the Issuer's financial instruments was extended, bringing it into line with the new legislation.

During the 2017 financial year, the code of conduct was brought into line with the new rules also in relation to the amendments to Title VII, Chapter II, of the Issuers' Regulations introduced by CONSOB with resolution 19925 of 22 March 2017. With this resolution, in fact, it made use of the option provided for in Article 19, paragraph 9, of Reg. (EU) 596/2014 to raise the threshold above which reporting obligations are triggered to EUR 20.000,00 per year.

In the course of 2019, the code of conduct was further amended by specifying the extension of the *black-out* periods under Article 19 of Reg. (EU) 596/2014 also to the 30 days preceding the approval of quarterly financial reports.

\* \* \*

## **2.0 INFORMATION ON OWNERSHIP STRUCTURE (pursuant to Art. 123-bis, paragraph 1, of the TUF) AS AT 31 DECEMBER 2024**

### **a) Share capital structure (pursuant to Art. 123-bis, paragraph 1, letter a), of the TUF)**

As at 31 December 2025, the underwritten and deposited share capital amounted to EUR 2.612.497,94 divided into 80.384.552 ordinary shares with no express par value.

On 31 December 2025, the 2016-2025 Stock Option Plan concluded; this plan was described in the Management Report accompanying the 2016 financial statement in the section “SIGNIFICANT EVENTS DURING THE 2016 FINANCIAL YEAR”, in the 2017 financial statement in the section “STOCK OPTIONS GRANTED TO ADMINISTRATORS, COLLABORATORS AND EMPLOYEES”, and in the information document prepared pursuant to Art. 84-bis, paragraph 1 and Template 7 of Annex 3A of the CONSOB Issuers’ Regulation, which is available on the Issuer’s website [www.elengroup.com](http://www.elengroup.com) (Italian version) – *sect. Governance - Corporate Documents - 2016-2025 Stock Option Plan*.

As at 31 December 2025, 798.666 option rights had been exercised out of the 800.000 exercisable throughout the entire term of the Plan; therefore, since the underlying share capital increase — resolved by the Board on 13 September 2016 following the exercise of the authority granted to it pursuant to Art. 2443 of the C.C. by the Shareholders' Meeting of 12 May 2016 — is divisible, the final subscribed and paid-up capital at the end of the Plan is the lower amount indicated above.

The Board, following the authority received from the Shareholders' Meeting of 15 December 2022 pursuant to and for the purposes of Art. 2443 of the C.C., implemented, on 15 March 2023, the 2026-2031 Stock Option Plan described in the Management Report accompanying the financial statement from 2023 onwards in the section “STOCK OPTIONS GRANTED TO ADMINISTRATORS, COLLABORATORS AND EMPLOYEES” and in the information document prepared pursuant to Art. 84-bis, paragraph 1 and Template 7 of Annex 3A of the CONSOB Issuers’ Regulation, available on the Issuer’s website [www.elengroup.com](http://www.elengroup.com) (Italian version) – *sect. Governance - Corporate Documents - 2026-2031 Stock Option Plan*.

The Shareholders’ Meeting of 29 April resolved pursuant to and for the purposes of Art. 114-bis of It. Legislative Decree of 24 February 1998 no. 58, the establishment of a new incentive plan called the "2025-2028 Stock Grant Plan" for the benefit of employees and collaborators of the Company and its subsidiaries having the characteristics (including conditions and prerequisites for implementation) indicated in the information document drawn up pursuant to Art. 84-bis, paragraph 1 of the CONSOB Issuers’ Regulation which can be consulted on the Issuer's website [www.elengroup.com](http://www.elengroup.com) (Italian version) – *sect. Governance - Corporate Documents - 2025 - 2028 Stock Grant Plan*.

To serve the Plan, the Shareholders’ Meeting has allocated a maximum of 200.000 Shares, equal (at the date of the resolution) to 0,249% of the share capital of El.En. S.p.A. through the utilization of treasury stock in the Company's portfolio and/or new shares purchased on the market in accordance with the shareholders' meeting authorisations for the purchase of treasury stock and has granted the Board of Directors all necessary or appropriate powers to implement the said Plan. To date, the Plan has not been implemented.

Lastly, the Shareholders’ Meeting of 29 April resolved pursuant to and for the purposes of Art. 114-bis of It. Legislative Decree of 24 February 1998 no. 58, the establishment of a new incentive plan for the Issuer's general manager, called the "2025-2028 Stock Grant Plan for the General Manager of El.En. s.p.a.” having the characteristics (including conditions and implementation requirements) indicated in the information document drawn up pursuant to Art. 84-bis, paragraph 1 of the CONSOB Issuers' Regulation, which can be consulted on the Issuer's website [www.elengroup.com](http://www.elengroup.com) (Italian version) – *sect. Governance - Corporate Documents - 2025 - 2028 Stock Grant Plan*.

To serve the Plan, the Shareholders’ Meeting has allocated a maximum of 136.000 shares, equal (at the date of the resolution) to 0,169% of the share capital of El.En. S.p.A. through the utilization of treasury stock in the Company's portfolio and/or new shares purchased on the market in accordance with the shareholders' meeting authorisations for the purchase of treasury stock and has granted the Board of Directors all necessary or appropriate powers to implement the said Plan. On 15 May, the Council approved the Plan's regulations and implemented them in the exact and detailed terms approved by the Shareholders’ Meeting.

### **b) Restrictions on the transfer of securities (pursuant to Art. 123-bis, paragraph 1, letter b), of the TUF)**

There are no restrictions on the transfer of shares.

### **c) Significant equity investments of capital (pursuant to Art. 123-bis, paragraph 1, letter c), of the TUF)**

According to the information and data available as at 31 December 2025, the shareholders listed in the attached Table 1 have a significant shareholding (greater than 5%) in the Issuer's share capital.

**d) Securities conferring special rights (pursuant to Art. 123-bis, paragraph 1, letter d), of the TUF)**

No securities conferring special supervisory rights have been issued.

As for the special powers of the State, It. Law Decree no. 21 of 15 March 2012 (converted with modifications by It. Law of 11 May 2012, no. 56), regulates the State's special powers over company structure in the Defence and National Security sectors, as well as for activities of strategic importance in the Energy, Transport and Communications sectors and in those covered by Regulation (EU) No. 452/2019 of the European Parliament and of the Council establishing a framework for the screening of foreign direct investments into the Union. The legislation envisages that, in the event of an actual threat of serious harm to the essential interests of defence and security, the State may exercise the following special powers: the imposition of specific conditions; a veto on the adoption of resolutions, acts or transactions; opposition to the acquisition of equity investments in a company that carries out strategically important activities.

**e) Employee share ownership: mechanism for exercising voting rights (pursuant to Art. 123-bis, paragraph 1, letter e), of the TUF)**

No mechanism.

**f) Restrictions on voting rights (pursuant to Art. 123-bis, paragraph 1, letter f), of the TUF)**

None.

**g) Shareholder agreements (pursuant to Art. 123-bis, paragraph 1, letter g), of the TUF)**

No agreement known to the Issuer.

**h) Change of control clauses (pursuant to Art. 123-bis paragraph 1, letter h), of the TUF) and provisions of the Articles of Association on takeover bids (pursuant to Art. 104, paragraph 1-ter, and 104-bis paragraph 1)**

There are no agreements containing change of control clauses.

With regard to the provisions of the Articles of Association concerning takeover bids, the Shareholders' Meeting, by resolution of 13 May 2011, included among the powers of the Board, pursuant to Art. 104, paragraph 1-ter, of the T.U.F., the power to implement defensive manoeuvres in the event of a takeover bid even in the absence of authorisation by the shareholders' meeting.

No further provisions of the Articles of Association on takeover bids.

**i) Powers to increase the share capital and authorisations to purchase treasury stock (pursuant to Art. 123-bis, paragraph 1, letter m), of the TUF)**

On 27 April 2021, the Shareholders' Meeting authorised the purchase of treasury stock under the conditions proposed by the Board of Directors, pursuant to, for the effects and within the limits set by Articles 2357 and 2357-ter of the Italian Civil Code. The authorisation expired on 26 October 2022.

On 27 April 2023, the Shareholders' Meeting once again authorised the Company to purchase treasury stock under the conditions proposed by the Board of Directors, pursuant to, for the effects and within the limits set by Articles 2357 and 2357-ter of the It. Civil Code. The authorisation expired on 26 October 2024.

On 29 April 2024, the Shareholders' Meeting once again authorised the Company to purchase treasury stock under the conditions proposed by the Board of Directors, pursuant to, for the effects and within the limits set by Articles 2357 and 2357-ter of the It. Civil Code. The authorisation will expire on 28 October 2025.

As at 31 December 2025, the Company holds 235.346 treasury stock, equal to 0,293% of the share capital.

The Shareholders' Meeting of 15 December 2022 resolved, in ordinary session, to approve a stock incentive plan (so-called stock option) for 2026-2031 reserved for administrators, collaborators and employees of the company and its subsidiaries ("2026-2031 Stock Option Plan") and in an extraordinary session granted a delegation to the Board of Directors pursuant to Art. 2443, par. 2, of the C.C., to increase, even in several instalments and even in a divisible form, within five years from the date of the resolution, the share capital in one or more instalments, for a maximum nominal amount of EUR 65.000,00 through the issue of a maximum of 2.000.000 ordinary shares without express par, for a fee, to be freed through payment of a price to be decided by the Board in a unit value, inclusive of surcharge, equal to the arithmetical mean of the official prices registered by the ordinary shares of the Issuer on the Market organised and managed by Borsa Italiana s.p.a. in the 6 months prior to the single resolution of the Board, to increase capital, even partially, as long as that value is not lower than the one decided based on the consolidated shareholders' equity of the El.En. Group as at 31 December of the last financial statement published on the date of the respective individual resolution to increase, even partially, in execution of the delegation.

This share capital increase, to be resolved pursuant to the fifth paragraph of Art. 2441 of the C.C., with the exclusion of the option rights provided for by law in favour of shareholders as it is intended to service the 2026-2031 Stock Option Plan as approved by the Shareholders' Meeting of 15 December 2022, is earmarked for administrators, collaborators and employees of the Issuer and its subsidiaries.

The Board, pursuant to and for the purposes of Art. 2443 of the C.C., on 15 March 2023 partially exercised its delegated authority, implementing the 2026-2031 Stock Option Plan described in the Management Report accompanying the financial statement from 2023 onwards in the section “STOCK OPTIONS GRANTED TO ADMINISTRATORS, COLLABORATORS AND EMPLOYEES” and in the information document prepared pursuant to Art. 84-*bis*, paragraph 1 and Template 7 of Annex 3A of the CONSOB Issuers’ Regulation, available on the Issuer’s website [www.elengroup.com](http://www.elengroup.com). (Italian version) – *sect.* Governance - Corporate Documents - 2026-2031 Stock Option *Plan*.

The first tranche of the options granted will be exercisable as of 1 April 2026.

**I) Management and coordination activities (pursuant to Art. 2497 et seq. of the C.C.)**

The Issuer is the parent company and is not subject to management and coordination activities pursuant to Art. 2497 et seq. of the C.C.

\* \* \*

The information required by Art. 123-*bis*, paragraph 1, letter i) of the TUF (“*agreements between the company and the administrators ... providing for indemnities in the event of resignation or dismissal without just cause or if their employment ceases as a result of a takeover bid*”) is contained in the remuneration section of the Report (Section 8.1).

The information required by Art. 123-*bis*, first paragraph, letter l), first part of the TUF (“*the rules applicable to the appointment and replacement of administrators ... if different from the laws and regulations applicable on a supplementary basis*”) is illustrated in the section of the Report dedicated to the Board of Directors (Section 4.2);

The information required by Art. 123-*bis*, paragraph one, letter l), Part II of the TUF (“*the rules applicable ... to the amendment of the articles of association, if different from the laws and regulations applicable on a supplementary basis*”) is explained in the section of the Report dedicated to the Shareholders' Meeting (Section 13).

\* \* \*

### **3.0 COMPLIANCE (pursuant to Art. 123-*bis*, paragraph 2, letter a), first part, of the TUF)**

The Issuer has adhered to the Code, in its various editions and versions, since the original 1999, since the admission, in 2000, of its securities to listing on the market organised and managed by Borsa Italiana s.p.a., consistent with its size and structure, in a process of continuous evolution towards progressive alignment with what is suggested and recommended therein.

The version of the Code (2020) under which the Report is prepared is publicly accessible on the Corporate Governance Committee's *website* at <https://www.borsaitaliana.it/comitato-corporate-governance/codice/2020.pdf>

The information referred to in Art. 123-*bis*, paragraph 2, letter a) of the TUF is contained in the following different, related and relevant sections of the Report.

\* \* \*

Neither the Issuer, nor its subsidiaries, are subject to non-Italian law provisions affecting the structure of corporate governance of the Issuer.

## 4.0 BOARD OF DIRECTORS

### 4.1 ROLE OF THE BOARD OF DIRECTORS – ART. 1 OF THE CODE

Pursuant to Art. 22 of the Articles of Association, the Board is the body vested with the broadest powers for the management of the undertaking and it guides the Company by pursuing its sustainable success and exercising the powers vested in it by Articles 20 and 22 of the Articles of Association.

In accordance with the provisions of Principles PI and P.II of the Code, the Board defines the strategies of the Company and the Group - by approving a three-year strategic plan of the Company and Group, drawn up taking into account the issues relevant to the generation of long-term value and supplemented with goals, also of a non-economic nature, relating to sustainable success - and monitors their implementation.

For a definition of the sustainability plan, the activities carried out and planned, and the objectives that the Board deems strategic in this area, please refer to the 2025 consolidated sustainability statement published pursuant to It. Legislative Decree no. 125/2024 together with the management report on the Issuer's website at <https://elengroup.com/relazioni-bilanci/>; it is also available at [www.elengroup.com](http://www.elengroup.com) - section “Sustainability/Documents-Sustainability Statement”.

The following are reserved for the Board:

- a) the review and approval of the strategic plan of the Issuer and the Group, also based on the analysis of issues relevant to the generation of long-term value (Rec. 1, letter a) which is carried out with the support of the *Control and Risk Committee* in its role as sustainability committee;
- b) the periodic monitoring of the implementation of the business plan, as well as the assessment, on a quarterly basis, of the general performance of operations, periodically comparing actual results with those planned (Rec. 1, letter b);
- c) the definition of the nature and level of risk compatible with the Issuer's strategic objectives, including in its assessments those factors that may be relevant in view of the Issuer's sustainable success (Rec. 1, letter c);
- d) the definition of the Issuer's corporate governance system and the Group structure (Rec. 1, letter d, first part);
- e) the assessment of the adequacy of the organisational, administrative and accounting structure of the Issuer and of the subsidiaries of strategic importance, with particular reference to the internal control and risk management system (Rec. 1, letter d, second part) (Section 9 for detailed information);
- f) resolutions concerning transactions of the Issuer and its subsidiaries that have a significant strategic, economic, equity or financial importance for the Issuer itself, establishing the general criteria for identifying transactions of significant importance (Recommendation 1, e);
- g) the adoption, on the proposal of the chairman, in agreement with the managing director in charge of the management of corporate information, of a procedure for the internal management and external communication of documents and information concerning the Issuer, with particular reference to inside information (Rec. 1, letter f) (Section 5 for the relevant information).

During 2021, on 5 March, the Board approved the 2021-2023 development plan for the entire Group, with reference to both the industrial and medical sectors; this plan takes into consideration as its primary objective the success of corporate activity in the medium and long term, a focus that has always been central to the Company and the Group since before its more social and environmentalist version became the pervasive meaning currently in vogue in common sentiment. In this regard, the following are considered central by the Board and taken into account: the development of human resources, environmental protection, investments in research and development and high product quality, as well as the safeguarding of interests and the creation of value for all relevant stakeholders (Rec. 1, letter a). In defining the plan, the Board defined and took into account the aforementioned issues in order to be able to accept and deal with the challenges and risks that the social activities may, in its judgement, present in the period under review (Rec. 1, letter c).

On 12 September 2023, the Board approved the Sustainability Plan 2023-2027, which can be found on the website [www.elengroup.com](http://www.elengroup.com) in the “Sustainability” section (<https://elengroup.com/sostenibilita/piano-sostenibilita>).

On 29 February 2024, the Board of Directors, also for the purpose of expressing to shareholders the guidelines on the qualitative and quantitative composition of the new administrative body that the Shareholders' Meeting is called upon to elect., approved the new strategic plan of the entire Group for the three-year period 2024-2026 (Rec. 1, letter b).

With regard to the definition of the Issuer's corporate governance system and the Group's structure, the first act of the Board expiring with the approval of the financial statement for the financial year 2026 consisted of the assignment of management powers following the appointment of the new body on 29 April 2024. At the meeting of 15 May 2024, the Board proceeded to assess its own composition, establish the board committees (Rec. 1, letter d, first part) and appoint the secretary and the various functions in the areas of corporate information management, internal control, health and safety in the workplace, and personal data protection.

Furthermore, the Board – according to Art. 20 B of the Articles of Association - meets at least quarterly to ensure the performance of strategic policy-making and verification activities in relation to the exercise of delegated powers, also with reference to the relevant subsidiaries and, among these, those subject to management and coordination activities that include among the members of their respective boards of directors the Issuer's managing director or chairman.

The planned frequency of meetings is also aimed at ensuring that the Board operates in an informed manner and assesses management performance on a quarterly basis, analysing the information received from the delegated bodies and the General Manager and the results achieved (Rec. 1, letter b).

In the course of its meetings, the Board receives information from the delegated bodies, the general manager and other executives who are heard, and proceeds at each board meeting devoted to the approval of financial reports for the period, and, therefore at least every three months, to compare the results achieved with those planned. (Rec. 1, letter b).

During the meetings, the Board is also informed, together with the Board of Statutory Auditors, on the activities carried out in the financial year of the delegated powers, on the general operating performance and outlook, as well as on the most significant economic, financial and equity transactions carried out also by subsidiaries, on those in potential conflict of interest, with related parties and those that are atypical or unusual with respect to the business operations.

Finally, the frequency of board meetings should also allow non-executive board members to get the elements necessary to assess the organizational, administrative and accounting structure of both the Issuer and the main subsidiaries, provided by the managing directors as tangible work, with particular reference to the internal control and risk management system (Rec. 1, letter d).

In the performance of the functions assigned to it, the Board—through the activities carried out and coordinated by the Control and Risk Committee and the Board of Statutory Auditors, as well as the written reports submitted half-yearly by those in charge of internal control/the internal auditor and by the executive charged with preparing the company's financial reports—assessed, by sector, at the meetings of 13 March (referring to the activities of the second half of 2024: verification of the effectiveness and adequacy of the internal control and risk management system with reference to the financial reporting area; updating and implementation of the matrix of areas subject to control and of the control activities performed and/or planned; activities carried out under It. Law 262/05), and of 10 September (referring to the first half of 2025: verification of the effectiveness and adequacy of the internal control and risk management system with reference to the financial statement area; updating of the integrated risk assessment and of the matrix of areas subject to control and of the control activities performed and/or planned; activities carried out under It. Law 262/05), the adequacy of the general organisational, administrative and accounting structure of the Issuer prepared by the managing directors, with particular reference to the internal control and risk management system.

With regard to the general organisational, administrative and accounting structure of the subsidiaries of strategic importance prepared by the managing directors, with particular reference to the internal control and risk management system, the Board—as part of the activities pursuant to It. Law 262/2005—also proceeded during the financial year to review and define, from a risk perspective, the materiality and tolerable error thresholds, and the compliance scope, aimed at identifying the companies and processes in scope and reviewing the risk rating associated with the control. Consequently, the updating of procedures for the in-scope companies was carried out where necessary.

The companies selected as relevant for the Financial year, in addition, of course, to the Issuer, are: Deka Mela S.r.l., Cutlite Penta s.p.a., Quanta System s.p.a., Asclepion Laser Technologies GmbH. The company Esthologue Srl is selected as relevant only for the purpose of carrying out specific *tests* on individual, specific financial statement areas.

The results of the activities carried out during the year and the *tests* performed are summarised in written reports, which were, as usual, delivered and illustrated to the Control and Risk Committee and the Board of Statutory Auditors in its capacity as the Internal Control Committee at its regular meetings.

Article 20 of the Articles of Association reserves for the Board of Directors the prior review and approval of transactions of the Issuer and its subsidiaries, when such transactions have significant strategic, economic, capital, or financial significance for the Issuer itself (Rec. 1 letter e) or its subsidiaries, as well as transactions in potential conflicts of interest, transactions with related parties, and transactions that are atypical or unusual with respect to normal business management. In this regard, on 15 May 2024, the Board formalised the general criteria for the identification of significant transactions and implemented those already approved by the outgoing Board on 12 November 2021 (Rec. 1, letter e)).

A procedure for the management of corporate information has been adopted by the Board since 2007. For further details on this, see Section 5 of the Report (Rec. 1, letter f).

Please refer to the respective sections of the Report for further attributions to the Board regarding its composition, functioning, appointment and self-assessment (Section 7), remuneration policy (Section 8) and internal control and risk management system (Section 9).

In the course of 2024, in view of the renewal of the administrative body, the Board proceeded to express its opinion on the size, composition, appointment and term of office of the board when issuing guidance to shareholders for the renewal of the Board of Directors. While, during the financial year, it did not deem it necessary to draw up reasoned proposals to be submitted to the Shareholders' Meeting for the definition of a different corporate governance system (Rec. 2).

In 2021, the Board adopted a document formalising the policy of dialogue with all shareholders (Rec. 3). For further information, please refer to Section 12 of the Report.

For the disclosures required by the ESRS 2 standards concerning the roles and responsibilities of the administrative, management and supervisory bodies, please refer to the 2025 Consolidated Sustainability Statement (section "GOV 1 - Role of the administrative, management and supervisory bodies" and section "GOV 2 - Information provided to the company's administrative, management and supervisory bodies and sustainability issues addressed by them" in chapter "1. GENERAL INFORMATION") published pursuant to It. Legislative Decree no. together with the management report on the Issuer's website at <https://elengroup.com/relazioni-bilanci/>; it is also available at [www.elengroup.com](http://www.elengroup.com) - section "*Sustainability/Documents-Sustainability Statement*".

#### 4.2. APPOINTMENT AND REPLACEMENT (pursuant to Art. 123-bis, paragraph 1, letter I), first part, of the TUF)

The appointment of Board members is by list voting and is governed by Art. 19 of the Articles of Association.

This article has been amended several times to adapt to the repeated legislative and regulatory interventions on the subject. It was first amended by the Extraordinary Shareholders' Meeting held on 15 May 2007 in accordance with Art. 147-ter paragraph 1 of the TUF and the CONSOB Issuers' Regulation, then by the one held on 28 October 2010 in compliance with Art. 147-ter paragraph 1-bis introduced by Art. 3 of It. Legislative Decree of 27 January 2010, no. 27, by the one held on 15 May 2012 in compliance with Art. 147-ter, paragraph 1-ter, as well as by the implementing provisions of Art. 144-undecies of the CONSOB Issuers' Regulation, in relation to compliance with the gender balance, both in the formation of lists of candidates and in the composition of the elected body, as well as in the replacement of any members who may have ceased to hold office.

Furthermore, prior to the introduction of Art. 147-ter, paragraph 1-bis, of the TUF, in order to satisfy the interest of the general body of shareholders in knowing the personal and professional characteristics of the candidates with the necessary notice to consciously exercise their voting rights, the deadline for filing slates was brought forward by means of a provision in the Articles of Association (as provided for by the Code 2006 6.C.1.).

Finally, the Shareholders' Meeting held on 15 May 2013, in view of the changed legislation and regulations regarding the entitlement to exercise the right to submit slates of candidates following Legislative Decree No. 91 of 18 June 2012, removed from the text of the Articles of Association the prohibition on the withdrawal of certifications prior to the shareholders' meeting.

Currently, regarding appointment and composition, it reads as follows:

**“Art. 19 – Administrative Body – (... omitted ...)** *The following procedure shall be observed for the appointment of the members of the Board of Directors. Shareholders intending to propose candidates for appointment as board members must file at the headquarters, at least twenty-five days prior to the date set for the ordinary shareholders' meeting on first call:*

*a) a slate containing the names of the candidates for the office of board member in progressive order and an indication of which candidates meet the independence requirements pursuant to Art. 147-ter, paragraph 4, of Legislative Decree No. 58 of 24 February 1998 and the Corporate Governance Code prepared by the Committee for the Corporate Governance of listed companies promoted by Borsa Italiana s.p.a.;*

*b) together with the slate, shareholders must file: an exhaustive description of the professional profile of the candidates submitted, providing adequate reasoning for the proposals;*

*a curriculum vitae for each candidate, which must also indicate any positions held as a member of administrative or control bodies in other companies; as well as a declaration by which each candidate accepts their candidacy and attests, under their own responsibility, the absence of any grounds for ineligibility and incompatibility, as well as the existence of the requirements prescribed by the applicable regulations and the Articles of Association for the respective offices.*

*Slates containing a number of candidates not lower than three must be formed in compliance with the regulatory provisions regarding gender balance.*

*The slates must indicate the identification list of the shareholders, or the name of the shareholder, submitting the slate, with a full indication of their personal details and the percentage of share capital held individually and collectively.*

*Each shareholder may submit or participate in the submission of only one slate and each candidate may appear on only one slate, on pain of ineligibility. Shareholders belonging to the same voting trust may submit only one slate.*

*Shareholders who, alone or together with other shareholders, represent the equity investments in the share capital in the measure established by Art. 147-ter of Legislative Decree No. 58 of 24 February 1998, or in the measure, even if higher, established by CONSOB by regulation taking into account the capitalisation, free float and ownership structures of listed companies, are entitled to submit slates.*

*Ownership of the minimum equity investment needed to present lists is decided considering shares registered to shareholders on the day on which the lists are deposited with the company. The relative certification must, in any case, be produced at least twenty-one days prior to the date set for the ordinary shareholders' meeting on first call.*

*Board members are appointed by the shareholders' meeting based on the lists presented by shareholders in which candidates are listed progressively.*

*Each shareholder with right of vote may vote just one slate.*

*Board members are extracted from the slate obtaining the highest number of votes; in any case a percentage of votes that is at least equal to half what is needed to present them.*

*At least one board member must always be taken from the minority shareholders' slate obtaining the highest number of votes.*

*In a slate votes draw, the entire shareholders' meeting will vote again and the slate obtaining the simple majority will be elected.*

*If no slate should be presented within the terms indicated, the shareholders' meeting resolves with the relative majority of shareholders present at the meeting.*

*If just one slate is presented, all board members will be elected from that slate.*

*If no minority shareholders' slate should receive votes, the board will be integrated by a majority resolution of shareholders present at the meeting.*

*From among the candidates, a sufficient number of board members—pursuant to the law—must be elected who possess the independence requirements established for statutory auditors by Art. 148, paragraph 3, of Legislative Decree No. 58 of 24 February 1998 and the Corporate Governance Code prepared by the Committee for the Corporate Governance of listed companies promoted by Borsa Italiana s.p.a. A board member who loses the independence requirements after their appointment must immediately notify the Board of Directors and, in any case, shall vacate their office.*

*The composition of the elected body must, in any case, ensure balance between the represented genders pursuant to Art. 147-ter, paragraph 1-ter, of It. Legislative Decree of 24 February 1998, no. 58.*

*The members of the administrative body shall hold office for 3 (three) financial years or for the shorter period determined from time to time by the Shareholders' Meeting itself, in compliance with the provision of Art. 2383, paragraph 2, of the C.C., and are eligible for re-election; should one or more board members cease to hold office during the financial year, the others shall replace them pursuant to and in accordance with the provisions of Art. 2386 of the C.C.*

*In any case of termination of office of one or more board members, the appointment of new members shall take place in compliance with the provisions in force regarding balance between represented genders. (... omitted...)"*

The Articles of Association currently do not envisage the possibility of the outgoing Board to submit a slate.

CONSOB, with resolution of 31 January 2024, no. 92, set the required equity investments for the submission of candidate lists for the election of the management and control bodies for the 2024 Shareholders' Meeting at 2,5%.

With resolution of 28 January 2025 no. 123, it confirmed this quota at 2,5% for the 2025 Shareholders' Meeting season.

With resolution of 27 January 2026 no. 155, it confirmed this quota at 2,5% for the 2026 Shareholders' Meeting season.

On the occasion of the publication of the notice of call relating to the Shareholders' Meeting called to elect the administrative body, the Issuer makes express mention in the full text of what CONSOB recommended in its communication no. DEM/9017893 of 26-2-2009 regarding the need for those intending to submit a so-called minority slate of candidates for the office of board member to file, together with the slate, a declaration attesting to the absence of the relationships, including indirect ones, referred to in Art. 147-ter, paragraph 3, of the TUF and Art. 144-quinquies of the CONSOB Issuers' Regulation, with shareholders holding, even jointly, a controlling interest or a relative majority equity investment, where identifiable on the basis of disclosures of significant equity investments pursuant to Art. 120 of the TUF or the publication of shareholders' agreements pursuant to Art. 122 of the same TUF.

In addition to the express provisions of the TUF and its implementing legislation in force and Art. 19 of the Articles of Association, the Issuer is not subject to further special rules regarding the composition of the Board, in particular with reference to the representation of minority shareholders and/or the number and characteristics of independent administrators.

The role of the Board and the board committees in the processes of self-assessment, appointment and turnover of administrators are explained in Section 7 of the Report.

#### 4.3. COMPOSITION (pursuant to Art. 123-bis paragraph 2(d) and d-bis) of the TUF

The Board is composed of seven members: three executive and four non-executive administrators, all of whom have professionalism and skills consistent with the requirements expressed by the Company and adequate for the tasks entrusted to them (Principle V).

The number and skills of the non-executive administrators are such as to ensure that they have significant weight in the adoption of board resolutions and to guarantee effective monitoring of management; a significant portion (three) of the non-executive administrators (four) are independent (Principle VI).

##### Current composition

The current Board is composed as follows:

Qualification	Name	Genre	Year of birth	Role	Year of first election since listing
Chairman and Managing Director	Gabriele Clementi	M	1951	Executive	2000
Managing Director	Andrea Cangoli	M	1965	Executive	2000
Board member	Roberta Pecci	F	1972	Non-Executive	2024
Board member	Alberto Pecci	M	1943	Non-Executive	2002
Board member	Fabia Romagnoli	F	1963	Non-executive, independent pursuant to Art. 147-ter of the TUF and Art. 2 of the Code	2015
Board member	Giovanna D'Esposito	F	1969	Non-executive, independent pursuant to Art. 147-ter of the TUF and Art. 2 of the Code	2024
Board member	Michele Legnaioli	M	1964	Non-executive, independent pursuant to Art. 147-ter of the TUF and Art. 2 of the Code	2000

The number of members was set at seven by the Shareholders' meeting of 29 April 2024, which elected the current Board.

Its mandate expires with the approval of the financial statement for the financial year ending 31 December 2026.

Following its resolution passed on 29 April 2024 after the conclusion of the shareholders' meeting, the Board is composed of executive and non-executive board members organised, for the performance of advisory and proposal-making functions in support of the Board, into three committees: for risk control and management, transactions with related parties, and sustainability; for remuneration; for appointments.

The Board was elected by drawing its members from the only two lists submitted.

The lists were deposited at the company's headquarters no later than the twenty-fifth day prior to the date set for the first call of the Shareholders' Meeting.

Slate no. 1 was presented by the shareholder Andrea Cangoli, owner, at the time of filing, of a total of 11.804.752 shares equal to 14,774% of the underwritten and deposited share capital as at 31 March 2024.

Slate no. 1 contained the following seven candidates:

- 1) Gabriele Clementi born in Incisa Valdarno (FI) on 8 July 1951, residing in Florence, Via Bardelli 27, tax code CLMGRL51L08E296Z, Italian citizen - candidate for Chairman of the Board of Directors;
- 2) Andrea Cangoli, born in Florence on 30 December 1965, residing in Florence, Via delle Campora 17, tax code

- CNGNDR65T30D612C, Italian citizen - candidate for board member;
- 3) Fabia Romagnoli, born in Prato on 14 July 1963, residing in Prato, Via del Colle, 17, tax code RMGFBA63L54G999D, Italian citizen - candidate for independent board member;
- 4) Michele Legnaioli, born in Florence on 19 December 1964, residing in Impruneta (FI), Via Quintole per le Rose 43, tax code LGNMHL64T19D612T, Italian citizen - candidate for independent board member;
- 5) Alberto Pecci, born in Pistoia on 18 September 1943, residing in Florence, Via delle Campora, 7/e, tax code PCCLRT43P18G713K, Italian citizen - candidate for board member;
- 6) Roberta Pecci, born in Florence on 14 February 1972, residing in Florence, Corso Italia, 24 - tax code PCCRRT72B54D612H, Italian citizen - candidate for board member;
- 7) Daniela Toccafondi, born in Prato on 18 July 1962, residing in Prato, Via San Giusto, 8/T, tax code TCCDNL63L58G999B, Italian citizen - candidate for independent board member;

From this slate no. 1, which received the favourable vote of 70,317626 % of the capital present at the Shareholders' Meeting, i.e. 55,269391 % of the share capital, the chairman Gabriele Clementi and the following five additional board members were drawn: Andrea Cangioli, Alberto Pecci, Roberta Pecci, Fabia Romagnoli, Michele Legnaioli.

Slate no. 2 was submitted by the following group of shareholders: Algebris UCITS Funds plc - Algebris Core Italy Fund; Anima Sgr SPA, manager of the Anima Iniziativa Italia fund; Arca Fondi Sgr SPA, manager of the funds: Fondo Arca Economia Reale Equity Italia, Fondo Arca Economia Reale Bilanciato Italia 30, Fondo Arca Azioni Italia; BancoPosta Fondi SpA SGR, manager of the Bancoposta Rinascimento fund; Eurizon Capital SA, manager of the Eurizon Fund, sub-funds: *Italian Equity Opportunities*, *Equity Italy Smart Volatility*; Eurizon Capital SGR SpA, manager of the funds: Eurizon Pir Italia Azioni, Eurizon Azioni Pmi Italia, Eurizon Pir Italia 30 Eurizon Progetto Italia 70 Eurizon Progetto Italia 20 Eurizon Progetto Italia 40; Fideuram *Asset Management Ireland*, manager of the Fonditalia *Equity Italy* fund; Fideuram Intesa Sanpaolo *Private Banking Asset Management Sgr S.P.A.*, manager of the funds: Fideuram Italia, Piano Bilanciato Italia 50 Piano Bilanciato Italia 30 Piano Azioni Italia; *Interfund Sicav - Interfund Equity Italy*; Kairos *Partners Sgr S.p.A.* in its capacity as *Management Company* of Kairos *International Sicav - Comparti Italia e Made in Italy*, as well as in its capacity as *Alternative Investment Fund Manager* of Kairos *Alternative Investments S.A. Sicav - Renaissance Eltif*; Mediobanca SGR SpA, manager of the Mediobanca *Mid & Small Cap Italy* fund; Mediolanum Gestione Fondi Sgr SPA, manager of the funds: Mediolanum Flessibile Futuro Italia and Mediolanum Flessibile Sviluppo Italia; Mediolanum *International Funds Limited - Challenge Funds - Challenge Italian Equity*, representing a total of 3.637.033 shares, equal to 4,37854% of the share capital.

Slate no. 2 contained the following 2 candidates:

- 1) Giovanna D'Esposito, born in Vico Equense, on 22/10/1969, tax code DSPGNN69R62L845B, residing in S. Agnello, Via Maiano 26;
- 2) Stefano Cleto Belletti, born in Milan, Italy, on 27.09.1967, tax code BLLSFN67P27F205W, residing in Milan, via Rosellini, no. 5.

From this slate no. 2, which received the favourable vote of 29,572097% of the Shareholders' Meeting's capital, equal to 23,243558% of the share capital, independent board member Giovanna D'Esposito was drawn.

The Board was set up, in accordance with Art. 147-ter of the TUF and Art. 19 of the Articles of Association, by drawing, from the seven members determined by the Shareholders' Meeting, the first six board members from slate no. 1 and one board member, the first, from slate no. 2. Furthermore, it was set up by respecting the gender balance.

The shareholders who filed the slates did not declare any connection between them.

The profiles of the Board members are summarised below:

**GABRIELE CLEMENTI** – Chairman and managing director - born in Incisa Valdarno (Florence) on 8 July 1951. He graduated in Electronic Engineering from the University of Florence in 1976, with which he collaborated until 1981, while working on setting up, together with Ms Bazzocchi, a biomedical equipment application testing centre. In 1981, together with the late Barbara Bazzocchi, he founded the Issuer in the form of a general partnership. Since then, he has devoted himself full-time to the running and management of the Issuer and the group within which he holds various corporate positions. Since 1989, when the Issuer was converted into a limited liability company, he has been chairman of the Board of Directors.

In 2017, he was made a Knight of Labour.

Since 2000, he has also been a managing director and director of several group companies.

**ANDREA CANGIOLI** – managing director - born in Florence on 30 December 1965. He graduated from the Milan Polytechnic in 1991 with a degree in Industrial Technology Engineering with an Economic-Organisational focus. Since

1992 he has been a member of the Board of Directors of El.En. s.r.l. and since 1996 he has been the managing director of the Issuer and president or board member, including delegate, of numerous companies in the group.

ALBERTO PECCI - non-executive board member - born in Pistoia on 18 September 1943. Graduated in Political Science, after a short work experience at B.N.L. U.S.A. he dedicated himself to Lanificio Pecci, of which he is Chairman, as well as to the other companies of the textile group that belong to it. Knight of Labour since 1992, he was first Vice President (1988-1993) then President (1993-2002) of La Fondiaria Assicurazioni; he has served on the boards of Mediobanca s.p.a. (as non-executive vice-chairman), Assicurazioni Generali, Banca Intesa and Alleanza Assicurazioni. Non-executive board member of the Issuer since 2002.

FABIA ROMAGNOLI - independent board member - born in Prato on 14 July 1963. Graduated in Pharmacy, she has gained numerous professional experiences, including, from 2006 to 2012, membership of the Training Commission of the Unione Industriale Pratese (Confindustria), for 2012 and 2013 the delegation of the Unione Industriale Pratese to internationalisation, since 2013 the presidency of the Fondazione Cassa di Risparmio di Prato, since 2025 she has been vice-chairman of Confindustria Toscana Nord with delegation to sustainability and education. Non-executive and independent board member of the Issuer since 2015.

ROBERTA PECCI - non-executive board member - born in Florence on 14 February 1972. With a degree in Electronic Engineering, she has gained numerous professional experiences in the management of notable companies manufacturing fine yarns, in addition to being a member of Boards of Directors of listed companies, also as an independent director. Since 2018, she has been a member of the general board of Confindustria Toscana Nord and, since 2019, a member of the Board of Directors of the Polimoda international school in Florence. Non-executive board member of the Issuer since 2024.

GIOVANNA D'ESPOSITO - independent board member - born in Vico Equense on 22 October 1969. A graduate in Mechanical Engineering, she has gained numerous professional experiences in technology sectors as a *Senior Executive* and board member specialised in scaling and managing B2C technology platforms in complex regulatory environments and has gained experience in listed companies, backed by private equity, scale-ups and start-ups. Until 2022, she was General Manager for Southern Europe at Uber. She is an independent board member on two boards of directors. Non-executive and independent board member of the Issuer since 2024.

MICHELE LEGNAIOLI – independent board member - born in Florence on 19 December 1964. He has gained extensive professional experience, including, among others, as chairman of Fiorentinagas s.p.a. and Fiorentinagas Clienti s.p.a., of the Florence Young Industrialists Group (Gruppo Giovani Industriali di Firenze), national vice-chairman of the Young Entrepreneurs of Confindustria (Giovani Imprenditori di Confindustria), a member of the General Council (Giunta) of Confindustria since May 2003, and then, from 28 April 2004 until 2010, chairman of the company Aeroporto di Firenze s.p.a., listed on the Italian Stock Exchange. Non-executive and independent board member of the Issuer since 2000.

### **Diversity criteria and policies in the composition of the Board of Directors and in the company's organisation**

By resolution of 14 November 2017, the Board approved, upon the proposal of the Nominations Committee, formulated following the meeting held on 10 November 2017, which concluded a process that had begun at the beginning of the 2017 financial year, the formalisation of the *Policies applied with regard to the composition of the bodies of El.En. s.p.a.* (hereinafter “Composition and Diversity Policy”) pursuant to Art. 123-*bis*, paragraph 2, letter d-*bis* of the TUF.

By resolution of the Board of Directors of 5 March 2021 in view of the publication on the same date of the guidelines for the election of the new administrative body by the 2021 Shareholders' Meeting, the number of board members was increased to seven upon proposal of the Nominations Committee. This resulted in the amendment made to the Composition and Diversity Policy in order to take into account the assessments carried out in relation to the numerical size of the Board and the amendments made to Art. 147-*ter* of the T.U.F. by Art. 58-*sexies*, paragraph 1 of It. Law Decree (D.L.) no. 124 of 26.10.2019, converted with amendments by It. Law no. 157 of 19.12.2019 and then by Art. 1, paragraph 302 of It. Law no. 160 of 27.12.2019 in the text republished in the Official Gazette no. 13 of 17.1.2020 and the provisions of paragraph 304 of Art. 1 of It. Law no. 160 of 27.12.2019 in the text republished in the Official Gazette no. 13 of 17.1.2020 regarding the increase from one-fifth to two-fifths of the quota required in the administrative and control bodies for the less represented gender.

By resolution of the Board of 29 February 2024, in view of the publication on 1 March 2024 of the guidelines for the election of the new administrative body by the 2024 Shareholders' Meeting, the Board proceeded—on the proposal of the Nominations Committee—to maintain the number of board members at seven and to make several additions to the Composition and Diversity Policy. In qualitative terms, the Board emphasised the need for specific skills in ESG sustainability and social responsibility, as well as aptitudes and qualities that—in addition to independence of mind and

moral integrity combined with common sense and judgement, a collaborative spirit and balance—demonstrate the ability to integrate sustainability issues into the business vision.

In addition to compliance with the law and the various applicable secondary regulations, the objectives pursued by the Issuer in defining the Composition and Diversity Policy are to:

- a) ensure the effective management of the Issuer and the Group;
- b) create value for shareholders in the medium to long term;
- c) make the Issuer's and the Group's activity sustainable in the medium to long term in respect of *stakeholders*.

### Board

With regard to the Board, the Composition and Diversity Policy—in addition to the provisions, in quantitative terms, set out in Art. 19 of the Articles of Association (and referred to in paragraph 4.2. above) and the indication that the current numerical size of the Board (7 members) ensures both constructive debate and efficient decision-making capacity—aims, in qualitative terms, for the presence of individuals who:

1) are fully aware of the duties and responsibilities inherent in the office and of the powers and obligations inherent in the roles each of them is called upon to perform;

2) possess diversified skills and professionalism appropriate to the role to be filled, including on any board committees, and calibrated in relation to the operational and dimensional characteristics of the Issuer, taking into account both the theoretical knowledge acquired during their education and the practical experience gained.

It is considered a sufficient indicator of the professionalism required to sit on the Board, that they have a good knowledge and experience preferably in at least two of the following areas:

- *entrepreneurial management and corporate organisation experience*: acquired through multi-year experience in administration, management or control in companies or groups of a size, complexity and geographical reach similar to those comprising the Group;

- *ability to read and interpret financial statement data prepared and drafted in accordance with the regulations applicable to the Issuer and the Group*: acquired through many years of experience in administration and control in listed or large companies, professional experience or university teaching;

- *expertise in corporate matters* (internal control, *compliance*, legal, corporate affairs, etc.): acquired through auditing or management control experience gained within listed or large companies, professional practice or university teaching;

- *knowledge of the Group's foreign target markets*: acquired through multi-year entrepreneurial or professional activities carried out at companies or groups with an international vocation and in a sector similar to that of the Group;

- *knowledge of market mechanisms in the Group's sector of operations*: acquired through multi-year entrepreneurial or professional activities carried out at companies in the technology sector to which the Group belongs;

- *technical knowledge in the Group's sector of operations*: acquired through many years of activity at companies in the same technological sector as El.En. s.p.a.

- *specific skills in the field of ESG sustainability and social responsibility*: acquired through work activities within listed or large companies, professional and institutional practice or university teaching.

The Board recommends that all the above-mentioned areas of expertise be represented within the administrative body, as it believes that the co-existence of diversified skills and experience ensures the complementarity of professional profiles and, therefore, promotes the efficient functioning of the Board.

In particular, it is believed that the diversification of skills ensures that each member, both within the committees to which they belong and in collective decisions, can effectively contribute to analysing the various themes and issues from different perspectives with a view to fostering constructive debate within the Board, an essential tool for pursuing suitable strategies and ensuring effective governance of the Issuer and the Group.

As for the board members qualifiable as independent pursuant to Art. 147-ter, paragraph 4, of the TUF and Art. 2 of the Code, it is appropriate that at least one of them possesses qualified experience to chair control bodies or internal control and risk committees of listed companies of a size similar to El.En. s.p.a. or has served on the administrative bodies of banking, financial or insurance institutions, so as to contribute effectively to the governance of the risks to which the Company is exposed on its path towards sustainable success;

3) have personal characteristics consistent with the needs of good corporate governance, thereby requiring a series of subjective requirements suitable to ensure the efficient functioning of the body to which they belong.

In this respect, the following aptitudes and qualities are considered relevant:

- independence of mind and moral integrity combined with common sense and capacity for judgement;
- ability to integrate sustainability issues into the business vision;
- ability to strike a balance with the opinions of other administrators and manage conflicts constructively;
- sharing the strategic plan for sustainable business as outlined by El.En. supporting the administrators in its implementation;
- collaborative spirit;

4) dedicate adequate time and resources to the complexity of their office, without prejudice to compliance with the limits on the accumulation of offices provided for in implementation of the legislation and the resolutions passed by the Issuer in this regard.

In this regard, please see the Board's deliberations on the accumulation of offices;

5) are diversified in terms of gender—in the sense that at least two-fifths of the members must belong to the less represented gender—in order to bring a different vision and approach to the various issues and to the management of the Issuer in the broad sense.

Indeed, it is believed that, regardless of legislative and regulatory requirements, gender diversification - which has been practised by El.En. s.p.a. since its establishment in 1981, ensures that the different nature and method of approaching issues that unequivocally characterise the male and female genders effectively contribute to the balanced management of the Issuer and the Group. Furthermore, the presence of different genders on the Board increases the perception of the needs of the different genders in the entire corporate organisation and facilitates the adoption of measures to pervasively promote equal treatment and opportunities throughout the Group;

6) are diversified in terms of age for the purpose of enriching the Board's dynamics with specific features in terms of analysis and management of various issues in relation to the degree of experience gained and the capacity for initiative and proactive behaviour possessed;

7) meet the integrity requirements under Art.147-*quinquies* of the TUF;

8) are not in a position of so-called interlocking incompatibility, i.e. they are not chief managing directors of another Italian listed company not belonging to the Group in which one of the managing directors of El.En. s.p.a. is an administrator.

The requirements described above must be met by both executive and non-executive members, who share in the decisions made by the entire Board and are called upon to perform an important constructive debate and monitoring function regarding the choices made by the executive directors.

The standing and professionalism of the non-executive members must be adequate for the performance of tasks that are increasingly decisive for the sound and prudent management of the Issuer and the Group: it is therefore essential that the body of non-executive board members also possesses adequate knowledge of the *business* in which the Issuer operates, the dynamics of the market in which it operates, the regulations governing listed companies and, above all, the methodologies for managing and controlling risks and conflicts of interest.

Finally, by virtue of the provisions of Art. 147-*ter*, paragraph 4, of the TUF, of Art. 2 of the Code and - and as El.En. belongs to the STAR segment of the Italian Stock Exchange - pursuant to Art. 2.2.3 of the Market Regulations, letter m) and Art. IA.2.10.6 of the Instructions to the Market Regulations, the Board must include among its members an adequate number of independent administrators: at least 2 for up to 8 members; at least 3 for 9 to 14 members; at least 4 for more than 14 members.

#### Board of Statutory Auditors

Please refer to *sub* Section 11.2 on the composition of the Board of Statutory Auditors.

The methods for implementing the Composition and Diversity Policy described consist of providing shareholders, when appointing the administrative and control bodies, with guidelines consistent with this policy and in verifying compliance with the same in terms of composition at the first meeting after the election and then, cyclically, every three years as part of the Board's self-assessment and annually as part of the assessment of the independence requirements of the Board of Statutory Auditors and the independent board members, in terms of functioning.

As for the verification of the achievement of objectives, the evaluation is carried out with regard to the results in both financial and sustainability terms of the Issuer and the Group when evaluating the achievement of objectives upon approval of the final calculation of the incentive remuneration due to the receiver administrators and the general manager.

Regarding measures aimed at promoting equal treatment and opportunities between genders within the entire corporate organisation and monitoring correct implementation, the Group recognises the need to enhance principles such as the integration of diversity and gender equality as forms of protection of the individual within the workplace: these values are promoted primarily within the Code of Ethics adopted since 2006 and through which the Issuer and all Group companies undertake to guarantee their employees fair treatment and the empowerment of the individual.

At the end of the financial year, 27% of the workforce was women, a figure that rises to 43% if only the category of white collar workers is considered; in the top management category (executives and middle managers), female coverage of the role increased from 22% to 24%.

As far as the qualification of blue collar worker is concerned, the predominantly productive nature of the Group's activities results in a higher incidence of male workers.

With this in mind, El.En. Group has, since 2021, applied a screening and monitoring process regarding (i) spontaneous applications received, (ii) interviews conducted and (iii) actual hires broken down by department and gender in order to check whether the percentage of female hires is in line with the percentage of women who have applied and been interviewed.

The data shows that 506 interviews were carried out in 2025, of which 238 by women: this figure, equal to 31% of the total interviews conducted, is in line with the 164 new hires made during the year, of which 47 were women (equal to 29%).

In implementation of the general principles contained in the Code of Ethics, the Board approved on 14 November 2022 and subsequently updated by resolution of 31 January 2025 a "Diversity Policy" (available on the Issuer's website: <https://elengroup.com/etica/>) with the aim of taking further steps forward in the process of promoting equal treatment and opportunities, which has been adopted by all subsidiaries and disclosed to all employees.

For further details, please refer to the sustainability statement published on a compulsory basis pursuant to It. Legislative Decree of 6 September 2024, no. 125 on the Issuer's website at <https://elengroup.com/relazioni-bilanci/> and on the website [www.elengroup.com](http://www.elengroup.com) - section *Sustainability/Documents-Sustainability Statement*.

#### **Maximum accumulation of offices held in other companies (Rec. 15)**

By resolution of 5 March 2021, also in order to provide guidance to the shareholders called upon to appoint the new administrative body at the Shareholders' Meeting convened to approve the financial statement as at 31 December 2020, partially amending previous decisions, the Board established that its directors, including non-executive board members, may not hold positions as administrator and/or statutory auditor in more than three companies listed on regulated markets, including foreign ones, or in financial, banking, insurance or large-sized companies.

This resolution, which reduced the number of positions (from five to three) and extended the limit to non-executive board members as well, compared to the limits provided for in the past, derives from assessments carried out on the basis of the commitment connected to each role (executive, non-executive or independent board member), also in relation to the nature and size of the companies in which the positions are held, whether they belong to the Group, and the challenges that the consequences of the recent events related to the Covid 19 pandemic present to all economic operators.

On the occasion of the renewal of the Board currently in office, by resolution of 29 February 2024, also in order to provide guidance to the shareholders who were called upon to appoint the new administrative body, the Board confirmed that its board members may not hold positions as administrator and/or statutory auditor in more than three listed companies.

As far as the Issuer is concerned, as at 31 December 2025, none of the board members in office is in breach of the maximum accumulation limit.

For more details on the composition of the Board of Directors, please refer to the 2025 Consolidated Sustainability Statement (section "GOV 1 - Role of the administrative, management and supervisory bodies" and section "GOV 2 - Information provided to the company's administrative, management and supervisory bodies and sustainability issues addressed by them" in chapter "1. GENERAL INFORMATION") published pursuant to It. Legislative Decree no. 125/2024 together with the management report on the Issuer's website at <https://elengroup.com/relazioni-bilanci/>; it is also available at [www.elengroup.com](http://www.elengroup.com) - section *Sustainability/Documents-Sustainability Statement*.

#### **4.4. FUNCTIONING OF THE BOARD OF DIRECTORS (pursuant to Art. 123-bis, paragraph 2, letter d), of the TUF)**

The rules and procedures for the functioning of the Board are provided for in Art. 20 of the Articles of Association and in Regulations of the Board of Directors of El.En. s.p.a. s.p.a. ("The Board Regulation") approved by the Board at its meeting held on 13 November 2020 with effect from 1 January 2021 (Rec. 11).

The composition, tasks and functioning of the board committees are governed by the respective regulations approved and adopted by the Board since 5 September 2000 (Rec. 11). For the contents of the committee regulations, please refer to the respective sections of the Report.

As regards the Board, Art. 20 of the Articles of Association, which is intended to be incorporated herein in its entirety by reference and is available on the Issuer's website, governs the role of the Chairman, including during the pre-board information phase, the methods for convening, constituting and holding meetings, the taking of minutes, the delegation of powers, and reporting to the Shareholders' Meeting.

The Board Regulation, while referring to the methods of convocation provided for by the Articles of Association, provides for and governs the role of the Secretary and contains the formalisation of the procedure, already observed by the Issuer,

for the effective management of pre-board information, including in the formation of committees (Principle IX). Indeed, it provides (Articles 4 and 5) for the methods and timing for preparing and making available to board members and statutory auditors the information and supporting documentation useful for the Board or the committee to express itself in an informed and conscious manner on the matters proposed on the agenda and submitted for examination and approval. In practice, to ensure the timeliness and completeness of pre-board information, until 2019, documentation supporting the items proposed for discussion on the agenda of the notice of call was sent by hand or via e-mail to all board members and members of the Board of Statutory Auditors.

During 2019, at the instigation of the Chairman, the company implemented a system for making the necessary documentation available via a dedicated digital platform, used to provide an effective, timely, complete and confidential communication system such as to guarantee the protection of the confidentiality of the data and information provided and, simultaneously, the timeliness and completeness of information flows.

This virtual environment provides restricted access for each board member and statutory auditor, and is protected by personal authentication credentials that are different for each person authorised to enter. The chosen system tracks the identity, the date and time of the document consultation activity.

Documentation for which, in the Issuer's judgement, strict confidentiality must be preserved, is not downloadable but can only be consulted on screen.

In addition to board members and statutory auditors, access to the virtual environment is granted to the secretary of the Board, the internal auditor and the FGIP, also a managing director. The latter can thus monitor the activities carried out and the documents made available.

Supporting documentation is collected, prepared and arranged by the Board Secretary, on the instructions of the Chairman and with the help of the relevant functions. The secretary ensures that the information is inserted into the virtual environment as soon as it is available and, therefore, depending on the nature of the document: starting from the date of the meeting call and, in any case, within the third day prior to the day set for the meeting, except in cases of urgent call or exceptional cases in which the documentation is not yet available within the expected timeframe.

The Board Regulation also contains the Board's own evaluation procedure and that of the Committees, which will be discussed in detail later in the Report (Section 7).

During the financial year 2025, the Board of Directors of El.En. met 8 (eight) times and on the following dates:

1. 31 January
2. 10 February
3. 13 March
4. 18 March
5. 15 May
6. 10 September
7. 14 November
8. 22 December

All board members are active and participate in the work of the Board. The percentage of attendance at meetings of individuals is shown in the relevant table at the end of this report.

The average duration of meetings during the financial year was 107,5 minutes, or 1,8 hours (Principle XII).

During the financial year 2026, the Board, as of the date of filing of this Report, already met on the following dates:

1. 3 February
2. 13 March

and, on 14 November 2025, scheduled the following calendar of further meetings for institutional obligations:

3. 15 May – Quarterly Management Report as at 31 March 2026
4. 10 September – Half-yearly financial report
5. 13 November – Quarterly Management Report as at 30 September 2026

The calendar is supplemented with additional dates if further Board of Directors meetings are required.

Meetings are conducted under the guidance and coordination of the Chairman, according to the agenda set out in the convocation, and are conducted in such a way that each item under consideration can be given the time deemed necessary by the entire Board to illustrate proposals and build an appropriate debate to which all board members can effectively contribute. In particular, the exhaustiveness and analytical nature of the expositions carried out during the board meeting by the speakers (chairman, managing director, general manager and other persons called upon to expound by the chairman) together with the timely and adequate pre-meeting information allows all board members, even non-operative ones, to deliberate in an informed and conscious manner.

Meetings are convened and held primarily in person, save for the occasional remote participation of one of the independent board members and the President of the Board of Statutory Auditors, who reside in other regions. In such cases, a video-conferencing tool (Teams) is used, which guarantees the identification of the participants by the president, real-time discussion of the issues, the exchange of opinions, the possibility of intervening and viewing the documents, as well as the possibility for directors to cast their vote and for the Board of Statutory Auditors to formulate opinions and observations.

#### **4.5 ROLE OF THE CHAIRMAN OF THE BOARD OF DIRECTORS (Principle X – Rec. 12, 18)**

In accordance with Art. 3, Principle X, the Chairman acts as liaison between the executive and non-executive administrators and ensures the effective implementation of the board's work.

Art. 20 A of the Articles of Association grants the Chairman the power/duty to organise the work of the Board of Directors by convening and preparing the agenda as well as coordinating the Board's activities, to guide the conduct of its meetings and to ensure the timely provision of information to the Board members and the Board of Statutory Auditors for the purpose of informed, conscious and autonomous action and decision-making (Rec. 12, letter a). Art. 20 A continues by conferring on the Chairman the right to request that the executives of the company, of subsidiaries or affiliates, in charge of functions competent for matters being dealt with, take part in board meetings to provide suitable in-depth information on items on the agenda (Rec. 12, letter c).

Specifically, the General Manager often attends Board meetings, and in any case when deemed appropriate and necessary by the Chairman, to report on major management issues. Furthermore, the Issuer's principal legal counsel, who is also the Secretary of the Board, attends to provide briefings on regulatory updates; the internal auditor; and, finally, when it is appropriate for the in-depth analysis and illustration of technical topics on the agenda or when requested by individual board members, the executive, the person responsible for the internal function being examined, as well as the professional deemed suitable (Rec. 12, letter c).

During the financial year, the above-mentioned persons attended the Board meetings.

As for the pre-meeting information, which has been discussed at length in Section 4.4, it is, as stipulated in the Board Regulation, carried out by the chairman with the assistance of the Board secretary. The additional information provided during board meetings is intended to be adequate and comprehensive (Rec. 12, letter a). In this context, in addition to the exhaustiveness and analytical nature of the presentations given by the speakers mentioned in section 4.4. above, the Chairman has the custom of making the non-executive board members and the Board of Statutory Auditors participate and active on the details, even purely operational, of the corporate activities carried out, the Group's strategies and the prospects for implementation, including in the long term.

The Board Regulation provides that, where applicable, given the dynamic nature of the work of the board committees, the same criteria and procedures shall be followed for reporting to the board committees.

As for the coordination of the activities of the board committees—the establishment of which is provided for by Art. 20 E of the Articles of Association and Art. 13 of the Board Regulation—with the activities of the administrative body, the Chairman ensures such coordination with the assistance of the Secretary, pursuant to the provisions of the Board Regulation. The secretary, therefore, organises and supports the work of the respective committees based on the obligations to be fulfilled and the performance of the corporate business (Rec. 12, letter b).

The Chairman, with the support of the Secretary, ensures the participation of the members of the administrative and control bodies, following their appointment and during their term of office, in initiatives aimed at providing them with an adequate knowledge of the business sectors in which the Issuer operates, of the corporate dynamics and their evolution, also in view of the sustainable success of the Issuer itself, as well as the principles of sound risk management and the relevant regulatory and self-regulatory framework (Rec. 12, letter d). In this regard, please see what is described in the following paragraph on the *induction programme*.

The Chairman, with the help of the secretary and the support of the Nominations Committee, ensures the adequacy and transparency of the Board's self-assessment process (Rec. 12, letter e). See in this regard what is said in relation to how the self-assessment process is carried out in Section 7 of the Report.

The Chairman ensures that the Board is informed, by the first available meeting, of the development and significant contents of the dialogue held with all shareholders (Rec. 3). Currently, specific cases are reported with respect to the normal management of the dialogue carried out by the Investor Relations manager and the other functions provided for in the dialogue policy.

#### Induction Programme (Rec. 12 letter d)

The current executive members of the Board carry out their daily activities within the Issuer: one of them, the Chairman, is a founding shareholder of the Company in 1981 and since then has been directly involved in the management and strategic direction of the Company and the Group; the board member Mr Cangioli has been a director since 1992 and a managing director of the Company and numerous group companies since 1996. The non-executive board member Mr Pecci and the independent board member Mr Legnaioli, in addition to their technical expertise in the corporate field, have gained more than ten years' experience in the Company through their constant participation in the board committees set up since September 2000. Independent board member Ms Romagnoli and the non-executive board member Ms Roberta Pecci have gained experience in management, controls and sustainability. Independent board member Ms Giovanna D'Esposito has her own management experience.

As for the members of the Board of Statutory Auditors, all of whom have technical and regulatory training and experience, one of the standing statutory auditors has been involved in the Company's internal auditing activities since the Company's listing, and all of them have immersed themselves with dedication and commitment in the Company's reality with reference to the performance of the activities assigned to them.

As for the President of the Board of Statutory Auditors, elected for the first time by the Shareholders' Meeting of 27 April 2022 and most recently on 29 April 2025, he has been involved in and was the receiver of information activities regarding the business sectors in which the company operates, the corporate dynamics and their evolution, also in view of the sustainable success of the company itself, as well as the principles of sound risk management and the relevant regulatory and self-regulatory framework. In particular, this took place through interview and briefing sessions with the managing director also in charge of internal control and sustainability and the Head of the Inside Information Management Function (FGIP), with the General Manager, with the Secretary of the Board and the heads of the control and sustainability functions.

The content of new developments in the regulatory and self-regulatory framework of the sector in which the company operates is constantly explained in and during board meetings.

Furthermore, on the occasion of the reports provided to the Board by the board members and functions involved in the preparation of financial reports and in updates to internal regulations following regulatory changes relevant to the Issuer (managing director, board committees, Supervisory Body pursuant to It. Legislative Decree 231/2001, Inside Information Management Function, Data Protection Officer), these parties proceed—utilising, where necessary, the collaboration of the Secretary of the Board, an advocate—to illustrate to all board members the regulatory updates underlying their activities.

In particular, during the financial year, the sustainability manager — appointed on 31 January 2025 as the executive in charge of issuing the certification on sustainability reporting pursuant to Art. 154-*bis*, paragraph 5-*ter*, of the TUF — conducted, on 31 January and 10 September, specific training for the board members of the Committee and for the Board of Statutory Auditors regarding sustainability issues, which concerned the methods of implementing the updates introduced by the European CSRD (*Corporate Sustainability Reporting Directive*) legislation, the new ESRS (*European Sustainability Reporting Standards*) accounting standards and the *EU Taxonomy Regulation 852/2020* (GRI 2-17). The training sessions, in addition to describing the corporate projects for alignment and transposition of the new regulations, also explained the implementation of the internal control system relating to the preparation of sustainability disclosures and the relevant report.

Finally, on 22 December a specific training session was held dedicated to the Board of Directors and the Board of Statutory Auditors on the subject of *cybersecurity* and therefore of It. Legislative Decree 138/2024.

#### Secretary (Rec. 18)

The appointment and dismissal of the secretary, as well as the definition of the candidates' professional requirements are governed by Art. 9 of the Board Regulation which states:

##### **"Art. 9**

##### ***Secretary of the Board***

*In addition to activities relating to taking minutes of meetings, the secretary supports the activities of the chairman and provides impartial assistance and advice to the administrative body on all aspects relevant to the proper functioning of the corporate governance system.*

*He/she, in particular, assists the Chairman in carrying out activities aimed at ensuring:*

- (a) that pre-meeting briefings and additional information provided during meetings are adequate to enable administrators to act in an informed manner in the performance of their duties;*
- (b) that the work of the board committees with investigative, proposing and advisory functions is coordinated with the work of the Board of Directors;*
- (c) that, in agreement with the chief executive officer, the executives of the company and those of the group companies, responsible for the company functions competent according to the subject matter, attend Board meetings, also at the request of individual administrators, to provide the appropriate details on the items on the agenda;*

d) that all members of the administrative and control bodies can participate, following their appointment and during their term of office, in initiatives aimed at providing them with adequate knowledge of the business sectors in which the company operates, corporate dynamics and their evolution, also in view of the sustainable success of the company itself, as well as the principles of sound risk management and the relevant regulatory and self-regulatory framework;;

e) if requested by the Chairman, the adequacy and transparency of the Board's self-assessment process, with the support of the nominations committee.

*He/she is appointed by the Board on the proposal of the Chairman from among persons with qualified competence to perform the function. To this end, legal expertise and at least five years' experience as secretary in listed companies of a similar size to the Company are required. The Board defines any further requirements, including professionalism, for candidates for the role.*

*The Secretary may be dismissed by resolution of the Board."*

*He/she is appointed by the Board on the proposal of the Chairman from among persons with qualified competence to perform the function. To this end, legal expertise and at least five years' experience as secretary in listed companies of a similar size to the Company are required. The Board defines any further requirements, including professionalism, for candidates for the role.*

*The Secretary may be dismissed by resolution of the Board."*

On 15 May 2024, on the proposal of the Control and Risk Committee, the Board confirmed Attorney Maria Federica Masotti as Secretary of the Board; she was previously designated by the previous Board on 13 November 2020 and has held this role since 22 September 2000, including for several subsidiaries of the Issuer. The Control and Risk Committee first and then the Board assessed the secretary as qualified and suitable to perform the function.

During the financial year, the Secretary convened and recorded the minutes of the Board and the Committees and took care of the preparatory work, coordinating that of the Board with the activities of the Committees.

She drafted and sent to board members and statutory auditors the illustrative sheets relating to board meetings and made the sheets and all accompanying documentation available by uploading them to the virtual environment, ensuring that the functions called upon to report to the Board were present or produced suitable illustrative reports in a timely manner.

She assisted the Chairman in the induction programme, ensuring that the non-executive board members and the Board of Statutory Auditors were made aware of the Company's and the Group's sectors of activity, the company's dynamics and their evolution, also with a view to the sustainable success of the company itself, as well as the principles of proper risk management and the company's regulatory and self-regulatory framework.

She provided, with impartiality of judgement, support and advice to the Board on aspects relevant to the proper functioning of the corporate governance system, dealing, during the year, with the promotion of induction programmes for the new Statutory Auditors; the examination of the Letter from the Chairman of the Corporate Governance Committee; the analysis of the corporate governance system; and the identification, planning and execution of continuous improvement activities for the purpose of optimizing compliance with the dictates of the Code.

She coordinated compliance activities with the sustainability position, specifically with regard to sustainability reporting for *governance* aspects.

She assisted the FGIP in analysing and managing corporate information, and the *Investor Relators* in managing dialogue with *stakeholders*.

She supported the Board in activities related to the 2025 Shareholders' Meeting and in the fulfilments relating to the monitoring of related parties and the relevant information flows.

The Secretary's work is evaluated on a triennial basis through a questionnaire by the entire Board and the Board of Statutory Auditors. This took place, with a positive outcome, during 2024, on the occasion of the triennial self-assessment carried out by the Board.

#### 4.6. EXECUTIVE BOARD MEMBERS

For the purposes of the recommendations of the Corporate Governance Code, the Company does not identify a chief executive officer, in consideration of the structure of the management powers and the practical methods of exercising them.

##### **Managing Directors**

The Board currently in office, elected by the Shareholders' Meeting held on 29 April 2024, appointed from among its members, by resolution of the same date, two managing directors, one of whom is also chairman. By a board resolution of the same date, they were granted all powers of ordinary and extraordinary administration, severally between them and with sole signing authority, for the performance of all activities falling within the corporate purpose, with the exception of those powers that are prohibited from being delegated pursuant to law and the Articles of Association.

It is not possible to identify a chief executive officer (Rec. 4).

The fact that powers were granted without any limit is essentially linked to the practical exercise, by long-standing custom, of the delegated powers according to a model that to date has provided for the constant involvement of the Chairman and the managing director in the pursuit of the corporate purpose—on the one hand, with each performing independently and

severally only the tasks related to daily management according to their respective skills, and on the other, by consulting and acting in concert on every operation of significance and relevance.

In practice, therefore, there is no concentration of corporate offices in a single person, even though each of them could potentially become one: in concrete terms, despite having held the mandate of executive administrator since the date of listing in 2000, it can be stated that neither of the two managing directors, including the Chairman, has ever become or acted as the sole and chief executive officer. This circumstance was further reinforced by the appointment of the General Manager with effect from 1 January 2017, which, although it did not affect management aspects from a strategic point of view, is certainly significant in terms of the distribution of operational management powers and the implementation of the strategic direction defined by the Board.

Finally, the Articles of Association explicitly state, in the definition of the powers reserved to the Board by Art. 20 E, the power and duty to adopt—upon the granting of powers to board members—measures aimed at avoiding in practice the excessive concentration of power and management responsibility of the company.

### **Chairman of the Board of Directors**

By virtue of all circumstances set out above, the Chairman is not the chief executive officer, even though he/she is the repository of significant management powers, equal to those of the other managing director.

He is not a controlling shareholder of the Issuer.

### **Reporting to the Board by the managing directors**

The delegated bodies report to the Board on the activities performed in the exercise of the powers delegated to them with the following frequency:

- at least quarterly;
- in the event of significant transactions also relating to subsidiaries, those with related parties or, if any, in conflict of interest by calling a specific board meeting.

During the financial year, the delegated bodies reported to the Board at less than quarterly intervals due to the frequency of the Board meetings actually held in addition to those scheduled for the approval of financial data.

### **Other executive board members**

There are currently no other board members on the Board who qualify as executives within the meaning of the Code's definitions.

None of the other five board members hold positions in the Company or the Group.

For further information, please refer to the 2025 consolidated sustainability reporting (paragraph “GOV 1 – Role of the administrative, management and supervisory bodies” and paragraph “GOV 2 – Information provided to and sustainability matters addressed by the undertaking’s administrative, management and supervisory bodies” within chapter “1. GENERAL INFORMATION”) published pursuant to It. Legislative Decree no. 125/2024 together with the management report on the Issuer's website at <https://elengroup.com/relazioni-bilanci/>; it is also available at [www.elengroup.com](http://www.elengroup.com) - section *Sustainability/Documents-Sustainability Statement*.

## **4.7. INDEPENDENT ADMINISTRATORS AND LEAD INDEPENDENT DIRECTOR (Principle VI; Rec. 5, 6, 7, 13, 14)**

Within its current Board of seven members, the Issuer includes five non-executive administrators, three of whom qualify as independent both pursuant to Art. 148, paragraph 3, of the TUF, referred to by Art. 147-ter, paragraph 4, of the TUF, and pursuant to Art. 2 of the Code.

The Chairman of the Board does not qualify as an independent member.

The election of board members Fabia Romagnoli, Giovanna D'Esposito and Michele Legnaioli provided the Board with independent administrators in accordance with Art. 19 of the Articles of Association in accordance with Art. 147-ter, paragraph 4 of It. Legislative Decree 58/98 and Art. 2 of the Code.

During the self-assessment session held on 15 May 2024 following the election of the new body, the Board assessed the compliance of the number and skills of the board members, including independent directors, with the guidelines expressed and published by the Board itself on 1 March 2024 on the proposal of the Nominations Committee (Rec. 5).

As to their number, they comply with the requirements of Art. 147-ter, paragraph 4, of the TUF, Art. 2, Rec. 5 of the Code and Art. 2.2.3, paragraph 3, letter m), of the Stock Exchange Regulations (letter m), paragraph 3 and the related Instructions (Article IA.2.10.6) applicable to the Company as an issuer of Star-qualified shares.

With regard to competences, the guidelines expressed by the Board require that in relation to board members who qualify as independent pursuant to Art. 147-ter, paragraph 4, of It. Legislative Decree of 24 February 1998, no. 58 (“TUF”) and Art. 2 of the Code, it is appropriate that at least one of them possesses qualified experience to chair control bodies or

internal control and risk committees of listed companies of a size similar to El.En. s.p.a. or has served on the administrative bodies of banking, financial or insurance institutions, so as to contribute effectively to the governance of the risks to which the Company is exposed on its path towards sustainable success.

This requirement, taking into account the board members' *CVs*, was also assessed as fulfilled.

The number and competences of independent board members ensure an effective and Code-compliant constitution of the board committees.

At its meeting of 29 February 2024, the outgoing Board, when drafting the guidelines to be published with a view to the renewal of the Board of Directors, laid down the quantitative and qualitative criteria for assessing the significance of the relevant circumstances pursuant to Rec. 7, letter c) and lett. d) of the Code for the purposes of assessing the independence of administrators. In this regard, it stipulated the following:

1) regarding Recommendation 7 letter c) of the Code, that a commercial, financial or professional relationship is significant to the extent that it is such pursuant to and for the purposes of the provisions of the *El.En. s.p.a. Regulation for Transactions with Related Parties*;

2) regarding Recommendation 7 letter d) of the Code, that additional remuneration compared to the fixed remuneration for the office and that provided for participation in the committees recommended by the Code or provided for by current legislation is significant if it exceeds 30% of the total remuneration received for the office.

These criteria were, as stated, published in the guidance to shareholders disseminated on 1 March 2024 (Rec. 10).

At its meeting on 15 May 2024, immediately following its appointment, the Board confirmed the quantitative and qualitative criteria defined by the outgoing Board—published in the aforementioned guidelines.

In the same session, the Board then assessed the existence of the independence requirements for each of the non-executive board members qualifiable as independent (Recommendation 6), considering all available information (in particular that provided by the administrators under assessment), evaluating all circumstances that could compromise their independence as identified by the TUF and the Code (Rec. 6) and applied (among others) all the criteria provided for by the Code with reference to the independence of administrators (Rec. 7).

Specifically, the Board assessed the statement made by the board members upon their appointment - confirmed in the meeting of 15 May 2024 - certifying the absence of all circumstances referred to in Rec. 7, with the exception of board member Legnaioli, the requirement set out in letter e) with reference to the duration of the office.

The shareholder who submitted the slate containing the name of Michele Legnaioli and, subsequently, the shareholders who voted in favour of the appointment of the three independent administrators, considered that the fact that Mr Legnaioli had held the office of independent administrator of the company for more than twenty years did not in itself constitute a relationship such as to exclude his eligibility to be qualified as an independent administrator, given the absence of any other relationship or link among those listed in Art. 148, paragraph 3, of the aforementioned It. Legislative Decree 58/98 and in Art. 2, Rec. 7 of the Code and in view of his recognised ethical qualities and professional skills as well as his continued independence of judgement and assessment.

Each non-executive administrator provided all elements necessary or useful for the Board's assessments (Rec. 6).

All board members have undertaken upon accepting their appointment to maintain all declared independence requirements throughout their term of office and to resign should they cease to meet them.

The Board assessed the existence of the requirements for the independent board members in the meeting of 13 March.

For the financial year, the Board of Statutory Auditors verified the correct application of the criteria and assessment procedures adopted by the Board to evaluate the independence of its members, expressing a favourable opinion at the time of the assessment in the Board meeting of 13 March and acknowledging this in the report to the Shareholders' Meeting (see paragraph 7 of the Report of the Board of Statutory Auditors attached as sub C to the minutes of 29 April).

The independent board members, under the guidance of the *lead independent director*, met in a separate and distinct meeting during the financial year on 22 December to update each other and take note of the receipt of the letter from the President of the Corporate Governance Committee and the related report, reserving the right to meet again in 2026 (the meeting was subsequently held on 3 February 2026).

### ***Lead Independent Director (Rec. 13)***

On 15 May 2024, the Company appointed the board member Fabia Romagnoli as lead independent director.

In this regard, the Board, without prejudice to the considerations made in the section on the Chairman of the Board of Directors in Section 4.6. of the Report, the Board considered it appropriate to proceed with the designation of this protective figure.

The lead independent director was entrusted with the task set out in Rec. 14:

- a) to represent a point of reference and coordination for the requests and contributions of non-executive administrators, and, in particular, of independent administrators;
- b) to coordinate the meetings of the independent administrators only.

During the financial year, she carried out the aforementioned tasks by calling the above-mentioned meeting on 22 December.

## 5.0. MANAGEMENT OF CORPORATE INFORMATION (Rec. 1, letter f)

The Issuer's Board, as early as 2007, adopted—by resolution of 30 March—a procedure entitled “*Regulation for processing the corporate information of El.En. s.p.a.*” (“the Regulation”) which formalised internal practices for the treatment and dissemination of documents and information concerning the company, with particular reference to relevant and inside information. The purpose was to codify the internal management of information and knowledge of specific relevance to corporate and business activities in a fluid, yet secure and confidential manner, conducive to the performance of such activities. Furthermore, to the extent necessary to prevent abusive conduct and to comply with the legal obligations in force for listed companies, this Regulation intended—and intends in its current form—to regulate the correct disclosure of that confidential information which may be defined as being of interest to the stock market.

This document also lays down the rules for the establishment and maintenance of a register of persons with access to inside information.

In accordance with the provisions of the Regulation, corporate information is managed by the Issuer in such a way as to ensure the controlled circulation of confidential information and the treatment and dissemination, in compliance with the regulations in force, of that confidential information that may significantly influence the price of the financial instruments issued.

The processing and dissemination of corporate information take place in a controlled manner in order, on the one hand, to prevent the dissemination of information that could prejudice the legitimate interests of the Issuer and its shareholders and, on the other, to ensure correct, timely and equal communication to the market of information capable—pursuant to Art. 7 of Reg. (EU) 596/2014—of having a significant effect on the price of the financial instruments issued by the Company.

Therefore, non-public information of a precise nature which, if made public, could have a significant effect on the price of financial instruments, is processed and disclosed in accordance with the provisions of Art. 17 of Reg. (EU) 596/2014 and Art. 114 of the TUF, so as to guarantee timely and complete information symmetry.

In particular, all news regarding El.En. is carefully assessed by the senior corporate function designated by the Board and responsible for this task (FGIP – Inside Information Management Function), which has the following duties:

- a) to supplement, where necessary, the procedural details of the Regulation;
- b) to issue instructions to the corporate positions identified as Organisational Functions Responsible for Privileged Information (“FOCIP”) in accordance with the following provisions for the correct application of the Regulation;
- c) to analyse corporate information flows and map information flows concerning Inside Information;
- d) to identify inside information from time to time based on the criteria laid down in the law and the Regulation;
- e) to identify the FOCIPs from among the corporate positions that are in an optimal position to assess whether a specific item of information within the flows of confidential information, as defined by the Regulation, can be considered to be Inside Information;
- f) in the case of persons not already included in the permanent section of the insider list, it establishes and updates a specific section of the register containing specific confidential information, indicating the persons who have access to said information on a temporary basis, and issues instructions for the correct management of the persons who have access to said information;
- e) to monitor the circulation of the specific inside information identified, give the relevant indications and instructions from time to time deemed appropriate to the persons involved in the processing thereof;
- f) in accordance with the provisions of the Regulation, to identify the moment when the specific confidential information becomes inside information and decide on the timing of the publication of the inside information, monitoring, if necessary, the existence of the conditions permitting a delay in its publication;
- g) to make arrangements for the proper management of the insider list;
- h) to monitor the circulation of inside information;
- i) to offer employees, and in particular FOCIPs, technical support to facilitate the identification of the nature of the corporate information processed and to clarify critical issues related to the current situation;
- l) to use, in particular for the performance of the tasks referred to in point f) above, the cooperation of the Investor Relator and the FOCIPs concerned in the management of the relevant confidential or inside information;
- (m) to report to the Board, where necessary and at least once a year, on the activities carried out with regard to the processing of confidential information.

In addition to the above, the Regulation sets out the criteria for the identification of inside information and the prerequisites and procedures for handling cases in which the Issuer may, or must, delay the disclosure of information and the measures to be taken against those responsible for breaches or violations of the Regulation.

The Regulation was updated in 2017 to align it, as far as compatible with the Issuer's size and organisation, with the framework provided by Regulation 596/2014 and the Guidelines for the Management of Inside Information issued by CONSOB. Where necessary, the annexes are also updated to align it with any regulatory changes.

Furthermore, as mentioned in Sec. 1, in compliance with the provisions originally contained in the then-current Arts. 2.6.3 and 2.6.4 of the Regulation of the markets organised and managed by Borsa Italiana s.p.a., the Issuer had adopted an internal code of conduct on internal dealing as early as 2003.

In 2006, following the entry into force of the amendments introduced to the TUF by the Law on Savings and the regulations issued by CONSOB to implement them, the disclosure obligations of transactions carried out by relevant persons envisaged in the aforementioned code of conduct became mandatory by law, and the threshold of transactions to be disclosed had been reduced to EUR 5.000,00: it was therefore necessary to adopt a new internal regulatory text that reflected the legislator's intervention.

Since 2006, and subsequently following various Board resolutions, El.En., accepting what had already been recommended by Borsa Italiana, had provided in the new code of conduct, renamed “Code of conduct for transactions carried out on financial instruments of El.En. s.p.a. by relevant persons” (“Internal Dealing Code”), for the imposition on relevant persons and persons closely associated with them, as defined in the then-current Art. 152-*sexies* of CONSOB Regulation 11971/1999, of blackout periods—then lasting 15 days—on the occasion of the Board’s approval of the draft financial statement for the financial year and interim reports.

Subsequently, following the entry into force of Reg. (EU) 596/2014, the Internal Dealing Code was aligned with the new legislation, *inter alia*, in relation to the amendments to Title VII, Chapter II, of the Issuers' Regulation introduced by CONSOB by resolution 19925 of 22 March 2017. Indeed, by means of that resolution, CONSOB exercised the option provided for by Art. 19, paragraph 9, of EU Reg. 596/2014 to raise the threshold beyond which disclosure obligations are triggered to EUR 20.000,00 per year.

Furthermore, again by virtue of the entry into force of European Regulation 596/2014—which, *inter alia*, introduced at a primary level the prohibition for persons discharging administrative, control or management functions from carrying out transactions on their own account or on behalf of third parties, directly or indirectly, relating to the issuer's financial instruments during the 30 calendar days preceding the announcement of an interim financial report or a year-end report that the Issuer is required to make public (so-called “closing periods”) (cf. Article 19, paragraph 11, of the MAR) — the Issuer in 2019, having decided to also publish quarterly financial reports, specified that this prohibition also applies to the publication of said reports.

Finally, it is envisaged that the Board, on the occasion of extraordinary transactions, may impose additional *ad personam* time limits on the trading of the company's securities or, in exceptional and justified cases, grant exceptions to the blackout periods.

## 6.0 BOARD INTERNAL COMMITTEES (pursuant to Art. 123-bis, paragraph 2(d), of the TUF) - Art. 3 (Principle XI, Rec. 11, 16, 17)

The Board, as early as 2000, established three committees within itself, each with different tasks (Rec. 16) and with fact-finding, proposal-making and advisory functions (Rec. 11):

- a) *committee for proposals of appointment to the office of administrator* (“Nominations Committee”);
- b) *committee for remuneration* (“Remuneration Committee”)
- c) *control and risk committee for transactions with related parties and for sustainability* (“Control and Risk Committee”).

The Board’s competence to establish board committees is provided for by Art. 20 E of the Articles of Association and Art. 12 of the Board Regulation.

Each committee is governed by its own regulation, approved in 2000 and revised as necessary, which defines its tasks, determines its composition and regulates its operation, including the manner in which minutes are taken (Rec. 11).

The regulations are approved (and amended) by the Board and provide for each committee, regarding composition (Rec. 17) and functioning:

- that it be composed of at least three members, non-executive, the majority of whom are independent; if the Board of Directors has five or fewer members, the committee may consist of only two board members, provided that both are independent;
- that it remain in office for the period determined from time to time by the Board or, in the absence of express determination, for the entire term of office of the Board that appointed it;
- that it elect from among its members a chairman who is responsible for coordinating and planning the committee's activities, chairing and directing the conduct of its meetings;
- that it be convened (by registered mail, including by hand, and/or fax and/or e-mail to be sent to each of the participants with 5 days' notice – reduced to 2 in cases of urgency) at the registered office (or other place indicated by the chairman, provided it is in Italy) by the chairman, either on his/her own initiative or following a written request from even a single member. It may validly resolve, even in the absence of a formal notice of call, if all its members are present;
- that in the absence or impediment of the chairperson, meetings be chaired by the oldest member;
- that meetings may be held by video or teleconference;
- that the chairman may invite any person who is not a member of the committee but is useful for the items on the agenda to participate in the meetings, without voting rights;
- that resolutions be validly adopted with the favourable vote of the majority of its members. In the event of a tie, the vote of the person chairing the meeting shall prevail;
- that the committee meetings be recorded in minutes, which are transcribed in a specific book kept at the headquarters and signed by the chairman and secretary;
- that the committee report promptly to the Board on all its activities;
- that in the performance of its tasks and functions, the committee have the right to access the corporate information and functions necessary for the performance of the same, as well as to avail itself of external consultants and to dispose of any financial resources made available by the Issuer in an adequate amount for the performance of the tasks entrusted to it.

As for the procedures for managing information for committee board members, Art. 12 of the Board Regulation provides that both the deadlines for prior dispatch and the methods for protecting confidentiality shall be those provided for by Articles 4 and 5 of the Board Regulation (see Section 4.4. of the Report).

The deadlines and procedures for managing information were met during the financial year.

The current committee members were elected on 15 May 2024 by the new Board, and the Code conditions for their composition were met.

None of the functions of the committee members recommended by the Code were reserved for the entire Board, under the coordination of the chairman (Rec. 16).

The Board, taking into account its numerical size, determined the composition of the committees by prioritising the skills and experience of their members (Rec. 17).

### **Additional committee (other than those provided for in the legislation or recommended by the Code)**

By resolution of 14 November 2018, the Board assigned the Control and Risk Committee—with reference to sustainability issues as per the then-current Legislative Decree 254/2016—the task of assisting the Board with fact-finding, proposal-making and advisory functions in the assessments and decisions relating to sustainability issues connected to the exercise of the company's activities and its dynamics of interaction with all stakeholders, corporate social responsibility, the examination of scenarios for the preparation of the strategic plan and the corporate governance of the Company and the Group (Rec. 1, letter a).

By resolution of 31 January, this competence was supplemented with the function analysing and assessing the impacts and risks of the corporate activity, along the entire value chain, on human rights.

These tasks were introduced in Art. 9 (paragraph 9.4.) of the Control and Risk Committee Regulation.

At least every six months, the Control and Risk, Sustainability and Related Parties Committee holds meetings with the manager in charge of preparing sustainability reporting pursuant to Art. 154-*bis*, paragraph 5-*ter*, of the TUF to discuss and be updated on the progress of the Sustainability Plan, the activities carried out by the Group and the management of gap analysis projects relating to alignment with the CSRD Regulation and the new ESRS (European Sustainability Reporting Standards) accounting standards, the analyses for the identification of activities eligible for and subsequently aligned with the six environmental objectives of the EU Taxonomy Regulation 852/2020, and the analysis and definition of double materiality, subsequently reporting to the Board on the topics discussed.

The Board is therefore involved and informed on all activities and, as part of the sustainability analyses, the Board meeting of 31 January approved the 2024 materiality matrix and the meeting of 13 March approved the 2024 sustainability statement.

As to composition and functioning, please refer to what has been said above and what will be described in Section 6 of the Report.

The following activities were performed during the financial year by the Control and Risk Committee in its capacity as Sustainability Committee:

#### **31 January**

- update of the Code of Ethics;
- update of policies on anti-corruption, human rights, diversity and the environment;
- update of the Whistleblowing procedure;
- appointment of the executive responsible for preparing the sustainability statement pursuant to Art. 154-*bis*, paragraph 5-*ter*, of It. Legislative Decree of 24 February 1998, no. 58;
- approval of the 2025 double materiality matrix

#### **13 March**

- Sustainability Plan 2023-2027: supplementation
- approval of the draft 2024 sustainability statement
- activity (*in progress*) carried out for the 2023 – 2027 Sustainability Plan.

#### **10 September**

- report on the internal control system regarding sustainability.
- ongoing sustainability projects – explanation of the sustainability plan, initiatives to improve indirect emissions reporting, and supply chain alignment and monitoring.

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During 2026, the Committee has already met on 3 February to discuss the following topics:

- review of the revision activities of the 2025 Double Materiality Matrix, for subsequent submission to the Board of Directors for approval.
- analysis of the state of progress and performance of the 2023–2027 Sustainability Plan

At the time of writing this Report, the Committee has scheduled 2 more meetings for 2026.

## 7.0 BOARD EVALUATION AND SUCCESSION OF ADMINISTRATORS - NOMINATIONS COMMITTEE (Art. 4 of the Code)

### 7.1 BOARD EVALUATION AND SUCCESSION OF ADMINISTRATORS

The Board periodically evaluates the effectiveness of its activities and the contribution made by its individual members, through formalised procedures the implementation of which it oversees (Principle XIV) with the support of the Nominations Committee.

The Board periodically conducts a self-assessment of itself and its Committees in relation to the size, composition and actual functioning of the Board, also considering its role in defining strategies and monitoring management performance and the adequacy of the internal control and risk management system (Rec. 11).

The self-assessment process is composite in nature and takes place in several stages.

It is carried out close to the expiry of the Board's term in order to draft guidance for shareholders on the qualitative and quantitative composition of the new body and, subsequently, after the appointment at the time of the first meeting and then upon the allocation and delegation of functions and, finally, the election of the committees.

Currently, therefore, the overall assessment of the Board takes place on a three-year basis.

It consists of an analysis of the composition and functioning of the Board carried out by the Nominations Committee and then examined by the Board which makes the final evaluation. The compliance of the size and composition of the Board and committees with the regulations (TUF and CONSOB Regulation) and with the Code, the Articles of Association, the Composition and Diversity Policy and the regulations of the Italian Stock Exchange applicable to the Company as a member of the STAR segment is examined.

At the same time, the outcome of the self-assessment questionnaire sent to board members and filled in by them with the help of an IT platform is examined in order to facilitate the return of answers and at the same time maintain a traceability of the activities carried out, relating to the various aspects of the role and functioning of the Board. The questionnaire considers five thematic areas: strategic planning; organisational structure, delegation of powers, conflicts of interest; internal control system; remuneration and incentive policies; financial information. Each board member is asked to express their degree of satisfaction (high, medium-high, medium-low, low) evaluating, on the basis of several indices, the methods of discussion, the participation and contribution of the members, internal debate among the members, timing and methods of preliminary information and, from the 2023 financial year, the role of the secretary.

Finally, in relation to the effectiveness of the Board's activities, the performance of the Company and the Group also in the medium term and the results achieved in terms of strategic objectives are taken into account.

On the occasion of the election of the Board currently in office, the self-assessment was performed on 29 February 2024 by the outgoing Board in view of the renewal of the administrative body, in order to formulate guidance for shareholders on the composition of the new administrative body, and subsequently after the appointment, on 15 May 2024, to verify compliance with the published guidelines and with the applicable legislation, including regulations and soft law.

In particular, in the meeting of 15 May, the Board assessed — having previously acquired the favourable opinion of the Board of Statutory Auditors — that the Board in office reflects the indications provided to shareholders in the Board's guidelines, in the explanatory report and at the shareholders' meeting regarding the size and composition of the board, including in terms of professional figures and diversified skills considered, in their complementarity, useful for the efficient functioning of the administrative body; that it complies with the provisions of the Articles of Association; that it reflects the requirements of the Composition and Diversity Policy adopted by the Company; that the obligations set by law regarding gender balance and the presence of independent board members have been respected; that the appointment of the internal committees into which it is divided complies with the requirements of the members as set out in the Code; that the independent board members possess the necessary qualifications; that the structure of the delegations of powers attributed for the purposes of its functioning does not entail the exclusive concentration of management positions and powers of the company in the hands of the president but that since pursuant to Art. 3 Recommendation no. 13 of the Code, the Chairman of the Board holds, albeit not exclusively, significant management powers, it was considered appropriate and necessary to designate one of the independent board members (Fabia Romagnoli) as lead independent director, assigning her the tasks provided for by Rec. 14 of the Code.

As for the competing activities of board members and the evaluation reserved for the Board in the event of general and prior authorisation by the shareholders' meeting to derogate from the non-compete obligation, the Shareholders' Meeting (on 15 May 2007) authorised the inclusion in Art. 19, last paragraph, of the Articles of Association, of a provision according to which no act of authorisation is necessary when the competing activity is carried out by virtue of having assumed the role of a member of the administrative body in one of the subsidiaries.

This authorisation is limited to the scope of consolidation.

The Board, first, when drafting the proposal to the shareholders, and the Shareholders' Meeting, later, therefore considered *a priori* that the assumption of positions within the scope of consolidation would be in the interest of the Issuer, the parent company, in order to coordinate the activities of the subsidiaries.

The Board shall ensure, to the extent of its competence, that the process of appointment and succession of administrators is transparent and functional to achieve the optimal composition of the Board of Directors (Principle XIII).

Specifically:

(i) in view of its most recent renewal, it expressed guidance on its quantitative and qualitative composition considered optimal, taking into account the outcomes of its self-assessment (Recommendation 23). This guidance was approved, disseminated and published on 1 March 2024 on the Issuer's website <https://elengroup.com/documenti-assembleari/> with adequate notice prior to the publication of the notice of call of the Shareholders' Meeting relating to the renewal of the Board, which was published on 20 March (Recommendation 23);

(ii) in the explanatory report on the relevant item on the agenda of the 2024 Shareholders' Meeting, it requested anyone submitting a slate containing a number of candidates higher than half of the members to be elected to provide adequate information, in the documentation submitted for the filing of the slate, regarding the compliance of said slate with the guidance expressed by the Board (also with reference to the diversity criteria provided for by Principle VII and Recommendation 8), as well as to indicate their candidate for the office of Chairman of the Board (Recommendation 23);

(iii) as for the succession plan for the chief executive officer and executive administrators, the Company is not required to have one as it is a "non-large" company (Rec. 24). However, the issue has always been examined and assessed by the Issuer, which, on the advice of the Appointments Committee, has decided not to formulate an actual succession plan for executive administrators at this time, taking into clear consideration that any new board members chosen to replace one or more of the departed board members must be individuals who are deeply familiar with the company's organisational and functional characteristics.

The Board has also based its assessment on the circumstance that, over time, thanks to the company's investment in this respect, the Issuer's qualified staff have acquired management skills that would in any case enable them to cope with a transitional replacement at any time should the need arise.

These considerations and evaluations are confirmed in light of the appointment effective from 1 January 2017 of the General Manager, who remains in office to date.

Lastly, on an annual basis, as illustrated in paragraph 4.7 above, the Board proceeds with the qualitative assessment of the existence of the independence requirements of the independent board members deemed sufficient also in quantitative terms to the requirements of the Articles of Association, the Code, and the TUF.

## **7.2. NOMINATIONS COMMITTEE (Rec. 19)**

The Board has established an internal Nominations Committee since 2000 (Rec. 16).

### **Composition and functioning of the Nominations Committee (pursuant to Art. 123-bis, paragraph 2, letter d), of the TUF)**

The Nominations Committee currently in office was appointed by resolution of 15 May following the renewal of the Board of Directors and is composed as follows: Fabia Romagnoli (non-executive, independent), Michele Legnaioli (non-executive, independent), Giovanna D'Esposito (non-executive, independent).

For general information on its functioning, which is common to all committees and provided for in their respective regulations, please refer to Section 6.0 of the Report.

During the financial year the Committee had no reason to meet.

At time of drafting the Report, the Committee has not scheduled any meetings for the financial year.

There have been no changes in the composition since the close of the financial year.

During the financial year, the Nominations Committee was composed of three members, all independent. (Rec. 20 and Rec. 7).

The Board of Statutory Auditors, the Secretary, one of the internal auditors and, where necessary for specific items on the agenda, any person or professional whom the chairman deems useful for the discussion, usually attend the Committee meetings at the chairman's invitation.

### **Functions of the Nominations Committee (Rec. 19)**

The functions of the Nominations Committee are defined in Art. 9 of the committee's regulation since its establishment on 5 September 2000 and subsequent amendments.

Pursuant to the provisions of Art. 9 of the Nominations Committee Regulation, it is entrusted with the task of assisting the Board in the following activities:

a) ensuring the transparency of the selection process for administrators and compliance with the appointment procedures set forth in Art. 19 of the Articles of Association;

- b) identifying candidates for the office of administrator in cases of co-optation (Rec. 19, c);
- c) defining the optimal composition of the administrative body, formulating opinions and proposals to the Board of Directors regarding:
  - the size and composition of the same, and expressing recommendations regarding the professional profiles whose presence within the Board is deemed appropriate for correct and effective functioning, as well as on the matters referred to in Art. 3, Rec. 15 (maximum number of offices as director or statutory auditor) and on problematic cases regarding competition (Rec. 19, b);
  - the definition of the diversity policy (age, gender, professional skills and educational background) in the composition of the administrative and control bodies, in particular with reference to the objectives and methods of implementation (Rec. 19, b);
- d) preparing, updating and implementing the succession plan for executive administrators, if any, formulating proposals for the evaluation of the adoption of succession plans for executive administrators and, where necessary, contributing to the preparation of such plan;
- e) the self-assessment process of the Board and its committees and the formulation, in view of the renewal of the administrative body, of the guidance on composition referred to in Art. 4 Rec. 23, letter a) of the Code (Rec. 19, e);
- f) where provided for, the potential submission of a slate by the outgoing administrative body in order to ensure transparency in its formation and submission.

Currently, there is no provision for the possibility of the Board submitting its own slate.

In the performance of its functions, the Nominations Committee has the right to access the corporate information and functions necessary for the performance of its tasks, to have financial resources at its disposal and to make use of external consultants, within the terms established by the Board (Rec. 17).

## 8.0 REMUNERATION OF ADMINISTRATORS – REMUNERATION COMMITTEE ART. 5 OF THE CODE

### 8.1 REMUNERATION OF ADMINISTRATORS

The following information is provided and must therefore be considered integrated by the contents of the “*Report on Remuneration Policy and Compensation Paid*” pursuant to Arts. 123-ter of the T.U.F. and 84-quater of CONSOB Regulation 11971/1999, Section I, paragraphs 1 and 2, most recently approved by the Shareholders' Meeting on 29 April 2025 and available on the Issuer's website both in the section relating to the 2025 Shareholders' Meeting (<https://elengroup.com/it/investor-relations/documenti-assembleari.html>) and in the “Corporate Documents” section (<https://elengroup.com/it/investor-relations/documenti-societari.html>) (“Remuneration Report”).

The information contained herein refers to the Remuneration Report 2024-2026.

#### **Remuneration policy**

The procedure through which the Board developed the policy for the remuneration of administrators, statutory auditors and *top management* (Principle XVI) is described in the Remuneration Report, Section I, Part A) paragraphs 1 and 2.

The function and the objectives pursued by the remuneration policy and the underlying principles are described in the Remuneration Report, Section I, Part A), paragraph 5, as are the considerations on any policies used as a benchmark for directors (Section I, Part A, paragraph 16) and statutory auditors (Section I, Part B). (Rec. 25). (Principle XV).

#### **Remuneration of executive administrators and *top management***

See the Remuneration Report, Sect. i, Part A) paragraphs 5 – 13.

#### **Share-based remuneration plans** (Rec. 28)

See the Remuneration Report, Section I, Part A) paragraphs 6, 10 – 12.

#### **Remuneration of non-executive administrators** (Rec. 29)

See the Remuneration Report, Section I, Part A) paragraphs 6, 15, 16.

#### **Accrual and payment of remuneration** (Principle XVII)

In this regard, see the Remuneration Report regarding the principles, verification methods and payment mechanisms in Section I, Part A), paragraphs 9, 10 and 11 and, regarding the emoluments actually paid and deferred, Section II.

For the information required by the ESRS standards relating to the remuneration of administrators and top management, please refer to the 2025 consolidated sustainability reporting (paragraph “GOV 3 – Integration of sustainability-related performance in incentive schemes” within chapter “1. GENERAL INFORMATION”) published pursuant to It. Legislative Decree no. 125/2024 together with the management report on the Issuer's website at <https://elengroup.com/relazioni-bilanci/> and is also available at [www.elengroup.com](http://www.elengroup.com) - section *Sustainability/Documents-Sustainability statement*.

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#### **Indemnities of administrators in the event of resignation, dismissal or termination of the relationship following a takeover bid (pursuant to Art. 123-bis, paragraph 1, letter i), of the TUF)**

Without prejudice to the end-of-service indemnity established by the Shareholders' Meeting pursuant to Art. 17 of the TUIR, at the time of appointment in favour of the chairman and any managing directors in the maximum total amount of EUR 19.500,00 per year, no agreements have been entered into between the Issuer and the administrators providing for indemnities in the event of resignation or dismissal/revocation without just cause or if the employment relationship terminates following a takeover bid.

At present, there are no rights assigned other than the end-of-service indemnity described above; there are no agreements providing for the assignment or maintenance of non-monetary benefits in favour of persons who have ceased their office, nor the entry into consultancy contracts for a period following the termination of the relationship; there are no agreements envisaging compensation for non-compete commitments.

The General Manager signed a non-compete agreement at the time of appointment for the entire duration of the relationship and for the two years following the termination of the employment relationship, in relation to which he receives an indemnity during the term of the relationship. For further details, please refer to the Remuneration Report.

During the financial year, there were no terminations of the office of administrators or termination of the relationship with the general manager.

## 8.2 REMUNERATION COMMITTEE

Since 5 September 2000, the Board has appointed an internal remuneration committee in order to ensure the most comprehensive information and broad transparency on the remuneration due to administrators (Rec. 16, 25 and 26).

### **Composition and functioning of the remuneration committee (pursuant to Art. 123-bis, paragraph 2, letter d), of the TUF)**

The Remuneration Committee currently in office was appointed by resolution of 15 May 2024 following the renewal of the administrative body and is composed as follows: Fabia Romagnoli (non-executive, independent), Giovanna D'Esposito (non-executive, independent) and Michele Legnaioli (non-executive, independent).

During the financial year, the Remuneration Committee met twice: on 13 March and 15 May.

For the presence of the members, see Table 3 at the bottom of the Report. All members of the Board of Statutory Auditors participated.

The average duration of the meetings was 60 minutes.

The work during the meetings was coordinated by the chairman and the meetings were duly minuted.

The chairman informs the Board of the meetings and the activities carried out at the first useful meeting.

In 2026, the Remuneration Committee met once on 13 March and planned to meet one additional time during the financial year.

The Committee will hold the meetings necessary to carry out its activities in relation to the evolution of the company's remuneration system and any legislative and regulatory changes that may occur in the *medium term*.

During the financial year, the Remuneration Committee consisted of three members, the majority of whom were independent administrators (Rec. 26 and Rec. 7). There have been no changes in the composition since the close of the financial year.

All the members of the Remuneration Committee, as mentioned above, are individuals of standing who have extensive experience in listed and/or large companies.

Therefore, the Board did not deem it necessary to make any further assessment as to the specific competence of one of its members in accounting and financial matters, and/or in remuneration policies, as these characteristics emerged for all members from the same *curricula vitae* submitted at the time of the inclusion of their candidatures in the lists for the appointment of the current Board (Rec. 26).

Pursuant to Art. 4 of the Remuneration Committee Regulation, no executive director participates in the discussion and deliberation phase of the committee meetings in which proposals are made to the Board regarding his/her remuneration (Rec. 26).

The following participated in the work and meeting of the Remuneration Committee at the invitation of the chairman: the secretary; the Board of Statutory Auditors in its entirety (Rec. 17).

### **Functions of the remuneration committee**

The Remuneration Committee functions and has the tasks described in the regulations approved *ad hoc* by the Board of Directors on 5 September 2000, as subsequently amended.

The Remuneration Committee assists the Board in drawing up the remuneration policy in an advisory and propositional capacity, as, in accordance with the provisions of Art. 2389, paragraph 3 of the C.C. and Art. 20 E of the Articles of Association, the Board of Directors has the exclusive power to determine the remuneration of the delegated bodies, of the chairman and of the board members holding special offices, having obtained the necessary opinion of the Board of Statutory Auditors on the matter.

The Remuneration Committee, in accordance with Art. 9 of the relevant regulation, is entrusted with the tasks referred to in Art. 5 of the Code. It therefore acts in an advisory and propositional capacity:

- it assists the Board in drawing up the policy for the remuneration of administrators and top management;
- it submits proposals or expresses opinions to the Board on the remuneration of executive administrators and other administrators holding particular offices, as well as on the setting of performance targets related to the variable component of such remuneration;

- it monitors the concrete application of the remuneration policy and verifies, in particular, the actual achievement of performance objectives;
- it periodically assesses the adequacy, overall consistency and concrete application of the policy for the remuneration of administrators and executives with strategic responsibilities, making use in the latter respect of the information provided by the managing directors;
- it carries out, on its own initiative or when requested by the Board, the appropriate and necessary preliminary and preparatory activities for drafting the remuneration policy;
- it reports to shareholders on how it exercises its functions.

In formulating its proposals, the Remuneration Committee ensures:

- that the remuneration of executive administrators and top management and of the control body is functional to the pursuit of the Company's sustainable success and takes into account the need to dispose of, retain and motivate people with the competence and professionalism required by the role held;
- that the remuneration of executive administrators, strategic executives and the control body is defined taking into account the remuneration practices prevailing in the relevant sectors and for companies of similar size, also considering comparable foreign experiences;
- that the remuneration policy for executive administrators and strategic executives defines:
  - a) a balance between the fixed component and the variable component that is appropriate and consistent with the company's strategic targets and risk management policy, taking into account the characteristics of the business activity and the sector in which it operates, while ensuring that the variable component represents a significant portion of the total remuneration;
  - b) maximum limits on the payment of variable components;
  - c) performance targets, to which the payment of variable components is linked, which are predetermined, measurable, and linked in a significant part to a long-term horizon, consistent with the strategic objectives of the company and aimed at promoting its sustainable success, including, where relevant, non-financial parameters;
  - d) an adequate deferral period — with respect to the time of accrual — for the payment of a significant portion of the variable component, in line with the characteristics of the business activity and the associated risk profiles;
  - e) contractual arrangements that allow the company to request the restitution, in whole or in part, of variable components of remuneration paid (or to withhold sums subject to deferral), determined on the basis of data that subsequently proved to be manifest errors and other circumstances potentially identified by the company;
  - f) clear and pre-determined rules for the possible payment of termination indemnities which define the upper limit of the total sum payable by linking it to a certain amount or a certain number of years of remuneration and which, in case of significant amounts, provide for non-payment upon achievement of objectively inadequate results;
  - g) in the case of share-based remuneration plans for executive administrators and strategic executives, that they incentivise alignment with the interests of shareholders over a long-term horizon, providing that a prevailing part of the plan has a total period for the vesting of rights and the retention of the shares assigned of at least five years.

During the financial year, the Remuneration Committee addressed the following issues and held the related meetings and activities:

- a) evaluation of the achievement of 2024 targets and the measurement of variable remuneration; exercisability of the 2016-2025 stock option plan;
- b) 2024-2026 remuneration policy; amendment and determination of the General Manager's compensation; potential adoption of a so-called stock grant plan;
- c) 2025 variable remuneration plan;
- d) remuneration of the new control body.
- e) variable remuneration of the General Manager: implementation of the 2025-2028 Stock *Grant Plan* for the general manager of El.En. s.p.a.
- f) proposal for the regulation of the 2025-2028 Stock Grant Plan for employees and collaborators: approval of the

In the performance of its functions, the Remuneration Committee has the right to access the corporate information and functions necessary for the performance of its tasks, as well as of to avail itself of external consultants, under the terms established by the Board (Rec. 17).

At present, the Remuneration Committee has not deemed it necessary to make use of external consultants.

## 9.0 INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM – CONTROL AND RISK COMMITTEE – ART. 6 OF THE CODE

The Board, as part of its management of the Issuer and in defining its strategic, industrial and financial plans, assesses the nature and level of risk compatible with the pre-established objectives and the sustainable success of the Issuer and the Group.

The Board has defined — subsequently granting a mandate to the various bodies involved in the internal control system (managing director, internal auditor, committee, supervisory body, executives in charge, etc.) — the guidelines for the internal control and risk management system, so that the main risks relating to the Issuer and its subsidiaries are correctly identified, as well as adequately measured, managed and monitored, also determining the degree of compatibility of such risks with a management of the company consistent with the strategic objectives identified for the sustainable success of the Issuer and the Group (Principle XIX, Rec. 33).

The main characteristics of the Issuer's internal control and risk management system are represented on the one hand by rules and procedures, and on the other by governance and control bodies.

The rules primarily consist of a series of fundamental principles codified in the Code of Ethics, accompanied by the relevant policies on fundamental themes; secondly, of a series of second-level procedures (those pursuant to It. Legislative Decree 231/01, It. Law 262/05, It. It. Legislative Decree 125/24, It. Law 81/09, internal regulations on the handling of confidential information, transactions with related parties, internal dealing, etc.) which make it possible to bring the aforementioned general principles into the company's reality and make them operational.

On the other hand, the various bodies at their respective levels perform the monitoring of compliance with the rules and procedures, based on the powers and functions defined and assigned to them by the Board: the internal auditor; the executive officer responsible for the preparation of the financial statements; the executive in charge of sustainability; the supervisory body pursuant to It. Legislative Decree 231; the Control and Risk Committee; the Independent Auditor; the Board of Statutory Auditors; the designated data protection officer pursuant to Art. 37 of Regulation (EU) 679/2016.

### ***Financial disclosure***

The details of the current structure of the risk management and internal control system existing in relation to the financial reporting process, including consolidated reporting (pursuant to Art. 123-*bis*, paragraph 2, letter b), of the TUF), are described in Annex 1. The intention here is to provide a broad outline of the path followed by the Issuer after the entry into force of It. Law 262/2005.

On 15 May 2007, the Board, in implementation of Art. 154-*bis* of the TUF, in order to formalise a set of rules and tests to be implanted on the existing structure relating to the process of formation of financial information, including consolidated information, designated the Executive officer responsible for the preparation of the financial statements in the person of Enrico Romagnoli, a person employed by the company until the admission of the shares to the market organised and managed by Borsa Italiana s.p.a..

Initially, the Issuer, availing itself of the cooperation of Price Waterhouse Coopers (a different company from the one that performs the accounting control in the Issuer), set up a working group with the aim of carrying out an analysis of the internal control system (“ICS”) with reference also to the tasks assigned by law to the figure of the executive proposed for the preparation of accounting and corporate documents.

The analysis was conducted using as a model the *CoSo Report – Internal Control Integrated Framework*. At the conclusion of the project, a summary document was drawn up summarising the results that emerged, against which the specific tools to be applied were identified in order to ensure the coordination and functioning of all the elements of the ICS that concern information and data on the economic and financial situation required by law and/or disseminated to the market.

From that moment on, the executive in charge carries out his/her activity with a view to continuous improvement and constant verification of the instruments adopted. During the 2012/2013 financial year, the executive in charge, also in cooperation with Deloitte ERS, carried out activities aimed at revising the procedural system for existing *scope* companies according to a *risk-based* perspective for a better analysis of the risks associated with financial reporting. This model was also applied to the new companies that came into *scope* later.

On 14 November, the Board approved the 2026 work plan prepared by the head of the internal auditor function after consulting the Control and Risk Committee, the Board of Statutory Auditors and the Managing Director for Internal Control.

Through the activities carried out and coordinated by the Control and Risk Committee and the Board of Statutory Auditors, as well as the reports on the activities performed by the heads of the internal audit function, the executive in

charge, the FGIP, the 231 supervisory body and the data protection officer designated pursuant to Art. 37 of Reg. (EU) 679/2016, the Board assessed — by sector and with a positive outcome, in the meetings of 13 March, 15 May, 10 September, and 14 November — the adequacy of the internal control and risk management system with respect to the characteristics of the company and the risk profile assumed, as well as its effectiveness.

### ***Sustainability disclosure***

For information on the internal control system relating to sustainability reporting, please refer to the information in section “GOV 5 - Risk Management and Internal Controls over Sustainability Reporting” in chapter “1. GENERAL INFORMATION” of the 2025 Consolidated Sustainability Statement, published on a mandatory basis pursuant to It. Legislative Decree no. 125/2024 together with the management report on the Issuer's website at <https://elengroup.com/relazioni-bilanci/>; it is also available at [www.elengroup.com](http://www.elengroup.com) - section *Sustainability/Documents-Sustainability Statement*.

## **9.1 CHIEF EXECUTIVE OFFICER**

The Board has identified an administrator in charge of establishing and maintaining the internal control and risk management system (Rec. 32, letter b).

This task was entrusted to Andrea Cangioli, engineer, Managing Director.

He is tasked with supervising, on behalf of the Board, the functionality of the control and risk management system and performs the tasks and functions set out in the Code, in particular: he ensures the identification and periodic submission for the Board's examination of the main corporate risks (strategic, operational, financial and compliance), taking into account the characteristics of the activities carried out by the Issuer and its subsidiaries, submitting them periodically for the Board's examination on the occasion of the briefing on financial data and the performance of the management of the Issuer and the Group; he implements the guidelines defined by the Board, ensuring the design, implementation and management of the internal control and risk management system and constantly verifying its adequacy and effectiveness; he ensures that this system adapts to the dynamics of operating conditions and the legislative and regulatory landscape; he regularly requests the internal audit function to carry out checks on specific operational areas and on compliance with internal rules and procedures in the performance of corporate operations, keeping the Control and Risk Committee and the Board of Statutory Auditors informed; he regularly reports to the Control and Risk Committee/Board of Directors and to the Board of Statutory Auditors on problems or critical issues that have emerged in the performance of his activities or of which he has become aware, even if there has been no need to do so during the financial year (Rec. 34).

## **9.2 CONTROL AND RISK COMMITTEE**

Since 2000, the Board has set up an internal control committee, which was renamed “control and risk committee” in 2012 and “control and risk committee, also for transactions with related parties and sustainability” in 2021.

### **Composition and functioning of the control and risk committee (pursuant to Art. 123-bis, paragraph 2, letter d), of the TUF)**

Since its establishment in 2000, the composition has always been in accordance with the Code in its various versions.

The current Control and Risk Committee was appointed by resolution of 15 May 2024 following the renewal of the administrative body and is composed as follows: Fabia Romagnoli (non-executive, independent), Giovanna D'Esposito (non-executive, independent), Roberta Pecci (non-executive), Alberto Pecci (non-executive) and Michele Legnaioli (non-executive, independent).

The Control and Risk Committee always meets prior to the Board's approval of the draft annual financial report and the half-yearly report, as well as whenever one of its members, the Board, the managing director in charge of internal control or the person in charge of internal control so requests.

During the financial year it met six times (31 January, 10 February, 13 March, 17 June, 10 September, 14 November)

For the presence of the members, see Table 3 at the bottom of the Report. All members of the Board of Statutory Auditors participated.

The average duration of the meetings was 90 minutes.

The work carried out during the meetings was coordinated by the chairman. He provided information and reported on the activities in the board meeting.

In 2026, the Control and Risk Committee met on February 3 and March 13.

At present, at least three further meetings are scheduled, one per quarter, in addition to those that the Committee deems necessary in the performance of its various functions.

During the financial year, the Control and Risk Committee was composed of non-executive administrators, the majority of whom were independent.

During the financial year, the Control and Risk Committee was composed of five board members, given the complexity of the matters entrusted to it.

All the members of the Committee have experience in accounting, finance, risk management and sustainability, which was deemed to be appropriate by the Board at the time of their appointment for the reasons already mentioned in the presentation on the Remuneration Committee.

The meetings of the Committee are attended, upon invitation of the Board of Statutory Auditors, by the executive in charge of preparing the accounting documents, the managing director for internal control, the secretary, the internal auditors and, where necessary, on individual items on the agenda, the person or professional the chairman deems useful for discussion.

### **Functions assigned to the control and risk committee**

The Committee functions and has the tasks described in the regulations approved *ad hoc* by the Board of Directors on 5 September 2000, as amended.

Indeed, in light of It. Legislative Decree 39/2010, which redesigned certain aspects of internal control, the Issuer — by virtue of the provisions of Borsa Notice no. 18916 of 21 December 2010 - relating to the requirements to be met by issuers belonging to the STAR segment – had already proceeded with its resolution of 13 May 2011 to assign the committee a role of mere support with reference to the activities reserved by It. Legislative Decree 39/2010 to the Board of Statutory Auditors concerning the statutory audit of the accounts.

Moreover, in November 2015, following the amendments made to the Code in July 2015, the role of preparatory support to the Board of Directors' assessments and decisions concerning the management of risks arising from prejudicial facts of which the Board has become aware was specified in the Control and Risk Committee regulation.

Regarding sustainability, by resolution of 14 November 2018, the regulation was supplemented with the function relating to the role played by the Control and Risk Committee regarding the formulation of opinions and proposals to the Board of Directors on the definition of the sustainability policy pursuant to the then-current It. Legislative Decree 254/2016.

By resolution of 31 January, the regulation was supplemented by assigning the Committee the function of analysing and assessing the impacts and risks of the corporate activity, along the entire value chain, on human rights.

It therefore currently performs the following tasks.

First of all, those referred to in the CONSOB Related Parties Regulation, and thus it:

- (a) examines, analyses and gives an advance opinion on the procedures, and amendments thereto, adopted by the Board of Directors on transactions with related parties;
- (b) performs the tasks entrusted to it in those procedures with regard to the examination and review of transactions with related parties subject to those procedures.

Moreover, in the context of Art. 6 of the Code, in an advisory and propositional capacity, it supports the assessments and decisions of the Board of Directors relating to the internal control and risk management system and the approval of periodic financial and non-financial reports and, in particular, insofar as compatible with the functions attributed by law to the Board of Statutory Auditors of listed companies, is responsible for:

- (a) assisting the Board, also by providing preventive opinions, in defining the guidelines of the internal control and risk management system, in line with the company's strategies and in the periodic assessment of the adequacy and effectiveness of said system, as well as in verifying the identification and adequate management of the main corporate risks, pertaining to the company and its subsidiaries, and in determining the degree of compatibility of the risks identified as pertaining to the company or its subsidiaries with a management of the company consistent with the identified strategic objectives and also with a view to the medium-long term sustainability of the company's business;
- (b) assessing, together with the Executive officer responsible for the preparation of the financial statements of the Company, after consulting the auditor and the Board of Statutory Auditors, the correct use of accounting standards and, for the Group, their uniformity for the purposes of preparing the consolidated financial statement;
- (c) expressing opinions on specific aspects included in the identification of the main corporate risks;
- (d) reviewing periodic reports, concerning the evaluation of the internal control and risk management system, and those of particular relevance prepared by the internal audit function;
- (e) monitoring the independence, adequacy, effectiveness and efficiency of the internal audit function;

- (f) requesting, at its own discretion and by simultaneously notifying the President of the Board of Statutory Auditors, the *internal audit* function to carry out checks on specific operational areas;
- (g) assisting the Board of Statutory Auditors, if expressly requested by the latter, in assessing the proposals made by independent auditors to obtain the relevant appointment, assessing the work plan prepared for the audit and the results set out in the report and in the letter of suggestions;
- (h) assisting the Board of Statutory Auditors, if expressly requested by it, in supervising the effectiveness of the audit process;
- (i) reporting to the Board, at least once every six months, on the occasion of the approval of the annual and semi-annual financial report, on the activities carried out as well as on the adequacy of the internal control and risk management system;
- (l) expressing opinions on the appointment, dismissal and remuneration of the head of the internal audit function and on the allocation of the latter with adequate resources for the performance of his/her functions and responsibilities;
- (m) supporting, with adequate preliminary activity, the Board's assessments and decisions relating to the management of risks arising from prejudicial facts of which the Board has become aware;
- (n) performing such further tasks as may from time to time be assigned to it by the Board.

Lastly, with regard to sustainability issues, the Control and Risk Committee is tasked with:

With regard to sustainability issues, the Committee is tasked with:

- a) assisting the Board of Directors with fact-finding, proposal-making and advisory functions, in the assessments and decisions relating to sustainability issues connected to the exercise of the company's activities and its dynamics of interaction with all stakeholders, corporate social responsibility, the examination of scenarios for the preparation of the strategic plan and the corporate governance of the Company and the Group;
- b) analysing and assessing the impacts and risks of the corporate activity, along the entire value chain, on human rights.

During the financial year, the Control and Risk Committee carried out the following activities:

- a) examination and evaluation of the activities carried out by the executive in charge under It. Law 262/2005;
- b) examination and evaluation of the 2026 *audit* plan and the activities carried out by the internal auditor regarding: the verification of the effectiveness and suitability of the internal control and risk management system with reference to the financial statement preparation area; updating the matrix of areas subject to control and the control activities performed and/or planned; updating the risk assessment
- d) examination and assessment of the recommendations contained in the Letter from the Chairman for Corporate Governance of Borsa Italiana, proceeding to support the Board in the implementation of the relevant activities;
- e) support the Board in the assessment of transactions between subsidiaries;
- f) performance of the tasks assigned to it by the *Regulation governing the transactions with related parties of El.En. spa* (as defined in paragraph 10.0 of this report) and by CONSOB Regulation 17221/2010;
- g) activities described in Section 6 of the Report in its capacity as sustainability committee.

In the performance of its functions, the Committee has the right to access the information and corporate functions necessary for the performance of its tasks as well as, if it deems it appropriate, to make use of external consultants, under the terms established by the Board.

During the financial year, the Committee did not make direct use of external consultants.

The Board set the annual budget allocated to the entire internal control and risk management system and to sustainability, including the Control and Risk Committee, at EUR 80.000,00.

### 9.3 HEAD OF THE INTERNAL AUDITOR FUNCTION

Since 2000, the Board has appointed two persons to verify that the internal control system is always adequate, operational and functioning (internal control officer(s) or internal auditor(s)) (Rec. 33, b).

The current heads of the internal auditing function are, for the financial reporting area, Alessio Paoli, and for the other areas, Cristina Morvillo, both appointed at the proposal of the executive director in charge of supervising the functionality of the internal control system and after hearing the opinion of the Control and Risk Committee and with the approval of the Board of Statutory Auditors.

The Board is the body responsible for defining the remuneration of the head/s of the internal auditor function in line with corporate policies, on the proposal of the executive director in charge of overseeing the functionality of the internal control system, having heard the opinion of the Control and Risk Committee and the Board of Statutory Auditors.

The heads of the internal auditor function are not responsible for any operational areas they control and report hierarchically to the Board.

The heads of the internal auditor function verify, both on an ongoing basis and in relation to specific needs and in compliance with international standards, the operation and suitability of the internal control and risk management system, through an audit plan, approved annually by the Board, based on a structured process of analysis and prioritisation of the main risks.

The heads of the internal auditor function, each within their own area of expertise, have direct access to all information useful for carrying out their duties; they have prepared half-yearly reports containing adequate information on their activities, on the methods by which risk management is conducted in the areas under review assigned to them, as well as on compliance with the plans defined for their containment, in addition to an assessment of the suitability of the internal control and risk management system, and have transmitted them to the presidents of the Board of Statutory Auditors, the Control and Risk Committee and the Board, as well as to the director in charge of the internal control and risk management system; they had no occasion to report on events of particular significance; they verified — utilising the verification and control activities carried out by the executive in charge for 262/2005 in accordance with the COBIT (“Control Objectives for Information and related Technology”) model — the reliability of the information systems supporting accounting activities.

The Board — which, following the renewal of the mandate in 2024, designed the structure of the internal control and risk management system, confirming the previous one — has determined the budget allocated overall to the entire internal control and risk management system to be EUR 80.000,00.

During the financial year, the control activities performed by the internal auditor function concerned the verification of the effectiveness and suitability of the internal control and risk management system with reference to the financial statement area and the activities performed within the scope of It. Law 262/05. In addition, as per the 2025 plan approved by the Board, the internal audit activities also consisted of an update of the risk assessment through the implementation of the risk matrix, which was integrated for the purpose of preparing and managing a single matrix comprising the entire risk management system (strategic, financial, compliance, operational, ESG, external). In this context, the internal auditor function — with the approval of the Control and Risk Committee and the full Board, drawing on the budget allocated to the internal control and risk management system — made use of the consultancy of a leading company to support the function in the activities preparatory to the final definition of the aforementioned matrix.

The internal auditing function with reference to the area of the financial statement preparation remaining within the monitoring area pursuant to It. Law 262/05 was entrusted to Alessio Paoli, a chartered accountant, an external subject and considered to have adequate requirements of professionalism, independence and organisation. The outsourcing of the internal control function with reference to the financial statement area originated in resource optimisation assessments carried out in February 2005 by the Board at the time of the turnover of the internal control officer identified in a figure belonging to the finance and financial statement department and dedicated to preparing the financial statement of group companies.

A proper segregation between operational and control activities has led the Board to continue in the same vein.

#### **9.4 ORGANISATIONAL MODEL pursuant to It. Legislative Decree 231/2001**

The Issuer has adopted an organisation, management and control model, pursuant to It. Legislative Decree no. 231/2001. Regarding the subsidiaries of strategic importance, said model has been adopted by Quanta System s.p.a., ASA s.r.l. and Deka M.E.L.A. s.r.l..

The Issuer's current model is the result of the periodic review of the model initially approved and of its continuous updating in line with the evolution of the range of predicate offences, introduced from time to time by the legislator. With a view to preventing the commission of offences related in some way to the Issuer's business, taking into account its structure and the area in which it operates, the Board has decided to include in its 231 model the occupational health and safety section also valid for the purposes of Art. 30 of It. Law 81/09.

In addition to offences relating to health and safety at work, the Issuer's current model pursuant to It. Legislative Decree 231/2001 is aimed at the prevention of offences against the public administration, corporate crimes, market abuse, environmental crimes, transnational crimes, and receiving stolen goods, money laundering, and the use of money, goods or benefits of illicit origin.

The Supervisory Body is collective and composed of three members, one of whom is Paolo Caselli, standing statutory auditor.

At present, although the Issuer has envisaged in the Articles of Association the option of assigning this function to the Board of Statutory Auditors, it has deemed it more effective to maintain the current set-up of the Supervisory Body: one standing statutory auditor and one of the heads of *internal auditing*. The third member is a lawyer who is an expert in the field of It. Legislative Decree 231/2001.

## 9.5 AUDITOR

The audit of the accounts is entrusted, pursuant to Articles 13, 17 and 19 of It. Legislative Decree 39/2010, to an independent auditor registered in the specific CONSOB register: the Shareholders' Meeting of 4 June 2020 granted the mandate for the statutory audit of the financial statement for the financial year and the consolidated financial statement of the company for the financial years 2021-2029 to the firm EY s.p.a.

The mandate expires with the approval of the 2029 financial statement.

## 9.6 EXECUTIVE IN CHARGE AND OTHER CORPORATE ROLES AND FUNCTIONS

### *Executive officer responsible for the preparation of the financial statements*

The executive officer responsible for the preparation of the financial statements is Enrico Romagnoli, who is an executive of the Issuer's financial statement department and also acts as Investor Relator.

The executive in charge is appointed in accordance with the articles of association by the Board and, pursuant to Art. 20 G, must possess the requisites of integrity laid down by law for auditors and administrators as well as professional characteristics and requisites, both in terms of preparation and training and in terms of work experience accrued, adequate for the performance of the task entrusted to him.

The person responsible for the preparation of the financial statements has all the powers and means necessary for the proper performance of this function.

The principles and methods implemented by the executive in charge are described in detail in Annex 1.

### *Executive officer responsible for the preparation of the sustainability statement*

It should be noted that Art. 154-ter of the TUF envisages, for issuers subject to the sustainability reporting obligations set forth in the legislative decree adopted in implementation of Art. 13 of It. Law of 21 February 2024, no. 15, regarding the obligation of the delegated administrative bodies and the executive officer responsible for the preparation of the financial statements to attest that the sustainability reporting included in the Management Report has been prepared in accordance with the reporting standards applied pursuant to Directive 2013/34/EU of the European Parliament and of the Council of 26 June 2013, and the legislative decree adopted in implementation of Art. 13 of It. Law of 21 February 2024 no. 15 and with the specifications adopted pursuant to Art. 8(4) of Regulation (EU) 2020/852 of the European Parliament and of the Council of 18 June 2020.

This provision allows the attestation to be provided by an executive other than the executive officer responsible for the preparation of the financial statements, provided they possess specific expertise in sustainability reporting and are appointed, following the mandatory opinion of the control body, according to the methods and in compliance with the professional requirements provided for in the Articles of Association.

In this regard, the Issuer has availed itself of this option by appointing, subject to the favourable opinion of the Board of Statutory Auditors, Caterina Delibassis, formerly manager for sustainability, who has declared that she meets the requirements of honourableness laid down by law for statutory auditors and administrators and, in the opinion of the Board and the Board of Statutory Auditors, possesses the professional requisites, both in terms of preparation and training and in terms of work experience accrued, suitable for the performance of the task entrusted to her.

Regarding the necessary amendment to the Articles of Association, the 2025 Shareholders' Meeting proceeded with the integration of Art. 20 G of the Articles of Association.

## 9.7 COORDINATION BETWEEN THE SUBJECTS INVOLVED IN THE INTERNAL CONTROL AND RISK MANAGEMENT SYSTEM

In practice, as already stated and without repeating what has been illustrated in the Report, the Issuer ensures close coordination between the various subjects involved in the internal control and risk management system through the cross-appointment of members of one body as members of others, or through the constant participation of members of the other bodies involved in the control and risk management system in the work of the various subjects.

## 10.0 ADMINISTRATORS' INTERESTS AND TRANSACTIONS WITH RELATED PARTIES

With reference to transactions in which one of the administrators has an interest or to transactions with related parties—to be understood as those identified on the basis of Annex 3 of the CONSOB Related Parties Regulation—the Articles of Association specify (Art. 20) that prior approval by the Board is required for transactions of significant strategic, economic, equity and financial importance, with particular reference to transactions with related parties, those in which a board member holds an interest on their own behalf or on behalf of third parties, or those that are unusual or atypical.

Furthermore, the Board, in implementation of Art. 2391-*bis* of the It. Civil Code, adopted on 30 March 2007 a special procedure called "*Regulation governing transactions with related parties of El.En. s.p.a.*", also in compliance with the provisions of the CONSOB Related Parties Regulation.

This regulation is available on the Issuer's website [www.elengroup.com](http://www.elengroup.com) (<https://elengroup.com/it/investor-relations/documenti-societari.html>) and contains the rules governing the approval and execution of transactions carried out by the Issuer, either directly or through subsidiaries, with counterparties in relation to which the pre-existence of a shareholding link, an employment or professional relationship, or a close family tie could influence the conclusion, regulation and substance of the contractual relationship. This regulation formalised the intent—which the Issuer has always pursued—to ensure that the performance of transactions with related parties (this term also including transactions in which there is a correlation with an interest of the director or statutory auditor, whether on their own behalf or on behalf of third parties) takes place in full compliance with the criteria of transparency and both substantive and procedural fairness.

The Issuer and its administrators have always acted in accordance with the relevant provisions of the It. Civil Code (Articles 2391 and 2391-*bis* of the C.C.).

In addition, the Administrative and Management Procedures Manual, in force since 2000, includes a special procedure, also for the purposes of mapping the Issuer's related parties, for the control of relations with related parties and the existence of conflicts of interest involving administrative or supervisory bodies.

It stipulates that the internal control officer/internal auditor shall, at least once every six months, verify, by interviewing the members of the Board of directors and the Board of statutory auditors, whether additional related parties have been identified, as well as the existence of situations giving rise to conflicts of interest.

In concrete terms, this survey is carried out by means of a written interview consisting of a questionnaire that is filled out and signed by the aforementioned persons and kept on file by the person in charge of internal control/internal auditor.

The procedure approved by the Board contains the criteria for the identification of transactions that must be approved by the Board after consulting the Control and Risk Committee.

In addition to the provision of the Articles of Association on the matter (Art. 20 E) and the internal regulation by virtue of which, in particular, the managing directors are required—pursuant to the aforementioned Art. 20 E—to promptly highlight, for the purpose of the required prior approval, transactions in potential conflict of interest, those with related counterparties, as well as those that are atypical or unusual with respect to normal business management, the Board had originally provided that a board member holding an interest on their own behalf or on behalf of third parties in a specific transaction should provide prior information to the meeting called to resolve on the matter and withdraw from said meeting.

The *Internal regulation for transactions with related parties* was supplemented by reproducing certain provisions of the CONSOB Related Parties Regulation therein—replacing simple references—in order to facilitate the reading and reconstruction of the operational framework, as well as to regulate equivalent safeguards in detail and to refine the provisions of Art. 6 in relation to resolutions concerning transactions in which there is a correlation arising from an interest of the director or statutory auditor. In this regard, the obligation to withdraw/abstain from the resolution was replaced by the power of independent administrators to request a postponement of the meeting and the resolution to obtain further information.

During 2021, the Board proceeded to integrate and amend the Regulation of El.En. s.p.a. for transactions with related parties following the amendments introduced to CONSOB Regulation 17221/2010 by CONSOB Resolution of 10 December 2020, no. 21624 issued for the purpose of the transposition of Directive (EU) 2017/828 – known as the *Shareholder Rights Directive 2* (“SHRD 2”) – amending Directive 2007/36/EC as regards the encouragement of long-term shareholder engagement, by CONSOB, in implementation of the regulatory mandate contained in Art. 2391-*bis* of the C.C., as expanded by It. Legislative Decree 49/2019.

Overall, the Italian regulation on transactions with related parties was already substantially consistent with SHRD 2 regarding approval procedures, disclosure obligations for transactions and certain cases of exemption identified therein. The regulatory changes in the latest CONSOB intervention were therefore intended to pursue complete alignment of the regulatory text with the Directive and, based on the application experience gained by CONSOB since 2011 in its supervisory activity on the matter, certain further interventions aimed at clarifying procedural steps in the approval process for transactions with related parties and specifying definitional and application aspects of the regulation.

The regulatory solutions adopted aim at the same time to maintain the flexibility aspects already provided for in the previously adopted regulation and to preserve, where possible, an established consolidated discipline of application by operators.

Essentially, therefore, the Council approved the proposed amendments to El.En.'s internal regulation for transactions with related parties in order to bring them in line with the new regulatory framework, taking into account that the Italian

regulatory framework was already ripe with reference to the transposition of the European regulations and that it was therefore a fine-tuning intervention on internal procedures that El.En. had already adopted at the end of 2010. The proposed amendments to the *Regulation governing transactions with related parties of El.En. s.p.a.* in 2021 concerned:

- a) the reformulation of the definition of a related party: the Directive and therefore CONSOB refer to the definition of a related party contained in the international accounting standards in force at the time;
- b) the obligation for the director involved in the transaction to abstain from voting: a provision that El.En. had already implemented, which was then amended in 2019. This provision was re-inserted in line with the new legislation with reference to all transactions, including those of minor significance, in which an administrator has an interest in the transaction, on their own behalf or on behalf of third parties, in conflict with that of the company;
- c) approval procedures: the reservation of the power to resolve to the administrative body for transactions of major significance was introduced. This intervention is also in line with the core principle of the Code, namely the central role of the Board of Directors in strategic decisions and in the approval of transactions with significant economic, equity or financial importance. Furthermore, in relation to the procedures, the following were specified—in continuity with the application practice already followed by El.En.: (i) the express provision of the duty of the committee of independent administrators to verify in advance the independence of any expert selected and qualified as independent; (ii) the timeliness of the involvement of the committee of independent administrators in the negotiation and fact-finding phase of a transaction of greater significance; (iii) the express provision of the obligation to attach the opinion of the committee of independent administrators to the minutes of the meetings of said committee;
- d) cases of exemption: some minor amendments relating to:
  - the) exempt small-amount transactions: the small amount was confirmed as EUR 100.000,00 (one hundred thousand/00);
  - ii) ordinary transactions, including those of greater significance, at market or standard conditions: the obligation for an annual verification by the control and risk committee of the exempt transactions of greater significance and the regulation of the relative information flow was introduced.

Finally, the *Regulation governing transactions with related parties of El.En. s.p.a.* was last revised in 2023 following the exceeding of the then-current “small-sized company” parameters referred to in Art. 3, paragraph 1, letter f) of the aforementioned CONSOB Regulation.

The proposed amendments—given that in the previous version all transactions subject to said regulation were already examined in advance by the committee for transactions with related parties (“RPT Committee”)—concerned:

- a) the provision that, in the event of transactions of greater significance, the RPT Committee shall be constituted and resolve with the presence of Independent and non-related board members;
- b) the provision of reinforced equivalent safeguards in the event of transactions of greater significance, with the assignment of the power to issue the opinion in the last instance to the full Board of Statutory Auditors instead of the chairman of the control body alone;
- c) the reorganisation of the content with the separation into two distinct articles of the procedure for issuing and the validity of the prior opinion of the RPT Committee and its effects, differentiating between transactions of minor and greater significance.

Despite the fact that the capitalisation threshold for SME qualification was amended during 2024—by Art. 2 of It. Law no. 21 of 5 March 2024—from 500 million to 1 billion euros, the Company did not consider it necessary to make any changes to its Regulation on transactions with related parties, thus maintaining the 2023 framework.

As already mentioned, the Company has set up a committee for transactions with related parties; it is incorporated into the Control and Risk Committee.

Therefore please refer to paragraph 9.2. on the composition, functions and activities performed during the financial year. In particular, of the meetings held by the Control and Risk Committee, two—on 10 February and 17 June—were specifically and exclusively dedicated to transactions with related parties. The Committee was also called upon to express its opinion on the matter, among others, at the meeting of 14 November.

## 11.0 BOARD OF STATUTORY AUDITORS

### 11.1 APPOINTMENT AND REPLACEMENT

In accordance with the provisions of Art. 144-*sexies* of the CONSOB Issuers' Regulation, as well as Art. 148, paragraph 2, of the TUF as most recently amended by It. Legislative Decree 27/2010, and the legislation on gender balance as per It. Law of 12 July 2011, no. 120, Art. 25 of the Articles of Association provides for the following appointment procedure.

*“Art. 25 – Board of Statutory Auditors (...omitted...) The following procedure shall be observed for the appointment of the members of the Board of Statutory Auditors. Shareholders intending to propose candidates for appointment as Statutory Auditor must file at the registered office at least twenty-five days prior to the date set for the ordinary Shareholders' Meeting on first call:*

- a) a slate containing the names listed in progressive order and divided into two sections: one of candidates for standing statutory auditor, the other for alternate auditor.*
- b) together with the slate, an exhaustive description of the professional profile of the persons designated for the office, providing adequate reasoning for the proposals as well as a curriculum vitae for each candidate;*
- c) together with the slate, a declaration by which each individual candidate accepts their candidacy and attests, under their own responsibility, the absence of any grounds for ineligibility and incompatibility, as well as the existence of the requirements prescribed by the applicable regulations and the Articles of Association for the respective offices;*
- d) together with the slate, a declaration by shareholders other than those holding, even jointly, a controlling equity investment or a relative majority shareholding, attesting to the absence of the links provided for by Art. 144-*quinquies* of CONSOB Regulation 11971/1999 with the latter.*

*The slates must indicate the identification list of the shareholders, or the name of the shareholder, submitting the slate, with a full indication of their personal details and the percentage of share capital held individually and collectively.*

*Slates containing a number of candidates not lower than three must be formed in compliance with the regulatory provisions regarding gender balance.*

*Each Shareholder may present or take part in presenting just one list and each candidate may be presented in just one list, penalty the person's ineligibility.*

*Only Shareholders who, alone or together with other Shareholders, represent the shareholding in the share capital in the measure established by Art. 147-*ter* of It. Legislative Decree of 24 February 1998, no. 58, or in the measure, even if higher, established by CONSOB by regulation taking into account the capitalisation, free float and ownership structure of listed companies, are entitled to submit slates.*

*Ownership of the minimum equity investment needed to present lists is decided considering shares registered to shareholders on the day on which the lists are deposited with the company. The relative certification must, in any case, be produced at least twenty-one days prior to the date set for the ordinary Shareholders' Meeting on first call.*

*Statutory Auditors are appointed by the ordinary Shareholders' Meeting based on the slates submitted by Shareholders in which the candidates are listed by means of a progressive number. Each Shareholder entitled to vote may vote for only one slate.*

*In the event that, by the expiry date of the term provided above for the submission of slates, only one slate has been filed, or only slates submitted by shareholders who, based on the provisions of paragraph 4 of Art. 144-*sexies* of CONSOB Regulation 11971/1999, are linked to each other pursuant to Art. 144-*quinquies* of CONSOB Regulation 11971/1999, slates may be submitted until the fifth day following such date. In this case, the shareholding thresholds provided above for the submission of slates are reduced by half.*

*If several slates have been presented, the following procedure applies to elect the members of the Board of Statutory Auditors:*

- a) the votes obtained by each slate will be divided by one, two, three, etc., based on the progressive number attributed to candidates being elected;*
- b) the votes obtained will be progressively assigned to the candidates of each slate in the order set and will be included in a single decreasing ranking;*
- c) those who obtain the highest quotients will be elected.*

*At least one standing Statutory Auditor must always be drawn from the minority slate that obtained the highest number of votes. Therefore, in the event that the three highest quotients are obtained by candidates all belonging to majority slates, the last standing Statutory Auditor to be elected shall in any case be drawn from the minority slate that obtained the highest number of votes, even if they obtained a lower quotient than the majority candidate with the third highest quotient.*

*In the event that candidates obtain the same quotient, the candidate of the slate that has not yet elected any Auditor shall be elected or, in the event that all slates have elected the same number of Auditors, the candidate of the slate that obtained the highest number of votes shall be elected. In the event of a tie in slate votes and still with an equal quotient, a new vote shall be held by the entire ordinary Shareholders' Meeting, with the candidate obtaining a simple majority of votes being elected.*

*The chairmanship of the Board of Statutory Auditors belongs to the Statutory Auditor elected first on the minority slate that obtained the highest number of votes or, in the absence of a minority slate, to the standing Statutory Auditor elected first on the slate that obtained the highest number of votes. In the event of the replacement of a standing Statutory Auditor, the Alternate Auditor belonging to the same slate as the person to be replaced shall take over.*

*If no slate is submitted within the indicated time frames, the Shareholders' Meeting shall resolve by relative majority of the Shareholders present at the meeting.*

*In the event that only one slate is submitted, the Statutory Auditors and their alternates shall be elected from said slate in the order of listing.*

*Where no minority slate receives votes, the integration of the Board of Statutory Auditors shall take place by resolution passed by relative majority of the Shareholders present at the meeting.*

*The composition of the elected body must, in any case, ensure balance between the represented genders pursuant to Art. 148, paragraph 1-bis, of It. Legislative Decree of 24 February 1998, no. 58.*

*The appointment of Statutory Auditors to integrate the Board pursuant to Art. 2401 of the C.C. is carried out by the Shareholders' Meeting by relative majority.*

*In any case of termination of office of one or more members of the control body, the designation or appointment of new members shall take place in compliance with the provisions in force regarding balance between represented genders."*

The Company is not subject to any further sector-specific regulations.

## **11.2 COMPOSITION AND FUNCTIONING (pursuant to Art. 123-bis, para. 2, letter d) and d-bis), of the TUF)**

The Board of Statutory Auditors is the body which, by virtue of legal, regulatory and statutory provisions, is responsible for supervising compliance with the law, the articles of association and correct administration principles, the adequacy of the Issuer's organisation structure for its areas of competence, the internal control system and the administrative-accounting system adopted by the Issuer, and their actual functioning. The Board of Statutory Auditors also supervises the matters provided for in Art. 19 of It. Legislative Decree of 27 January 2010, no. 39 as well as the concrete implementation of the corporate governance rules provided for in the Code, compliance with CONSOB provisions and the concrete implementation of corporate procedures concerning related parties.

Lastly, this body is responsible for supervising the adequacy of the instructions given to the subsidiaries so that they provide all the information necessary to fulfil their statutory reporting obligations.

In accordance with the provisions of the Articles of Association, where required by the Board, the Board of Statutory Auditors performs the functions of the supervisory body under Art. 6 of It. Legislative Decree of 8 June 2001, no. 231.

By express provision of the Articles of Association, the auditors must meet the legal requirements, and thus also the independence requirements of Art. 148 of the TUF.

They also act with autonomy and independence vis-à-vis the shareholders who elected them.

The current Board of Statutory Auditors that was elected by resolution of the Ordinary Shareholders' Meeting of 29 April 2025 for the financial years 2025-2027, will expire with the approval of the financial statement for the financial year ending 31 December 2027.

As at 31 December 2025, the Board of Statutory Auditors was composed as follows: Carlo Carrera, President; Paolo Caselli, standing Statutory Auditor; Rita Pelagotti, standing Statutory Auditor; Elisa Raoli and Gino Manfredi, alternate auditors.

The President of the Board of Statutory Auditors Carlo Carrera and the Alternate auditor Alessandra Pederzoli were elected from the only minority slate presented.

The composition of the current Board comes, as mentioned, from two slates:

a) the first (Slate 1) submitted by Andrea Cangioli, a natural person representing 14,732% of the share capital containing the following candidates:

Section one – Statutory Auditors

- Caselli Paolo;
- Pelagotti Rita;
- Bufalini Manfredi;

Section two – Alternate auditors

- Manfredi Gino;
- Moroni Daniela;

b) the second (Slate 2) presented jointly by a group of shareholders jointly representing 3,46739% of the share capital and comprising the following:

Section one – Standing Statutory Auditor

- Carlo Carrera;

Section two – Alternate auditor

- Elisa Raoli.

The election took place with the favourable vote of 61.910.782 ordinary shares equal to 77,256% of the share capital divided between the two slates submitted as follows:

#### Appointment of the Board of Statutory Auditors

	No. of SHAREHOLDERS (IN PERSON OR BY PROXY)	No. of SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARES ADMITTED TO VOTE	% OF ORDINARY SHARE CAPITAL
SLATE 1	17	41.957.077	67,768667	67,768667	52,357077
SLATE 2	195	19.953.705	32,229033	32,229033	24,899677
Against	0	0	0,000000	0,000000	0,000000
Abstentions	1	1.424	0,002300	0,002300	0,001777
Non-voters	0	0	0,000000	0,000000	0,000000
<b>Total</b>	<b>213</b>	<b>61.912.206</b>	<b>100,000000</b>	<b>100,000000</b>	<b>77,258532</b>
Not counted	0	0	0,000000	0,000000	0,000000

..  
In compliance with the provisions of Art. 25 of the Articles of Association, two statutory auditors (Paolo Caselli and Rita Pelagotti) and one alternate auditor (Gino Manfredi) were elected from Slate no. 1, the President of the Board of Statutory Auditors (Carlo Carrera) and an Alternate Auditor (Alessandra Pederzoli) from Slate no. 2. The slates submitted were not connected in any way.

For the professional profiles and personal characteristics, please refer to the CVs published on the Company's website [www.elengroup.com](https://elengroup.com/it/investor-relations/documenti-assembleari.html) (<https://elengroup.com/it/investor-relations/documenti-assembleari.html>).

The Board of Statutory Auditors as at 31 December 2025 consists of three statutory auditors and two alternate auditors:

Name	Office	Domicile	Place and date of birth
Carlo Carrera	President	Milan, Corso XXII Marzo, 38	Turin on 13 June 1968
Paolo Caselli	standing Statutory Auditor	Florence, Viale F.lli Rosselli, 8	Florence, 14 April 1966
Rita Pelagotti	standing Statutory Auditor	Florence, Via Francesco Corteccia 28/2	Florence on 6 December 1956
Gino Manfredi	Alternate auditor	Florence, Viale Segni, 1/3 Florence	Borgo San Lorenzo (FI) on 26 April 1963
Elisa Raoli	Alternate Auditor	Terni, Via Aleardi, 2	Anagni, 3 September 1982

The average duration of the Board meetings was 80,26 minutes.

Nineteen (19) meetings were held during the financial year.

With regards to the current financial year, the Board of Statutory Auditors has already met twice (9 January, 3 February) and has scheduled a further 10 meetings.

Concerning the actual participation of its members, see Table 4, attached.

The Issuer constantly makes its staff and the resources that said body deems useful from time to time available to the Board for the purpose of performing the functions provided for by the current Art. 25 of the Articles of Association.

The Board has always actively participated in the meetings and activities of the Audit and Risk Committee in its various functions (internal control, transactions with related parties and sustainability) and cooperates with the head of the internal auditing function.

The standing member Paolo Caselli, moreover, by virtue of a resolution passed by the Board on 31 March 2008, then confirmed at each renewal of the Board of Statutory Auditors and most recently on 15 May 2025, is the chairman of the supervisory body pursuant to It. Legislative Decree 231/2001.

Furthermore, the reporting activities of the internal auditor and the executive in charge are carried out before an internal control committee in a broad sense, comprising the Control and Risk Management Committee and the Internal Control Committee pursuant to the aforementioned Legislative Decree 39.

As at 31 December 2025, the following members of the Company's Board of Statutory Auditors were also members of the supervisory bodies of the following subsidiaries:

Name and Surname	Activity
Paolo Caselli	- Sole statutory auditor of Deka M.E.L.A. s.r.l. - President of the Board of Statutory Auditors of Lasit s.p.a. - Standing statutory auditor of Quanta System s.p.a.

	- Standing statutory auditor of Cutlite Penta s.p.a.
Rita Pelagotti	- Alternate auditor of Lasit s.p.a. - Alternate auditor of Cutlite Penta s.p.a.

### **Diversity criteria and policies** (Rec. 8)

In addition to the general remarks on the Composition and Diversity Policy in paragraph 4.2., it should be added that the formalisation of policies relating to the composition of the control body is heavily influenced by the detailed regulations governing this area.

Therefore, in the Composition and Diversity Policy document adopted by the Issuer, the Company limited itself to referring to the essential features of the legislation.

Regarding the quantitative composition, in accordance with the provisions of the law and Art. 25 of the Articles of Association, the Board of Statutory Auditors consists of five members: three standing statutory auditors, one of whom is the chairman, and two alternate auditors.

As regards its qualitative composition, the Board of Statutory Auditors is composed of persons with the requirements of honour, professionalism, competence and independence laid down by law.

In the Issuer's case, since the Board of Statutory Auditors identifies itself as the "Internal Control and Audit Committee" pursuant to Art. 19 of It. Legislative Decree 39/2010 (as amended by It. Legislative Decree 135/2016), the members of the Board must be, as a whole competent in the sector in which the Company operates.

Furthermore, the members must be diversified in terms of gender — in the sense that at least one-third of the members must belong to the less-represented gender (Art. 148, paragraph 1-*bis*, of the TUF) — age, and educational and professional background, in order to ensure a diverse vision and approach to control issues and the appropriate skills to ensure the correct performance of the functions assigned to it.

As regards the limit on the accumulation of offices, the company complies with CONSOB regulations, Art.144-*terdecies*, CONSOB Issuers' Regulations, issued in implementation of Art.148-*bis*, of the TUF. In fact, the Articles of Association envisage a limit to the accumulation of offices, pursuant to Art. 148-*bis* of the TUF, providing as a cause for ineligibility and forfeiture for candidates or elected auditors who hold the office of standing statutory auditor in more than five listed companies, as well as for those in situations of incompatibility or who exceed the maximum limit provided for by the CONSOB Issuers' Regulation (Arts. 144-*duodecies* et seq.).

The methods for implementing the El.En. Composition and Diversity Policy consist of expressing to the shareholders, upon the appointment of the administrative and control bodies, guidelines consistent with this policy and in verifying compliance with it in terms of composition and functioning at the time of election and then, cyclically, from year to year when assessing the independence requirements of the Board.

In relation to the Board of Statutory Auditors, as the end of its term approaches, it brings to the attention of the shareholders called upon to resolve on the new control body certain considerations and reflections aimed at (a) framing the complexity of the assignment in terms of time commitment, study and the assumption of the resulting responsibilities, (b) optimising the qualitative-quantitative composition of the Control Body to be appointed for the purpose of efficient and effective planning of activities and performance of its duties, and (c) allowing for balanced evaluations regarding the adequacy of the remuneration recognised for the performance of the assignment. On the occasion of the election of the current Board of Statutory Auditors, the guidelines expressed by the outgoing Board of Statutory Auditors were published on 3 March.

Regarding the verification of the achievement of objectives, the assessment is made with regard to the results of both the Issuer and the Group when examining the degree of achievement of the objectives at the time of approval of the final calculation of the incentive remuneration due to the recipient administrators and the general manager.

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### **Independence** (Rec. 9 and 10)

The Board of Statutory Auditors:

- verified the independence of its members at the first available opportunity after appointment (8 May), assessing possession of the independence requirements referred to in Art. 148, paragraph 3, of the TUF (Art. 144-*novies*, paragraph 1-*bis*, of the Issuers' Regulation); the Board acknowledged the declaration of possession of the requirements upon acceptance of the candidacy;
- the outgoing Board verified during the financial year (27 February) the continued possession of the independence requirements by its members and transmitted the results of these verifications to the Board, which acknowledged them in the minutes of 13 March and in the press release issued on the same date;
- in making the above assessments, it applied the criteria set out in the Code with regard to the independence of administrators. In particular, with reference to the duration of office, the Board considered that the fact that two of them have held their respective offices in El.En. s.p.a. for over nine years does not in itself constitute a relationship such as to

affect independence, in the absence of other significant relationships or links among those listed in Art. 148, paragraph 3, of the aforementioned It. Legislative Decree 58/98 and in Rec. 7.

Therefore, the verifications were successful, and this was communicated to the Issuer's Board, which acknowledged it during the board meeting of 15 March.

The Board of Statutory Auditors elected by the Shareholders' Meeting of 29 April, referring—in addition to the Articles of Association and the legislation—to the qualitative and quantitative criteria adopted by the Company in relation to the assessment of the independence of administrators:

- pre-defined at the meeting of 8 May, at the beginning of its mandate, the quantitative and qualitative criteria for assessing the significance of relevant circumstances pursuant to the Code for the purposes of assessing the independence of each member (Recommendation 7, as referred to by Recommendation 9), namely, in addition to those provided for by the Articles of Association and the legislation:

- regarding Recommendation 7 letter c) of the Code, that a commercial, financial or professional relationship is significant to the extent that it is such pursuant to and for the purposes of the provisions of the El.En. S.p.a. regulation for transactions with related parties:

- regarding Recommendation 7 letter d) of the Code, that additional remuneration over and above the fixed remuneration for the office and the remuneration for any positions held in other supervisory bodies of the same Company or its subsidiaries, is significant if it exceeds 30% of the total remuneration received for the offices.

- at the same meeting of 8 May, it assessed the independence of the individual members, giving an account of it to the Board, which then took note of it at the meeting of 15 May, specifying the evaluation criteria applied concretely

- upon the occurrence of relevant circumstances for the purposes of independence and in any case at least once a year, it assesses the continued possession of the independence requirements by the members of the Board of Statutory Auditors (Recommendation 6 as referred to by Recommendation 9); and

- in performing the above assessments, it takes into consideration all information made available by each member of the Board of Statutory Auditors (Recommendation 9), evaluating all circumstances that appear to compromise independence as identified by the TUF and the Code (Recommendation 6, as referred to by Recommendation 9) and applying (among others) all the criteria provided for by the Code with reference to the independence of administrators (Recommendation 7, as referred to by Recommendation 9).

Upon the appointment of the current Board, the Board of Directors announced the continued possession by the members of the independence requirements declared at the time of acceptance of their candidacy and subsequently, on 15 May 2025, the outcome of the independence assessments received from the Board of Statutory Auditors by means of a press release disseminated to the market.

Regarding any initiatives undertaken by the Chairman of the Board for the induction programme, as already stated, the members of the Board of Statutory Auditors all possess technical-regulatory training and experience. One of them has been involved in internal control activities since the inception of such activities within the Issuer.

In order to introduce the President of the Board of Statutory Auditors elected from the so-called minority slate to the activities of the Company and the Group and to the regulatory context in which it operates, since June, several induction programme initiatives have been undertaken involving the various corporate bodies and functions. In particular, visits were organised to all departments of the Issuer, interviews were held with the managing directors, the general manager and the main corporate functions. In addition, during both board and committee meetings, briefing sessions were held on the activities performed by the various bodies, on corporate dynamics and on the internal regulations and procedures in force.

Furthermore, during the Financial Year, the entire Board of Statutory Auditors attended the meetings of the Control and Risk Committee in its capacity as Sustainability Committee, thus taking part in the specific induction sessions already mentioned in the relevant paragraph of this Report, as well as the training session on 22 December regarding cybersecurity.

### **Remuneration**

With regard to the remuneration of the Board of Statutory Auditors, it was approved by the Shareholders' Meeting at the time of election as proposed by the Board and is commensurate with the commitment required, the importance of the role and the size and sectoral characteristics of the Issuer.

### **Management of interests**

An auditor who, on their own behalf or on behalf of third parties, has an interest in a specific transaction of the Issuer shall promptly and exhaustively inform the other auditors and the Chairman of the Board regarding the nature, terms, origin and scope of their interest and, pursuant to Art. 7 of the Internal Regulation for Transactions with Related Parties, the independent board members have the power to request a postponement of the meeting and the resolution to obtain further information.

As described in previous parts of this report, the Board of Statutory Auditors, in performing its activities, coordinated constantly with the internal audit function and with the Control and Risk Committee in all its functions, including as the committee for transactions with related parties and for sustainability, within the Board.

The Board of Statutory Auditors continued, among other things, to exercise its control regarding transactions with related parties, to actively participate—in the person of one of its standing members—in the Issuer's supervisory body pursuant to It. Legislative Decree 231/2001 and those of certain subsidiaries, and also performed the functions assigned to it by It. Legislative Decree 39/2010 regarding supervision of the activities of the independent auditor appointed by the Shareholders' Meeting of 4 June 2020.

### 11.3 ROLE

During the 2025 financial year, the Board of Statutory Auditors, also in its capacity as Internal Control and Audit Committee, carried out its activities in compliance with the provisions of the TUF, It. Legislative Decree no. 39/2010 and in accordance with the “Rules of Conduct for the Board of Statutory Auditors of listed companies” recommended by the CNDCEC (National Council of Chartered Accountants and Accounting Experts), as well as the provisions issued by CONSOB in Communication of 6 April 2001, as amended and supplemented by communication DEM/3021582 of 4 April 2003 and subsequently by communication DEM/6031329 of 7 April 2006, and the indications contained in the Corporate Governance Code.

During 2025, the Board of Statutory Auditors held — as mentioned in the previous paragraph — 19 meetings, the minutes of which were recorded in the relevant book, and maintained continuous relationships with the various corporate functions involved in the supervised activities; it also participated in the meetings of the corporate boards as well as those of the board committees appointed by the Company in accordance with the provisions of the Code.

The supervised activities, in addition to those implemented by the Company to ensure compliance with the applicable rules — including regulatory ones — included those relating to the process for drafting the (consolidated) financial statement, the reporting procedures from subsidiaries for the purposes of appropriate controls, and the rules governing relations with shareholders.

In addition to the general and recurring supervisory activities, during 2025, the Board performed several specific control activities, including the following.

The Board was called upon to express its opinion on the requests submitted by the independent auditor EY S.p.a. relating to the acceptance of certain “non-audit” assignments concerning the certification of research and development costs (It. Law 160/2019 and Transition 4.0 Decree of 26/05/2020) and expenditure for investment in capital goods (It. DL 124/2023 “Single SEZ”) incurred by certain Group companies; following the verifications performed, the board expressed a favourable opinion in all three cases submitted to it.

The Board expressed its favourable opinion on the designation of Caterina Delibassis as the Executive officer responsible for the preparation of the sustainability statement pursuant to the provisions of Art. 154-*bis*, paragraph 5-*ter*, of It. Legislative Decree no. 58/1998 (TUF)

The Board dedicated three meetings to meeting with the independent auditor EY S.p.a. in order to carry out an exhaustive exchange of information on the outcomes of their respective control activities, also pursuant to Art. 150 of the TUF; it also met with the Supervisory Body appointed by the Company pursuant to It. Legislative Decree 231/2001.

As usual, numerous activities were performed for the drafting of the annual report, prepared pursuant to the It. Civil Code and the TUF, and for compliance with the resulting and related requirements, such as the preparation of the CONSOB Summary Sheet (CONSOB Communication No. DEM/1025564 of 06/04/2001), during three meetings expressly dedicated to this activity.

The Board of Statutory Auditors fulfilled the periodic self-assessment regarding its own composition, independence and size, having regard to the Rules of Conduct for the Board of Statutory Auditors recommended by the CNDCEC regarding its self-assessment, and the periodic internal assessment process regarding the occurrence and continued possession of the suitability requirements of its members and the correctness and effectiveness of its own functioning, and the Code (Principle VIII, Recommendation 9). The self-assessment process took into account the subjective profiles of the individual members and of the body as a whole, such as quantitative composition, qualitative composition, independence, honourableness, professionalism, diversity, availability of time and remuneration, and was concluded with a positive outcome, resulting in compliance with the requirements of the regulations in force. The Board of Statutory Auditors also took note of the positive outcome of the assessments regarding the composition, size and functioning of the Board of

Directors and of the committees, with particular regard to the requirements for independent administrators and the determination of remuneration.

The Board of Statutory Auditors also monitored how the corporate governance rules laid down in the Code were implemented in practice.

The following specific control activities were also performed: (i) meetings with senior management to acquire information on the performance of activities with a focus on several matters such as: the valuation of equity investments in subsidiaries, the relationships (commercial, financial, etc.) between group companies, the definition of the disposal of the Chinese industrial sector; (ii) periodic meetings with the Internal Audit function in order to assess the work planning methods, based on the identification and assessment of the main risks present in the processes and organisational units; (iii) meetings with various responsible functions (Administration, Human Resources, IT, Finance, Legal, R&D, as further specified below) to acquire information on the performance of their respective activities; (iv) periodic monitoring of the status of third-party and intercompany receivables, with in-depth analysis of the relative valuation and the outcomes of the verifications performed by the independent auditor in this area; (v) requirements related to, prior to, following and resulting from the approval of the annual financial statement (notice of call of the shareholders' meeting and relative advertising requirements, compliance with the shareholders' meeting regulations, publication, transmission to the various supervisory bodies, filing before and after the shareholders' meeting, etc.); (vi) verification of the continued existence of adequate organisational structures both in relation to the control tools prepared and the resources employed in the various corporate sectors, with particular attention to the administrative sector and the IT tools used for bookkeeping and data processing aimed at preparing periodic financial reports; (vii) meetings with the Executive officer responsible for the preparation of the financial statements and with the Executive officer responsible for the preparation of the sustainability statement, aimed at supervising the activity performed by them pursuant to the applicable legislation; (viii) verification of the requirements for continued inclusion in the Euronext STAR segment (Borsa Italiana); (ix) compliance analysis in relation to the provisions of the CG Code as well as the recommendations referred to in the Letter from the Chairman of the Committee; (x) meetings with the legal department also for the purpose of acquiring information on the status of pending litigation and its evolution with reference to, among others, the civil case involving a Chinese subsidiary and the settlement, by a subsidiary, of the tax litigation arising in relation to disputes concerning the territoriality of the tax residence; (xi) analysis of the situation relating to the insurance coverage taken out by the Company; (xii) meeting with the HR manager for supervision of the adequate structure and acquisition of information on the functioning of the dedicated software, on the provision of mandatory training to employees, and on the composition of the workforce; (xiii) monitoring of the evolution of the legislation on sustainability matters and, also following meetings with the executive in charge of sustainability reporting, of the significant process of adaptation to the new legislation implemented by the Company; (xiv) meetings with the control bodies of the subsidiaries pursuant to paragraphs 1 and 2 of Art. 151 of the TUF, during which the Board of Statutory Auditors acquired information on significant events affecting the Group companies and on the internal control system.

For further information, please refer to the 2025 consolidated sustainability statement (paragraph “GOV 1 – Role of the administrative, management and supervisory bodies” and paragraph “GOV 2 – Information provided to and sustainability matters addressed by the undertaking’s administrative, management and supervisory bodies” within chapter “1. GENERAL INFORMATION”) published pursuant to It. Legislative Decree no. 125/2024 together with the management report on the Issuer's website at <https://elengroup.com/relazioni-bilanci/>; it is also available at [www.elengroup.com](http://www.elengroup.com) - section *Sustainability/Documents-Sustainability Statement*.

## 12.0 RELATIONS WITH SHAREHOLDERS AND OTHER RELEVANT STAKEHOLDERS

### Access to information

The Issuer has established two dedicated sections for shareholders on its website [www.elengroup.com](http://www.elengroup.com), which are easily identifiable and accessible.

The first contains all information about the Issuer that is relevant to its shareholders, so that they can exercise their rights in an informed manner.

This section bears the title “Investor Relations” and is accessible from the homepage of the Issuer's website (<https://elengroup.com/it>).

Enrico Romagnoli and the Managing Director, Andrea Cangioli, engineer, are identified as the persons in charge of managing relations with shareholders (“Investor Relators”).

Regarding further initiatives undertaken to ensure timely and easy access to information concerning the Issuer that is relevant to its shareholders, please refer to the following paragraph.

In keeping with the Issuer's organisational setup and structure, the Investor Relator structure strives to encourage the participation of shareholders in meetings and to facilitate the exercise of shareholders' rights, furthermore establishing an ongoing dialogue with them. The Board ensures the facilitated scheduling of the date, time and place — usually the headquarters — of the meeting and the timely fulfilment of all legal obligations relating to the methods of notice and communication of the notice of call, and the participation of shareholders in the meeting.

In accordance with the provisions of the Code, all directors administrators normally attend the meetings, and information and news concerning El.En. are communicated to shareholders on such occasions, always in compliance with the regulations relating to price sensitive information.

The Chairman of the Board and the managing directors have jointly identified one of the employees, Enrico Romagnoli, and the managing director, Andrea Cangioli, as the persons responsible for relations with institutional investors and other shareholders. The *Investor Relator* Division is part of a corporate structure, consisting of employees, responsible for processing accounting, administrative and financial documents and information.

In compliance with the procedure on the disclosure of documents and information concerning El.En., the division in question has the task of taking care of the dialogue with shareholders and institutional investors and the provision of the appropriate documentation in awareness of the protection of and compliance with the law and “*Regulation for processing the corporate information of El.En. S.p.a.*”, especially with regard to inside information.

The second section is dedicated to sustainability and is also accessible from the homepage of the Issuer's website (<https://elengroup.com/it>). It contains all the published documentation and relevant news regarding the activities carried out by the Company and the Group in this area.

### Dialogue with shareholders and other relevant stakeholders (Art. 1 Rec. 3)

The *Investor Relations* section includes a sub-section dedicated to shareholders accessible via the path */Governance/ Dialogo con gli azionisti* also from the homepage [www.elengroup.com](http://www.elengroup.com).

It contains the document approved by the Board on 12 November 2021, at the proposal of the chairman, consisting of the formalisation of the policy for the management of the dialogue with all shareholders (Rec. 3).

The purpose of the proposed policy is to facilitate the dialogue between El.En. and its shareholders, investors and other *stakeholders*, by fostering understanding of the company's corporate objectives and the industrial group it leads on the part of the corporate structure and the market, and by promoting communication aimed at aligning the various interests with a view to the pursuit of sustainable success.

The manner in which dialogue is managed and information is communicated complies with the “*Regulation for processing the corporate information of El.En. S.p.a.*”, in compliance with the provisions of Reg. (EU) of 16 April 2014 no. 596 and It. Legislative Decree of 24 February 1998, no. 58 and its implementing regulations.

The dialogue policy is published on the Issuer's website (<https://elengroup.com/it/politica-azionisti>).

During the financial year, the dialogue with the shareholders took place as usual, through numerous meetings and telephone conversations. The meetings were both collective and individual. Collective meetings are usually organised by the Company's specialist, the press agency or by Borsa Italiana. As part of the collective meetings, visits to the Company's plants are also organised. Individual meetings usually concern potential investors or analysts and take place at their instigation.

Furthermore, following each Board meeting that approves financial data or transactions of particular significance, a conference call is held by the Managing Director and the Investor Relators with the financial community.

The Chairman ensures that the Board is informed in any case, within the first available meeting, on the development and significant contents of the dialogue with all shareholders (Recommendation 3).

For more detailed information on stakeholders, please refer to the 2025 Consolidated Sustainability Statement (section "SBM 2 - Stakeholders' interests and opinions" in chapter "1. GENERAL INFORMATION") published pursuant to It. Legislative Decree no. 125/2024 together with the management report on the Issuer's website at <https://elengroup.com/relazioni-bilanci/>; it is also available at [www.elengroup.com](http://www.elengroup.com) - section *Sustainability/Documents-Sustainability Statement*.

## **13.0 SHAREHOLDERS' MEETINGS (pursuant to Art. 123-bis, paragraph 2, letter c), of the TUF)**

The Shareholders' Meeting is governed by Title III of the Articles of Association (Arts. 11-18) which, in accordance with the provisions of the law and regulations, governs its powers, functioning, methods of convocation, quorum requirements, attendance at the meeting, etc., and which are set out below in the version updated as at 31 December 2014.

### **“Article 11**

#### **Shareholders' Meeting**

*The Shareholders' Meeting, legally constituted, represents the entire body of Shareholders and its resolutions, passed in accordance with the law and the Articles of Association, are binding on all Shareholders even if they did not attend or dissented.*

*The Shareholders' Meeting may be ordinary or extraordinary and may also be held on second and third call.*

*The ordinary Shareholders' Meeting must be convened at least once a year to approve the financial statement for the financial year within the time frames set by law. It may be convened within one hundred and eighty days of the close of the financial year for those financial years in respect of which the company is required to prepare consolidated financial statement and when particular motivated needs relating to the structure and the purpose of the company so require.*

*The Shareholders' Meeting is also convened whenever the administrative body deems it appropriate, or when a formal request is made by persons entitled by law, or on the initiative of the Board of Statutory Auditors, or part thereof, according to the methods provided for by Art. 25 of these Articles of Association.*

### **Article 12**

#### **Place of the meeting**

*Meetings are held at the Company's headquarters or another place indicated in the notice of call, provided it is in Italy.*

### **Article 13**

#### **Notice of call**

*The Shareholders' Meeting is normally convened by the Administrative Body, in compliance with the relevant regulatory provisions, by means of a notice to be published, within the terms of the law, on the company's website and in the daily newspaper ITALIA OGGI (except in cases where the law provides otherwise).*

*The notice must indicate the day, time and place of the meeting, the list of items to be discussed and the other information provided for by regulatory provisions.*

*A single notice may contain the dates of the first, second and third call.*

### **Article 14**

#### **Attendance at the Shareholders' Meeting**

*Attendance at Shareholders' Meetings is governed by the laws and regulations in force on the matter.*

*Shareholders entitled to vote may attend the Meeting, provided that, and for the number of shares which they have deposited within the time frames and in accordance with the methods provided for by law.*

*A Shareholder entitled to attend the Meeting, without prejudice to the mandatory provisions regarding proxy voting provided for by It. Legislative Decree of 24 February 1998 no. 58 and other applicable provisions, may be represented by granting a written proxy. The written and digitally signed proxy must be sent to the company by certified electronic mail.*

*The Board of Directors of the Company may provide in the notice of call of each Shareholders' Meeting that attendance at the Meeting and the exercise of voting rights take place exclusively through the representative appointed by the company pursuant to Art. 135-undecies of It. Legislative Decree of 24 February 1998, no. 58.*

### **Article 15**

#### **Chairmanship of the Shareholders' Meeting**

*The Meeting is chaired by the Chairman of the Board of Directors or, in the event of his/her absence or impediment, by the Vice-Chairman; failing this, by the person elected by a majority of the votes per head of the Shareholders present.*

*The Meeting elects a Secretary, also who may be a non-Shareholder and, if deemed necessary, two Scrutineers.*

*The assistance of a Secretary is not needed when the minutes are drawn up by a Notary Public.*

*The Chairman of the Meeting is responsible for verifying the regularity of the constitution of the meeting and ascertaining the identity and entitlement of those present. Once this has been established, the validity of the constitution of the Meeting cannot be invalidated by the fact that some of those present leave the meeting.*

*The Chairman is also responsible for regulating the proceedings of the Meeting, directing and moderating the discussions, possibly setting time limits for each intervention, determining the methods and order of voting, as well as ascertaining the results, all in full compliance with any regulation which, prepared by the Board of Directors and approved by the ordinary Shareholders' Meeting, may govern the orderly and functional conduct of the same in both ordinary and extraordinary sessions.*

### **Article 16**

#### **Minutes**

*The resolutions of the Meeting must be recorded in minutes, signed by the Chairman, the Secretary or the Notary and, where applicable, the Scrutineers.*

In the cases provided for by law and, furthermore, when the Chairman of the Meeting deems it appropriate, the minutes are drafted by a Notary Public.

#### **Article 17**

##### **Ordinary Shareholders' Meeting**

The ordinary Shareholders' Meeting, on first call, is duly constituted with the attendance of as many Shareholders as represent at least half of the share capital calculated in accordance with Art. 2368, paragraph 1, of the C.C.; It resolves by absolute majority.

On second call, the ordinary Shareholders' Meeting, whatever the part of the share capital represented, resolves by absolute majority of those present on the matters that should have been discussed at the first call. For the appointment of the Board of Statutory Auditors, the provisions of Art. 25 of these Articles of Association shall also be observed. Postal voting is permitted in accordance with the provisions of the law and relevant regulations.

#### **Article 18**

##### **Extraordinary Shareholders' Meeting**

The extraordinary Shareholders' Meeting is duly constituted, on first and second call, with the participation of as many Shareholders as represent the part of the capital indicated in Arts. 2368, second paragraph and 2369, third paragraph of the C.C., respectively. On third call, the Meeting is duly constituted with the presence of as many Shareholders as represent at least one-fifth of the share capital. It resolves, on first, second and third call, with the favourable vote of at least two-thirds of the share capital represented at the Meeting."

Since 2000, the company's Articles of Association have allowed shareholders to vote by correspondence on ordinary matters.

Notices of call for the Shareholders' Meeting and any courtesy communications regarding the actual date of the meeting are published in accordance with the law, including on the company's website and, where requested and permitted, also in extract form in a newspaper with wide national circulation (currently ITALIA OGGI).

The 2024 Shareholders' Meeting approved the introduction into Art. 14 of the Articles of Association of the Board's power to establish from time to time that attendance at the Meeting and the exercise of voting rights take place exclusively through the representative appointed by the company pursuant to Art. 135-undecies of the TUF.

To date, none of the Issuer's major shareholders have submitted proposals to the Shareholders' Meeting regarding items on which a specific proposal had not been formulated by the administrators.

The Chairman of the Board, who, unless prevented from doing so, presides over the meeting, proceeds to explain at length the proposals and items on the agenda of the meeting and to ensure that the Meeting is conducted in an orderly and functional manner.

In this regard, the Shareholders' Meeting on 15 May 2007 approved the Shareholders' Meeting Regulations prepared by the Board (Criterion 9.C.3) as amended on 13 May 2011 in the part relating to attendance at the Shareholders' Meeting. In fact, it became necessary to also revise the regulations of the Shareholders' Meeting in light of the amendment to Art. 14 of the Articles of Association, approved by the Shareholders' Meeting held on 28 October 2010, which came about as a result of the innovations made by the legislator with It. Legislative Decree of 27 January 2010, no. 27 in relation to Art. 2370 of the C.C. regarding the right to attend the Meeting and exercise voting rights, and the introduction of Art. 83-sexies of the TUF, which provides for the so-called record date.

The regulation of the Shareholders' Meeting of El.En. s.p.a., set out below, is available on the website [www.elengroup.com](http://www.elengroup.com) in the sect. "Governance/Articles of Association and Regulations"

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### **"REGULATION FOR THE SHAREHOLDERS' MEETING OF EL.EN S.P.A.**

#### **Art. 1 - Object and scope of application**

This regulation governs the orderly and functional conduct of the Shareholders' Meeting of El.En. s.p.a. ("Company") in both ordinary and extraordinary sessions.

It is available for consultation by shareholders at the headquarters and on the website ([www.elen.it](http://www.elen.it) investor relations section) of the Company, as well as from time to time at the place of the shareholders' meeting.

#### **Art. 2 - Place and chairmanship of the Shareholders' Meeting**

The Meeting is held on first, second or third call at the places and times set in the notice of call published in accordance with Art. 13 of the Articles of Association and is normally chaired by the chairman of the Board of Directors, or in the event of his/her absence or impediment by the persons identified by Art. 15 of the Articles of Association.

#### **Art. 3 - Attendance at the Shareholders' Meeting**

3.1. The right to attend the Meeting is governed by Art. 14 of the Company's Articles of Association, pursuant to which shareholders and those entitled to participate in the Meeting, who hold voting rights, may attend the Meeting, provided

that, and for the number of shares in respect of which, they have performed the deposit within the terms and according to the methods provided for by law.

3.2. Employees of the Company, consultants and representatives of the company entrusted with the audit of the Company, whose presence is deemed useful or appropriate by the chairman in relation to the matters to be discussed or the functional conduct of the proceedings, may participate in the Meeting at the invitation of the chairman.

3.3. Experts, financial analysts and journalists may also attend the meeting, with the consent of the chairman of the Meeting and unless the shareholders present object, and for this purpose they must send a written request for participation to the chairman of the Company by the second business day prior to the date set for the Meeting.

3.4. Before opening the presentation and discussion on the items on the agenda, the chairman informs the Meeting of the participation and assistance at the meeting of the persons referred to in paragraphs 3.2. and 3.3. above.

#### **Art. 4 - Verification of the entitlement to attend the Shareholders' meeting and access to the meeting premises**

4.1. Only the entitled or authorised persons referred to in Article 3 above may access the premises used for the meeting after personal identification and verification of their entitlement to attend the Meeting.

4.2. Personal identification and verification of entitlement to attend the Meeting are performed by specifically appointed auxiliary staff at the entrance to the premises used for the meeting and normally begin within the thirty minutes preceding the meeting time, unless a different term is established in the notice of call.

4.3. Those entitled to take part in the Shareholders' Meeting shall present to the auxiliary staff at the entrance to the Shareholders' Meeting rooms a personal identification document and the certification indicated in the notice of call. Once the identification and verification referred to in paragraph 4.2 above has been carried out, the auxiliary staff shall issue the participants with a special badge to be kept for the entire duration of their participation in the Shareholders' Meeting proceedings and to be handed over to the auxiliary staff if they leave the Shareholders' Meeting premises, even temporarily.

4.4. In order to expedite the verification of their powers of representation, persons attending the Shareholders' Meeting as legal or voluntary representatives of shareholders and other holders of voting rights may have the documentation proving such powers submitted to the Company no later than two days prior to the date set for the Shareholders' Meeting.

4.5. Except for any audiovisual equipment authorised by the chairman to support the taking of minutes and documentation of the Shareholders' Meeting proceedings, the use of recording devices of any kind (including mobile phones), cameras and similar devices is not allowed in the premises where the Meeting is held.

#### **Art. 5 - Constitution of the Shareholders' meeting and opening of the proceedings**

5.1. The chairman of the Meeting is assisted in the drafting of the minutes by a secretary appointed by the Meeting, even from among non-shareholders, on the proposal of the chairman himself, or by a notary and, where necessary by law, by two scrutineers appointed in the same way, also from among non-shareholders. The secretary or Notary Public may be assisted by persons they trust and may, by way of derogation from the provisions of Art. 4.5 and with the prior authorisation of the chairman, use audiovisual recording devices.

5.2. The chairman is responsible for ascertaining and establishing the regularity of individual proxies and generally the entitlement of those present to attend the Meeting and, therefore, verifying and declaring the regular constitution of the meeting. The chairman may appoint an office of the chairmanship to assist him in the verifications relating to the entitlement of those attending to participate and vote, as well as in specific Shareholders' Meeting procedures. The chairman resolves any disputes regarding entitlement to attend.

5.3. The Chairman of the Meeting may make use of specifically appointed auxiliary staff for the security service.

5.4. If the shareholders present do not reach the share capital quota necessary for the regular constitution of the Meeting in accordance with the provisions of Articles 17 and 18 of the Company's Articles of Association, the chairman of the Meeting, after an appropriate period of time, in any case not less than one hour, from the time set for the start of the meeting, shall inform those present and postpone the discussion of the agenda to the subsequent call.

5.6. Having ascertained that the Shareholders' Meeting was duly constituted, the chairman of the Shareholders' Meeting declares the proceedings open.

#### **Art. 6 - Discussion of items and proposals on the agenda**

6.1. The chairman of the Meeting explains the items and proposals on the agenda to those present, making use, where he/she deems it appropriate, of the intervention of administrators, statutory auditors and employees of the Company. The items and proposals may be discussed in the different order approved on the proposal of the chairman by a resolution of the majority of the capital represented, just as the chairman's proposal for partial or total joint discussion may be approved in the same way.

6.2. The chairman of the Meeting is responsible for regulating the proceedings, directing and moderating the discussion and the right to speak, establishing the methods and possibly maximum time limits for each intervention.

The chairman of the meeting has the authority to: call for the conclusion of interventions that continue beyond the set time limit or that are not relevant to the item or proposal on the agenda under discussion; take the floor away from anyone who speaks without being entitled to do so or who insists on the intervention after being cautioned; prevent improper, specious, aggressive, insulting and dilatory words and attitudes as well as evident excesses, taking the floor away from the speaker if he/she deems it appropriate, and, in the most serious cases, ordering the removal of anyone from the meeting place for the entire duration of the discussion.

6.3. Requests to speak by those present on individual items on the agenda are made to the chairman, who, in granting the floor, normally follows the order in which requests to speak are presented. Those who have asked for the floor are allowed to respond briefly.

6.4. The chairman of the Meeting or, at his/her invitation, the administrators, statutory auditors, employees of the Company or consultants, normally respond at the end of all interventions on each item on the agenda. Members of the administrative body and the Board of Statutory Auditors may ask to speak during the discussion.

6.5. In order to prepare adequate replies or responses to the interventions, also taking into account the object and importance of the items and proposals under discussion, the chairman of the Meeting may, at his/her absolute discretion, suspend the proceedings for an interval not exceeding two hours.

6.6. Once the interventions, responses and any replies have been completed, the chairman declares the discussion closed and puts the proposals to a vote.

#### **Art. 7 - Voting and closing of proceedings**

7.1. Voting normally takes place on an item-by-item basis for each topic and the relative proposed resolution on the agenda and in the order of discussion, unless otherwise provided by the chairman of the Meeting, who may arrange for the vote to take place in a different order or following the conclusion of the discussion of all or some of the items.

7.2. Before starting the voting operations, the chairman of the Meeting shall readmit any shareholders who wish to do so and who may have been removed or who left during the discussion phase.

7.3. Unless otherwise mandatory by law, voting shall take place by open ballot.

7.4. The chairman of the Meeting establishes the methods for expressing the vote—normally by a show of hands—and for recording and counting the votes, and may set a maximum time limit within which the vote must be expressed.

At the end of the voting, a ballot is held, after which the chairman, with the help of the secretary or notary public and any scrutineers, proclaims the results of the vote.

7.5. Votes cast in a manner other than those indicated by the chairman of the Shareholders' meeting shall be null and void.

7.6. Shareholders who vote against or abstain from voting must state their name and the number of shares held in person or by proxy when declaring their vote. Once the agenda has been completed, the chairman of the Meeting shall declare the meeting closed and proceed with the formalities for the completion of the minutes.

#### **Art. 8 - Final provisions**

8.1. This Regulation was approved pursuant to Art. 15 of the current Articles of Association by the ordinary Shareholders' Meeting of the Company held on 15 May 2007, and may be amended or revoked only by a resolution of the same body.

8.2. In addition to the provisions of this regulation, the chairman may adopt any measure that he/she deems appropriate to ensure the correct and functional conduct of the Shareholders' Meeting proceedings and the exercise of rights by those attending."

Five board members and the entire Board of Statutory Auditors participated in the 2025 Shareholders' Meeting.

At the Shareholders' Meeting held for the approval of the 2024 financial statement, the Board reported, through the Chairman, on the activities performed and planned, and strove to ensure that shareholders were provided with adequate information regarding the elements necessary for them to make the decisions within the competence of the meeting in an informed manner, in particular by making the documentation and the proposed resolutions available to shareholders within the prescribed time limits.

With regard to guaranteeing the right of each shareholder to speak on the topics on the agenda, the chairman of the Shareholders' meeting—in accordance with the provisions of the Shareholders' Meeting regulation set out above—proceeds in practice, as recorded in the minutes of the meeting, to invite those present to speak and participate in the discussion at the end of the presentation of each item on the agenda.

The Remuneration Committee, present and at the disposal of the Shareholders' Meeting, considers that it has reported to the shareholders through the Remuneration Report and this Report.

The Control and Risk Committee, present and at the disposal of the Shareholders' Meeting, considers that it has reported to the shareholders through this Report.

During the financial year, the average market capitalisation of the Issuer's shares remained substantially unchanged, as did (overall) the presence of historic shareholders in the composition of its shareholder base.

Therefore, the Board did not consider it necessary to propose any amendments to the Articles of Association to the Shareholders' Meeting regarding the percentages established for the exercise of rights linked to shares and the prerogatives established for the protection of minorities.

This determination is also based on the circumstance that the Articles of Association defer to the law and regulations the decision of the percentages of participation in the share capital necessary for the exercise of the rights and prerogatives set forth to protect minorities.

#### **14.0 FURTHER CORPORATE GOVERNANCE PRACTICES (pursuant to Art. 123-*bis*, paragraph 2, letter a), of the TUF)**

There are no additional corporate governance practices beyond those already mentioned in the previous points.

## **15.0 CHANGES SINCE THE END OF THE REFERENCE FINANCIAL YEAR**

There were no further changes in the corporate governance structure.

## **16.0 COMMENTS ON THE LETTER FROM THE CHAIRMAN OF THE CORPORATE GOVERNANCE COMMITTEE**

The letter received by the Chairman of the Corporate Governance Committee on 18 December 2025 was sent to the Board and the Board of Statutory Auditors on 18 December as soon as it was received.

The Board of Statutory Auditors met on 3 February 2026 to examine the recommendations contained in the Letter and shared its considerations with the Company.

The Letter was then examined first of all by the Control and Risk Committee at its meeting of 3 February 2026 and then by the Board at the meeting held on 13 March 2026.

Both the Board of Statutory Auditors and the Board assessed substantial alignment of the Company with the Committee's recommendations both in the internal regulations and in the Report with a sufficient level of disclosure.

In any case, the mandate for the internal board committees to monitor compliance with the Code and to possibly propose initiatives and additions to both internal regulations and corporate practices was maintained in order to continue the process of evolution of the areas relating to governance.

For the Board of Directors  
The Chairman – Gabriele Clementi, engineer



## **TABLES**

**TABLE 1 – INFORMATION on the OWNERSHIP STRUCTURE**

on the basis of what was reported to the Issuer as at 31 December 2025

<b>SHARE CAPITAL STRUCTURE</b>				
	Number of shares	% with respect to the share capital	Listed	Rights and obligations
Ordinary shares (stating whether the possibility of increased voting rights is envisaged)	80.384.552	100%	Milan Stock Exchange	Ordinary
Preference shares	0			
Multiple-voting shares	0			
Other categories of shares with voting rights	0			
Savings shares	0			
Convertible savings shares	0			
Other categories of shares without voting rights	0			
Other	0			

<b>OTHER FINANCIAL INSTRUMENTS</b> <i>(conferring the right to subscribe for newly issued shares)</i>				
	Listed (indicate markets) / unlisted	No. of instruments outstanding	Category of shares for conversion/exercise	No. of shares from conversion/exercise
Convertible bonds	===	0	===	0
Warrants	===	0	===	0

<b>SIGNIFICANT EQUITY INVESTMENTS IN THE SHARE CAPITAL based on information available to the Issuer in relation to the TUF Model 120 forms received as at 31 December 2025*</b>			
Declaring party	Direct shareholder	% of ordinary share capital	% of voting share capital
ANDREA CANGIOLI	ANDREA CANGIOLI	14,743	14,743
ALBERTO PECCI	S.M.I.L. s.r.l.	10,154	10,154
ALBERTO PECCI	ALBERTO PECCI	0,332	0,332
GABRIELE CLEMENTI	GABRIELE CLEMENTI	9,512	9,512
IMMOBILIARE DEL CILIEGIO	IMMOBILIARE IL CILIEGIO s.r.l.	7,214	7,214
KEMPEN ORANJE PARTICIPATIES N.V.	KEMPEN ORANJE PARTICIPATIES N.V.	6,122	6,122
KEMPEN INTERNATIONAL FUNDS	KEMPEN ORANJE PARTICIPATIES N.V.	0,393	0,393
Alantra EGMC Asset Management SGIIC, SA	Alantra EGMC Asset Management SGIIC, SA	5,969	5,969
Alantra?		4,996	4,996

\* the percentages are those relating to the certifications filed for attendance at the shareholders' meeting of 29 April, to the 120 TUF received during the financial year and also changed following the exercise of options relating to the 2016-2025 Stock Option Plan.

**TABLE 2: STRUCTURE OF THE BOARD OF DIRECTORS AT THE END OF THE FINANCIAL YEAR**

Board of Directors													
Office	Members	Year of birth	Date of first appointment (*)	In office since	In office until	Slate (submitters) (**)	Slate (M/m) (***)	Exec.	Non-exec.	Indep. Code	Indep. TUF	No. of other offices (****)	Equity investments (*****)
<b>Chairman and managing director</b>	Gabriele Clementi	1951	5/09/2000	29/04/2024	Approv. financial statement 2026	Shareholders	M	X				0	8/8
<b>Managing Director •</b>	Andrea Cangioli	1965	5/09/2000	29/04/2024	Approv. financial statement 2026	Shareholders	M	X				0	8/8
<b>Administrator</b> ○	Fabia Romagnoli	1963	28/04/2015	29/04/2024	Approv. financial statement 2026	Shareholders	M		X	X	X	0	8/8
<b>Administrator</b>	Roberta Pecci	1972	29/04/2024	29/04/2024	Approv. financial statement 2026	Shareholders	M		X			0	8/6
<b>Administrator</b>	Giovanna D'Esposito	1969	29/04/2024	29/04/2024	Approv. financial statement 2026	Shareholders	m		X	X	X	0	5/8
<b>Administrator</b>	Alberto Pecci	1940	16/07/2000	29/04/2024	Approv. financial statement 2026	Shareholders	M		X			0	8/8
<b>Administrator</b>	Michele Legnaioli	1964	5/09/2000	29/04/2024	Approv. financial statement 2026	Shareholders	M		X	X	X	0	8/8
----- ADMINISTRATORS WHO CEASED TO HOLD OFFICE DURING THE FINANCIAL YEAR -----													
<b>Administrator</b>	=====												

**Number of meetings held during the financial year: 8 (eight)**

**Quorum required for the submission of lists by minorities for the election of one or more members (pursuant to Art. 147-ter of the TUF): 2,5% (2021); 1% (2022); 1% (2023); 2,5% (2024); 2,5% (2025); 2,5% (2026).**

**NOTES**

The following symbols must be entered in the "Office" column:

• This symbol indicates the administrator in charge of the internal control and risk management system.

○ This symbol indicates the Lead Independent Director (LID).

(\*) The date of first appointment of each administrator means the date on which the administrator was appointed to the Issuer's Board of Directors for the first time (ever).

(\*\*) This column indicates whether the slate from which each administrator was drawn was submitted by shareholders ("Shareholders") or by the Board of Directors ("BoD").

(\*\*\*) This column indicates whether the slate from which each administrator was drawn is "majority" ("M") or "minority" ("m").

(\*\*\*\*) This column shows the number of administrator or statutory auditor roles held by the person concerned in other listed or large companies. In the Corporate Governance Report, appointments are indicated in full.

(\*\*\*\*\*) This column shows the administrators' participation in BoD meetings (indicate the number of meetings attended out of the total number of meetings attended; e.g. 6/8; 8/8 etc.)

**TABLE 3: STRUCTURE OF THE BOARD COMMITTEES AS AT THE END DATE OF THE FINANCIAL YEAR**

B.o.D.		Executive Committee		RPT Committee		Control and Risk Committee		Remuneration Committee		Nominations Committee		Sustainability Committee	
Office/Qualification	Members	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)	(*)	(**)
Chairman of the B.o.D.	Surname Name	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
CEO	Surname Name	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Non-executive administrator – independent from TUF and/or Code	Fabia Romagnoli			3/3	M	6/6	M	2/2	C	0	M	3/3	M
Non-executive administrator – independent from TUF and/or Code	Michele Legnaioli			3/3	C	6/6	C	2/2	M	0	M	3/3	C
Non-executive administrator – independent from TUF and/or Code	Giovanna D'Esposito			2/3	M	3/6	M	1/2	M	0	C	1/3	M
Non-independent non-executive administrator	Alberto Pecci			3/3	M	6/6	M					3/3	M
Non-independent non-executive administrator	Roberta Pecci			3/3	M	6/6	M					3/3	M
<b>ADMINISTRATORS WHO CEASED TO HOLD OFFICE DURING THE FINANCIAL YEAR (NOT APPLICABLE)</b>													
Executive/non-executive administrator – independent from TUF and/or Code/non-independent	Surname Name												
<b>MEMBERS WHO ARE NOT ADMINISTRATORS (NOT APPLICABLE)</b>													
Executive of the Issuer/Other	Surname Name												
<b>Number of meetings held during the financial year</b>		NA		2		6		2		0		2	
NOTES: The control and risk, related party transactions and sustainability committee met a total of 5 times (*) This column shows the administrators' participation in committee meetings (indicate the number of meetings attended out of the total number of meetings attended; e.g. 6/8; 8/8 etc.). (**) This column indicates the qualification of the administrator within the committee: "P": Chairman; "M": member.													

With regard to the meetings of the Control and Risk, Related Party Transactions and Sustainability Committees, it should be noted that this is a single committee composed of five board members and that it met 6 times in total, addressing the topics on the agenda each time.

**TABLE 4: STRUCTURE OF THE BOARD OF STATUTORY AUDITORS**

Office	Members	In office since	In office until	Slate (M/m)	Independence from Code	Percentage of attendance to the Board meetings	Number of other offices in companies listed on Italian regulated markets
President	Carlo Carrera	29 April 2025	Appr. fin. stat. 2027	m	X	100%	0
Standing Statutory Auditor	Paolo Caselli	29 April 2025	Appr. fin. stat. 2027	M	X	100%	0
Standing Statutory Auditor	Rita Pelagotti	29 April 2025	Appr. fin. stat. 2027	M	X	95%	0
Alternate Auditor	Elisa Raoli	29 April 2025	Appr. fin. stat. 2027	m	X	= =	0
Alternate Auditor	Gino Manfriani	29 April 2025	Appr. fin. stat. 2027	M	X	= =	0
<b>AUDITORS WHO CEASED TO HOLD OFFICE DURING THE FINANCIAL YEAR</b>							
<b>Number of Meetings held during the financial year 2025: 19 (nineteen)</b>							
<b>CONSOB, with resolution of 27 January 2026, no. 155 determined 2,5% of the share capital as the shareholding required for the submission of slates.</b>							

## **ANNEXES**

***Annex 1: Paragraph on "Main characteristics of the existing internal control and risk management systems in relation to the financial disclosure process" pursuant to Art. 123-bis, paragraph 2, letter b), of the TUF***

This document is dedicated to the description of the “main characteristics of the risk management and internal control systems in existence in relation to the financial reporting process” pursuant to Art. 123-bis, paragraph 2, letter b) of the TUF (hereinafter also “System”).

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## **1) Foreword**

The Issuer has defined its own risk management and internal control system in relation to the financial reporting process based, in line with international “best practice”, on the *CoSO Framework* model, a model developed by the *Committee of Sponsoring Organizations of the Treadway Commission* (integrated for IT aspects with the Enterprise Risk Management component: “*CoSO ERM Framework*”) and the Confindustria Guidelines.

The CoSO Report defines internal control as the process, implemented by the Board of Directors, management and all staff, aimed at providing reasonable assurance regarding the achievement of corporate objectives:

- effectiveness and efficiency of operational activities (operations);
- reliability of financial disclosure (reporting), in order to ensure that the financial information provides a true and fair view of the equity, financial and economic situation, in accordance with generally accepted accounting standards;
- compliance with applicable laws and regulations (compliance).

The Issuer's control system is based on the following characterising elements:

**Control environment:** this is the environment in which individuals operate and represents the control culture permeated in the organisation. It consists of the following elements: Code of Ethics, Organisational Chart, system of delegations of authority and powers of attorney, organisational provisions, Internal Dealing Code of Conduct for transactions involving financial instruments of El.En. s.p.a., Regulation for processing the corporate information of El.En. s.p.a., Regulation for transactions with related parties of El.En. s.p.a., Consolidated Sustainability Reporting (published within the Management Report), Personal Data Protection Manual (GDPR), Risk Assessment Document (DVR), Integrated Management System Manual, Organisational Model pursuant to It. Legislative Decree 231/2001 and the Environmental, Human Rights, Anti-Corruption and Diversity Policies approved by the Issuer's Board, adopted and approved by all subsidiaries and disseminated to all Group employees.

**Risk identification and assessment:** this is the process aimed at ensuring the identification, analysis and management of corporate risks, with particular attention to the analysis of risks of an administrative-accounting nature, related to accounting information and the controls to guard against the risks identified.

**Control activities:** this is the set of control practices and procedures defined to make it possible to monitor business risks in order to bring them to an acceptable level and ensure the achievement of business objectives. It consists of the following elements:

- i. *Administrative - accounting procedures:* set of corporate procedures relevant to the preparation and dissemination of accounting information (such as: administrative-accounting procedures relating, in particular, to the financial statement and periodic reporting and matrices of administrative-accounting controls);
- ii. *Company procedures relevant for the prevention and monitoring of operational risks* such as the ISO 9001:2015 quality management system, ISO 13485:2016 MDSAP and Directive 93/42/ECC (which has already been partly replaced by the EU Medical Device Regulation 2017/745 MDR).

**Monitoring and disclosure:** this it is the process established to ensure the accurate and timely collection and communication of information, as well as the set of activities necessary to periodically verify and assess the adequacy, operability and effectiveness of internal controls. It focuses on the process of assessing the adequacy and effective application of the procedures and controls on accounting information, such as to allow the Director in charge of the internal control and risk management system and the Executive in charge to issue the attestations and declarations required under Art. 154-bis of the TUF.

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## **2) Description of the main characteristics of the risk management and internal control systems in existence in relation to the financial reporting process**

The internal control system in relation to the financial reporting process is designed to ensure the reliability, accuracy and timeliness of financial reporting.

### **a) Stages of the Risk Management and Internal Control System in existence in relation to the financial reporting process**

The main characteristics of the Internal Control System in relation to the financial reporting process are described below:

#### **a.1) Identification and assessment of risks to financial reporting:**

The process of identifying and assessing risks (risk assessment) related to accounting and financial reporting is carried out by the Executive in charge and shared with the Administrator in charge of the internal control and risk management system and the Control and Risk Committee.

The risk assessment process consists of the following activities:

- **analysis and selection of the relevant accounting information disclosed to the market** (analysis of the latest financial statement or the latest available half-yearly report of the parent company and consolidated companies, in order to identify the main areas of risk and the relevant processes);
- **identification of significant subsidiaries and significant administrative-accounting areas**, for each item in the consolidated financial statement, on the basis of defined quantitative criteria;
- **identification and assessment of the inherent risk** in the significant administrative-accounting areas, as well as of the related processes/accounting flows, based on the analysis of qualitative and quantitative indicators;
- **communication**, to the functions involved, of the **areas of intervention** in respect of which it is necessary to prepare and/or update administrative-accounting procedures.

#### **a.2) Identification of controls against the identified risks:**

Following the risk assessment, specific controls were identified in order to reduce the risk of failure to achieve the system's objectives to an acceptable level at both company and process level. To this end, the issuer has defined, within the system of administrative-accounting procedures, so-called "Administrative-accounting control matrices", documents describing the control activities existing in each relevant administrative-accounting process. The controls described in the matrices are to be considered an integral part of the Issuer's administrative and accounting control procedures.

*At the process level*, specific types of controls have been identified, such as checks on the basis of the supporting documentation of the correct accounting entry made, the issuing of authorisations, the carrying out of reconciliations, and the performance of consistency checks. Furthermore, the controls identified at process level were classified according to their characteristics into manual or automatic controls.

*At company level*, "pervasive" controls have been identified, i.e. those controls characterising the entire structure such as the assignment of responsibilities, distribution of powers, tasks assigned and general controls on IT systems and segregation of duties.

#### **a.3) Assessment of controls against the identified risks:**

The periodic review and assessment of the adequacy, operability and effectiveness of the administrative and accounting controls consists of the following stages:

- **Continuous supervision** by function/company managers within the framework of day-to-day management;
  - **Execution of control and monitoring activities** aimed at assessing the adequacy of the design and the effective operation of the controls in place, carried out by the Executive in charge, who availed him/herself of the contribution of staff of the Financial Management office and external consultants for testing activities.
- The outcome of the checks described regarding the adequacy as well as the operation of the accounting control system led to the preparation of a report on the effectiveness of the system, which, shared with the Director in charge of the internal control and risk management system, was communicated by the Executive in charge of the Control and Risk Committee and the Board of Statutory Auditors in its capacity as the Internal Control Committee.

### **b) Roles and Functions involved**

In particular, the main responsibilities identified to ensure the proper functioning of the system are outlined below:

- The **Board of Directors** is responsible for appointing the Executive responsible for preparing accounting and corporate documents; ensuring that the Executive in Charge has adequate qualifications (in terms of authority, professionalism and independence), powers and means to carry out the assigned tasks; establishing a periodic information flow, through which the Executive in Charge can report on the results of the activities carried out and any critical issues that have emerged, also with the aim of sharing the actions necessary to overcome significant critical issues. In carrying out its functions, the Board is assisted by the **Control and Risk Committee**, which has advisory and proposal-making functions also with regard to the internal administrative-accounting control system;
- the **Board of Statutory Auditors** acts as the Internal Control and Audit Committee, with the duties and responsibilities set out in Art. 19 of It. Legislative Decree 39/2010.
- the **Administrator in charge of the internal control and risk management system** is responsible for implementing and monitoring the Internal Control System, with particular reference to Administrative-Accounting procedures; validating, in agreement with the Executive in charge, the results of the periodic risk assessment activity; evaluating, also taking into account the investigative activity of the Executive in Charge, the effectiveness of the procedures implemented; reviewing all “other financial information” released to the market;
- in addition to the responsibilities jointly assigned to the Director in charge of the internal control and risk management system, the **Executive in charge of drafting accounting and corporate documents**, is responsible for assessing and monitoring the level of adequacy and operability of the internal administrative and accounting control system, through a preliminary activity.
- the **Internal Auditor** in charge of inspecting the financial statement area has the task of verifying, both on an ongoing basis and in relation to specific needs and in compliance with international standards, the operation and suitability of the internal control and risk management system with reference to the financial statement area.
- the **Supervisory Body** for observance of the Organisational Model pursuant to It. Legislative Decree 231/2001 has the task of monitoring compliance with the procedures set up by the Issuer also in the context of the prevention of corporate offences.