

EL.EN. s.p.a.  
Registered office in Calenzano (FI), via Baldanzese n. 17  
Capital underwritten and paid out 2.584.056,28 Euros divided into 19.877.356  
ordinary shares  
Register of Companies (Firenze - Italy) and internal revenue code number 03137680488  
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The shareholders are called upon to convene for a special meeting at the company registered office in Calenzano, Via Baldanzese n. 17, at **10.00 am on July 5<sup>th</sup> 2021**, for the first call and at **10.00 am on July 8<sup>th</sup> 2021**, for the second call in order to vote on the following

#### AGENDA OF MEETING

***1 – Approval of a stock split at a ratio of 1 (one) to 4 (four) remaining unchanged the amount of share capital; change of art. 6 of the Statute concerning the share capital in accordance with the hereinabove mentioned resolutions and adjustment of the Rules of the 2016-2025 Stock Option Plan***

#### WAY OF TAKING PLACE OF THE 2021 SPECIAL SHAREHOLDERS' MEETING DUE THE COVID-19 HEALTH EMERGENCY

The Shareholders' meeting shall take place in full compliance with the requirements and instructions of the Decree Law 17 March 2020, No 18 ( "Decree 18/2020") converted with amendments by Law on 24 April 2020, n. 27 as well as the decrees and/or directives adopted by the relevant authorities (national or regional) and in force as of the date of the Shareholders' Meeting. Therefore, intervention in the Shareholders' Meeting by those entitled to vote will only be allowed through the representative appointed by the Company.

To this end, the Company has appointed Computershare S.p.A. – with offices in Turin, Via Nizza 262/73, 10126 – to represent Shareholders under art. 135-undecies of Legislative Decree 58/1998 (the "TUF") and the aforementioned D. L. 18/2020 (the "Appointed Representative").

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

Shareholders wishing to attend the Meeting will therefore have to give the Appointed Representative the proxy referred to in the following relevant paragraph.

In accordance with Article 106, paragraph 2, of D. L. 18/2020, the legitimate persons (the members of the Social Bodies, the appointed Secretary and the Appointed Representative) may intervene (or exclusively) by means of telecommunications to ensure their identification, without the President, the Secretary and the Notary being in the same place. The Company will promptly notify any additional relevant requirements and instructions in connection with the way of taking place of the Meeting.

#### THE RIGHT TO ATTEND THE SHAREHOLDER'S MEETING AND THE RIGHT TO VOTE DURING THE HEALTH EMERGENCY DUE TO COVID-19

The legitimate attendance of shareholders' meetings and the exercise of voting rights is confirmed by a statement to the Company from the authorized intermediary, in compliance with intermediary accounting records, on behalf of the person who has the right to vote.

This communication is made on the basis of the relative evidence at the end of the accounting day of the seventh market business day prior to the date set for the first call of this meeting, i.e., June 24<sup>th</sup> 2021, also called the *record date*.

Persons who are recognized as owners of shares only after the *record date* are not legitimated to attend the meeting or to vote at the meeting.

The communication from the intermediary must reach the Company by the end of the third trading day prior to the date set for the meeting, i.e., by June 30<sup>th</sup> 2021. This is without prejudice to

legitimate attendance and voting if communication has reached the Company beyond the such terms, providing it has been received before the start of the meeting works.

#### PROXY FOR ATTENDANCE AND VOTING AT THE MEETING

According to art. 135-*undecies* TUF, every person legitimated to attend the meeting has to give to the Appointed Representative a written proxy with voting instructions on all or some of the proposals on the agenda by using the proxy form, electronic too, prepared by the same Appointed Representative in accordance with the Company and available on the Company's website at [www.elengroup.com](http://www.elengroup.com) - *Investor Relations/governance/Shareholders' meeting documents/SPECIAL SHAREHOLDERS' MEETING/5 JULY 2021 – 8 JULY 2021*.

The proxy shall be valid only for proposals on which voting instructions are conferred.

The proxy shall be submitted in compliance with the instructions contained in the proxy form and within the end of the second trading day prior to the date scheduled for the Shareholders' meeting, that is within July 1<sup>st</sup> 2021 for the first call and within July 6<sup>th</sup> 2021 for the second call.

The proxy and voting instructions may be cancelled within the time limit indicated hereinabove.

To give the proxy to the Appointed representative it is requested the communication from the authorized intermediary, attesting to the right to attend the Shareholders' Meeting and to vote: lacking such intermediary statement, the proxy shall be ineffective.

In addition, under Decree 18/2020, those who are entitled to attend the Shareholders' meeting and to vote and who do not wish to use the above mentioned mean of intervention to the meeting, may confer delegations and/or sub-delegations under art. 135-*novies* TUF. For this purpose, the delegation form model made available on the Company's website can be used.

The delegation and/or sub-delegation to the Appointed Representative contains voting instructions on all or some of the proposals relating to matters on the agenda, it is understood that the Appointed Representative will not submit any votes in the Shareholders meeting in relation to those proposals for which he has not received voting instructions. In the case of sub-delegation to the Appointed Representative, the sub-delegant must deliver to the Appointed Representative, following the instructions on the form, also a copy of the delegation received and the declaration with which it attests the compliance of the copy to the original and the identity of the delegate. In order to allow the Company and the Appointed Representative to receive and verify delegations and/or sub-delegations in advance of the start of the meeting, it is recommended that legitimate persons send their delegations and/or sub-delegations by noon on the day before the date of actual holding of the meeting.

Delegation and voting instructions can be cancelled within the same terms and in the same way expected to be sent. No vote by electronic means is permitted.

The Designated Representative will be available for clarification or information at the following telephone number: 011-0923200, or at the e-mail address [sedeto@computershare.it](mailto:sedeto@computershare.it).

Shareholders are informed that the Company reserves the right to supplement and/or modify the above instructions in view of the necessary interventions as a result of the current epidemiological emergency situation from COVID-19 and its currently unforeseeable developments.

#### INTEGRATION OF THE AGENDA OF THE SHAREHOLDERS' MEETING

In compliance with art. 126-*bis* of D. Lgs. n. 58 of 1998 ("T.U.F."), the Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within June 14<sup>th</sup> 2021 (ten days after the publication of this notice), for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda, and in the request they should specify the additional subjects they propose and/or the discussions proposed.

It should be recalled that the agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under article 125-*ter*, subsection 1 T.U.F..

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The request to have additional subjects included must be presented in writing and sent by registered mail addressed to the registered office of the Company or sent by e-mail to [elen@pec.uipservizi.it](mailto:elen@pec.uipservizi.it) and must be accompanied by a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda

The certificate attesting the ownership of shares and of the quota of ownership that is necessary for the right to vote in compliance with art. 126-*bis* T.U.F., para 1, must be demonstrated by a specific communication with effect on the date of the request, addressed by the intermediary to [elen@pecserviziolitoli.it](mailto:elen@pecserviziolitoli.it).

**RIGHT TO SUBMIT PROPOSAL PURSUANT TO ART. 126-*bis* T.U.F., LAST SENTENCE**

In addition, given the manner in which the meeting will take place due to the epidemic emergency, and that the intervention is allowed exclusively through the Appointed Representative, thus legitimate Shareholders who individually wish to make proposals for deliberation and voting on the topics on the agenda will have to submit them in writing by means of a registered letter addressed to the Company's headquarters or by e-mail to the [elen@pec.uipservizi.it](mailto:elen@pec.uipservizi.it) within June 20<sup>th</sup> 2021. The legitimacy to formulate proposals must be attested by the communication provided for in art. 83-sexies TUF carried out by the intermediary for the purpose of intervention in the Shareholders' Meeting and the exercise of the right to vote. These proposals, where relevant, will be published without delay on the Company's website, in order to enable those entitled to vote to express themselves knowingly even taking into account these new proposals and to allow the Appointed Representative to collect voting instructions also on such new ones.

**RIGHT TO SUBMIT QUESTIONS PRIOR TO THE SHAREHOLDERS' MEETING**

In compliance with art. 127-*ter* T.U.F., all those with voting rights may submit questions on the items on the agenda even prior to the shareholders' meeting by sending a registered letter to the Company Registered office or by certified e-mail to [elen@pec.uipservizi.it](mailto:elen@pec.uipservizi.it). All persons who can prove ownership of shares on June 24<sup>th</sup> 2021 (*the record date*) have the right to receive an answer. For this purpose, the intermediary must send to [elen@pecserviziolitoli.it](mailto:elen@pecserviziolitoli.it) a specific communication stating the ownership of shares by the person making the request with effect on the date of the request. If the person who has the right to vote has requested from the intermediary the communication in order to attend the meeting, it will be necessary only to refer to this communication in the document containing the questions. Given the extraordinary way of taking place of the 2021 Shareholders' Special Meeting, the questions related to the agenda and presented by legitimated persons must be received by June 24<sup>th</sup> 2021 and will be answered within July 2<sup>nd</sup> 2021. The Company can provide a unified answer to questions with the same content.

**DOCUMENTATION OF THE MEETING, DESCRIPTIVE REPORTS AND PROPOSALS FOR DISCUSSION**

Together with this document is deposited and available to the shareholders at Company registered office and on the internet site [www.elengroup.com](http://www.elengroup.com) in the section *Investor Relations/governance/Shareholders' meeting documents/SPECIAL SHAREHOLDERS' MEETING/5 JULY 2021 – 8 JULY 2021* and on the authorized storage website [www.emarketstorage.com](http://www.emarketstorage.com) the documentation related to the discussions and the proposal in the agenda, including the report of the board of directors on item of the agenda, the complete text of the proposal for discussion and all of the documents that will be submitted to the shareholders.

**CAPITAL STOCK – TREASURY STOCK**

It should be recalled that the capital stock of El.En. s.p.a., in the amount of 2.584.056,28 Euros is divided into 19.877.356 ordinary shares, each of which gives the right to vote. At this time the Company does not possess own shares.

Calenzano, June 4<sup>th</sup> 2021

For the Board of Directors  
The President – Ing. Gabriele Clementi

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A handwritten signature in black ink, consisting of a series of loops and a long horizontal stroke.

Internet site: [www.elengroup.com](http://www.elengroup.com)

E-mail: [finance@elen.it](mailto:finance@elen.it)

SDIR (authorized dissemination of regulated disclosures system): [www.emarketstorage.com](http://www.emarketstorage.com)