

EL.EN. s.p.a.  
Registered office in Calenzano (FI), via Baldanzese n. 17  
Capital underwritten and paid out 2.596.531,99 Euros divided into 79.893.292  
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 an ordinary and extraordinary meeting at the company registered office in Calenzano, Via Baldanzese n. 17, at **10.00 am on April 27<sup>th</sup> 2023**, for the first call and at **10.00 am on May 15<sup>th</sup> 2023**, for the second call in order to vote on the following

## AGENDA OF MEETING

### ORDINARY MEETING

#### **1. Annual Financial Report:**

**1.1. Approval of the annual financial report as at 31<sup>st</sup> December 2022 and management report. Presentation of the consolidated financial statements and the consolidated non-financial statement;**

**1.2. Approval of the allocation of profit for the year and distribution of dividends.**

**2. Report on the 2021-2023 remuneration policy and remuneration paid pursuant to art. 123-ter of Legislative Decree no. 58 of 24 February 1998:**

**2.1. Approval of the integration of the 2023 remuneration policy contained in the first section of the Report, pursuant to art. 123-ter paragraph 3-bis with the provision of a maximum variable component of the remuneration of the general manager;**

**2.2 resolution with advisory vote on the remuneration paid in 2022 indicated in the second section of the Report pursuant to art. 123-ter paragraph 6;**

**4. Authorization to purchase and dispose of treasury shares pursuant to art. 2357 and 2357-ter of the Italian Civil Code, art. 132 of Legislative Decree 24 February 1998 n. 58 and art. 144-bis of the Regulation approved by Consob with resolution 11971/1999.**

### EXTRAORDINARY MEETING

#### **EXTRAORDINARY PART**

**1. Introduction in art. 20 of the faculty of appointing a president of the Board of Directors with honorary functions.**

### WAY OF TAKING PLACE OF THE 2023 SHAREHOLDERS' MEETING

The Shareholders' meeting shall take place using the faculty provided for by art. 106, paragraph 4 of the Decree Law 17 March 2020, No 18 converted by Law no. 27 on 24 April 2020, n. 27 as extended by Legislative Decree no. 198 of 29 December 2022 conv. with Law no. 14 of 24 February 2023.

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

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., April 18<sup>th</sup> 2023, 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 April 24<sup>th</sup> 2023. 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/documenti assembleari/2023/ASSEMBLEA ORDINARIA E STRAORDINARIA 27 aprile 2023 – 15 maggio 2023*.

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 April 25<sup>th</sup> 2023 for the first call and within May 11<sup>th</sup> 2023 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).

#### VOTING BY CORRESPONDENCE

In compliance with article 17 of the company by-laws it is permissible also to vote by correspondence the issues on the ordinary meeting agenda, pursuant to the laws now in force. Shareholders entitled to attend the meeting may pick up their ballot at Company registered office or they can download it on the internet site, [www.elengroup.com](http://www.elengroup.com) – in the section titled *Investor Relations/governance/documenti assembleari/2023/ASSEMBLEA ORDINARIA E STRAORDINARIA 27 aprile 2023 – 15 maggio 2023* and, if for technical reasons they are unable to download it electronically, the ballot may be requested in hardcopy from the Company (tel. 0558826807; fax 0558832884).

The sealed envelope containing the marked ballot with the date and signature along with the documents that prove the identity of the voter and, if necessary, the right to vote, must be received by El.En. s.p.a., Via Baldanzese n. 17, 50041 Calenzano (FI) – addressed to the attention of the President of the Board of Statutory Auditors – by 7 p.m. on April 26<sup>th</sup> 2023. Votes that arrive after that date or for which legitimation to vote from the intermediary has not been received will not be taken into consideration. Voting by correspondence will be exercised directly by the owner and expressed separately for each of the motion proposals.

#### 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 April 7<sup>th</sup> 2023 (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..

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.upservizi.it](mailto:elen@pec.upservizi.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. 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@pecserviziotitoli.it](mailto:elen@pecserviziotitoli.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, 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.upservizi.it](mailto:elen@pec.upservizi.it) within April 12<sup>th</sup> 2023. 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 April 18<sup>th</sup> 2023 (*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 2023 Shareholders' Annual Meeting, the questions related to the agenda and presented by legitimated persons must be received by April 18<sup>th</sup> 2023 and will be answered within April 24<sup>th</sup> 2023. The Company can provide a unified answer to questions with the same content.

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

Information on the amount of share capital, as well as the forms that can be used for voting by correspondence and proxy forms are filed and made available to the public and shareholders at the Company's registered office, on the website [www.elengroup.com](http://www.elengroup.com) the section *Investor Relations/governance/documenti assembleari/2023/ASSEMBLEA ORDINARIA E STRAORDINARIA 27 aprile 2023 – 15 maggio 2023* and at the authorized storage website [www.emarketstorage.com](http://www.emarketstorage.com), as follows:

- a) the annual financial report including all the documents referred to in art. 154-ter, paragraph 1, T.U.F. at least twenty-one days before the meeting;
- b) the consolidated non-financial statement provided for by art. 4 D. Lgs. 254/2016 at least twenty-one days before the shareholders' meeting;
- c) the report on the remuneration policy and the remuneration paid pursuant to art. 123-ter T.U.F. and art. 84-*quater* Reg. Issuers at least twenty-one days before the shareholders' meeting;

This documentation is made available to the public and shareholders at the Company's registered office, on the website [www.elengroup.com](http://www.elengroup.com) the section *Investor Relations/governance/documenti assembleari/2023/ASSEMBLEA ORDINARIA E STRAORDINARIA 27 aprile 2023 – 15 maggio 2023* and at the authorized storage site [www.emarketstorage.com](http://www.emarketstorage.com).

Shareholders and those entitled to vote have the right to inspect all the documents filed and obtain hard copies at their own expense.

#### SHARE CAPITAL – TREASURY SHARES

It is also recalled that the subscribed and paid-up share capital of El.En. s.p.a. equal to Euro 2,596,531.99 is subdivided into No. 79,893,292 ordinary shares, each of which gives the right to one vote. As of today, the Company owns no. 39,120 treasury shares.

Calenzano, March 28<sup>th</sup> 2023

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



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)