



Iren S.p.A.
Registered office in Reggio Emilia, Via Nubi di Magellano 30
Share capital € 1,300,931,377.00
Registration number on the Reggio Emilia Register of Companies
Tax code and VAT number 07129470014
irensa@pec.gruppoiren.it

DIRECTORS' REPORT

in accordance with article 125-ter of Legislative Decree no. 58 of 24 February 1998 and Article 84-ter of the Consob

Issuer Regulation no. 11971 of 14 May 1999, and subsequent amendments and additions.

to point 6 on the Agenda of the Ordinary Shareholders' Meeting of IREN S.p.A.

on 4 May 2023 at 11:00 a.m. in a single call

Dear Shareholders,

you are called to the Ordinary Shareholders' Meeting in Parma, Strada S. Margherita 6/A - at the "Board of Directors" Room at Iren S.p.A.'s head office - for 4 May 2023 at 11:00 a.m. to discuss and resolve on the following

Agenda:

Proposal to authorise the purchase and disposal of treasury shares of Iren S.p.A. pursuant to Articles 2357 et seq. of the Italian Civil Code, Article 132 of Legislative Decree No. 58 of 24 February 1998 and the Consob Regulation adopted by resolution No. 11971 of 14 May 1999: related and consequent resolutions

Dear Shareholders,

the Board of Directors of IREN S.p.A., in accordance with the provisions of art. 125 ter of Legislative Decree no. 58 of 24 February 1998, as well as article 84 ter of the Consob Issuers' Regulation no. 11971 of 14/5/1999 and subsequent amendments and integrations, sets out the content and proposals regarding point 6 on the agenda of the Ordinary Shareholders' Meeting to be held on 4 May 2023 at 11:00 a.m.

in a single call within this report, and therefore submits for your approval the authorisation for the Board of Directors to purchase and dispose of ordinary shares of Iren S.p.A. (the “**Company**”), also on a fractional basis, pursuant to and for the purposes of Articles 2357 et seq. of the Civil Code, Article 132 of Legislative Decree no. 58 of 24 February 1998, as subsequently amended (the “**Consolidated Law on Finance**”) and Article 144-bis of the Consob Regulation approved by Resolution no. 11971 of 14 May 1999, as subsequently amended (the “**Issuers' Regulation**”) and, in this report prepared in accordance with the provisions of Article 73 of the Consolidated Law on Finance and Annex 3A, Schedule no. 4 of the Issuers' Regulation (the “**Report**”). We illustrate the terms and conditions of the proposed transaction.

1. Reasons why authorisation is required to purchase treasury shares

The Board of Directors, in its session on 22 March 2023, resolved to submit the decision to the Shareholders' Meeting as to whether to grant the Board of Directors a mandate to purchase and dispose of the Company's ordinary shares, including on a fractional basis, on one or more occasions as defined herein, pursuant and to all effects, respectively, of Articles 2357 and 2357-ter of the Italian Civil Code and Article 132 of the Consolidated Law on Finance (the “**Authorisation**”).

This Report outlines the reasons underlying the Authorisation request, as well as the conditions and procedures for the implementation of the treasury shares' purchase and disposal plan.

The purpose of the Authorisation was to provide the Company with strategic and financial flexibility. In particular, the objective pursued by the Board of Directors is to use treasury shares in the context of external growth operations, which the Company intends to pursue in the context of actions connected to future industrial and financial projects consistent with the Company's strategic guidelines, also through exchange, contribution, assignment or other act of disposition of treasury shares, for the acquisition of shareholdings or share packages or for other capital transactions involving the assignment or disposition of treasury shares. Authorisation is also requested in order to allow the Company, in compliance with the legal provisions in force from time to time, to offer Shareholders an additional means of monetising their investment.

2. Maximum number, category and nominal value of the shares to which the authorisation refers

The proposal is to authorise the Board of Directors to purchase (fully paid-up) Ordinary shares of the Company, in one or more instalments, in an amount freely determinable by the Board of Directors up to a maximum number of shares equal to a further no. 45,532,598 shares, such as not to exceed a further 3.5% of the share capital, in addition to no. 17,855,645 shares, equal to 1.37% of the share capital already subject to purchase under previous programmes and shown in the financial statements under

the item "Reserves and Retained Earnings (Losses)" and in any case, therefore, together with the shares already held under the overall limit of 5% of the share capital.

In any case, in accordance with Article 2357, paragraph 1 of the Italian Civil Code, purchases shall be carried out within the limits of the distributable profits and reserves available as per the Company's most recently approved Financial Statements.

It should be noted that pursuant to applicable legislation and accounting standards, the Company shall attend to the necessary accounting entries in the case of purchases, sales, exchanges and contributions of its treasury shares.

In the case of sales, exchanges, contributions or impairment losses, additional purchasing operations may be carried out up until the Shareholders' Meeting authorisation expiry date, without prejudice to the limits on quantity set by law, and the number of treasury shares that may be held by the Company from time-to-time, as well as the conditions set by the Shareholders' Meeting.

3. Information relative to assessing compliance with Article 2357, paragraph 3 of the Italian Civil Code

The Company's share capital of € 1,300,931,377.00 is represented by no. 1,300,931,377.00 fully paid-up outstanding shares.

It is noted that subsidiaries do not hold Company shares.

It is understood that the Board of Directors is obliged to check compliance with the conditions set by Article 2357, paragraphs 1 and 3 of the Italian Civil Code for the purchase of treasury shares, at the time that each authorised purchase is carried out.

4. Validity of the Authorisation

The Board of Directors proposes that the authorisation to purchase treasury shares, which may also be carried out over multiple occasions and operations, is conferred for the maximum period permitted by Article 2357, paragraph 2 of the Italian Civil Code, namely for a period of 18 months from the date on which the Ordinary Shareholders' Meeting adopts the corresponding resolution.

The authorisation to dispose of the treasury shares that will be acquired is requested without any time limit.

5. Minimum and maximum fee

The purchase price for the shares shall be determined on a case by case basis, on the basis of the method chosen to carry out the transaction and in accordance with any regulatory prescriptions or accepted market practices, but in any case, this shall not be 10% lower or 10% higher than the reference price recorded by the Iren share on the Italian "screen-based" Stock Exchange ["Mercato Telematico

Azionario”], organised and managed by Borsa Italiana S.p.A., on the day prior to each individual transaction.

In any case, shares may not be purchased at a price higher than the highest price of the last independent transaction and the price of the highest current independent bid on the trading venue where the purchase is made, even when the shares are traded on different trading venues.

In so far as sales, disposals and/or the utilisation of treasury shares are concerned, these may be carried out at the price, or based on the criteria and conditions set by the Board of Directors, with due regard for the implementation procedures effectively used, the shares’ pricing trend in the period prior to the transaction and the Company’s best interests.

6. Procedures for carrying out purchases

Purchase transactions for treasury shares begin and end within the time frames set by the Board of Directors after authorisation is given by the convened Shareholders' Meeting.

Transactions are conducted on regulated markets, according to the operating procedures set in the organisation and management regulations of markets, in compliance with applicable legislation, and specifically, Article 144-bis of the Issuers Regulation and any other applicable regulation, with specific reference to the equal treatment of shareholders' principle as contemplated by Art. 132 of the Consolidated Law on Finance and EU and national regulations on market abuse.

In respect of disposal transactions, the Board of Directors proposes that the authorisation allows for any procedure to be adopted that will be appropriate to meet the pursued objectives, to be carried out either directly or through intermediaries, in compliance with applicable national and EU legislation and regulations on the subject.

Appropriate disclosure will be provided on the purchasing and disposal transactions of treasury shares, in terms of applicable disclosure obligations.

7. Possible cancellation of treasury shares purchased

The Board of Directors specifies that the purchase of treasury shares referred to in this authorisation request does not serve to reduce share capital, and the treasury shares acquired will therefore not be cancelled.

PROPOSAL FOR RESOLUTION

If the Shareholders' Meeting should agree with the Board of Directors’ proposal, shareholders are asked to approve the following resolution:

*“The Ordinary Shareholders' Meeting,
having viewed the Board of Directors’ proposal*

resolves to:

1. authorise the Board of Directors to purchase and dispose of ordinary treasury shares of Iren S.p.A. (the “Company”), in any case, within the maximum limit set forth in Article 2357, paragraph 3 of the Italian Civil Code and, more precisely, up to a maximum number of shares equal to no. 45,532,598 shares, such as not to exceed a further 3.5% of the share capital, in addition to no. 17,855,645 shares equal to 1.37% of the share capital already subject to purchase under previous programmes (and shown in the financial statements under the item “Reserves and Retained Earnings (Losses)”, in any case, therefore, together with the shares already held under the overall limit of 5% of the share capital, establishing that:

- the purchase, up to a maximum number of shares equal to no. 45,532,598 shares, may be carried out, in one or more instalments, within 18 months from the date of this resolution, by any of the methods provided for in the combined provisions of Articles 132 of Legislative Decree no. 58 of 24 February 1998 and 144-bis first paragraph of Consob Regulation 11971/1999, as well as the market practices referred to in Article 180, para. 1, letter c) of Legislative Decree no. 58 of 24 February 1998, approved by Consob resolution no. 16839 of 19 March 2009, and, in any case, in any other manner permitted by the applicable national and EU provisions of law and regulations, and in compliance with any other applicable provisions, including those concerning market abuse;*
- appropriate disclosure is provided on the purchasing and disposal transactions of treasury shares, in terms of applicable disclosure obligations;*
- the purchase price for each share shall not be 10% lower or 10% higher than the reference price recorded by the Iren share on the Italian “screen-based” Stock Exchange [“Mercato Telematico Azionario”], organised and managed by Borsa Italiana S.p.A., on the day prior to each individual transaction;*
- treasury share purchases shall be undertaken using distributable profits and the reserves available as per the most recent duly approved Financial Statements at the time the transaction is carried out, establishing a treasury shares’ reserve, and making the necessary accounting entries in the manner and limits set by law;*
- In so far as sales, disposals and/or the utilisation of treasury shares are concerned, these may be carried out at the price, or based on the criteria and conditions set by the Board of Directors, with due regard for the implementation procedures effectively used, the shares’ pricing trend in the period prior to the transaction and the Company’s best interests.*

the above, in any case, pursuant and in compliance with the other possible pro-tempore legislative and regulatory provisions applicable on the subject;

2. *confer the broadest powers to the Board of Directors, including the powers of sub-delegation, or to entrust an external specialist with the appointment, to be exercised with the utmost discretion, so that they may implement the purchase and disposition deeds contemplated herein, in any case, in full compliance with applicable legislation and the limits referred to in your Authorisation as resolved above, without prejudice that while the Company retains ownership of the shares, the right to the profits and pre-emptive rights shall be allocated proportionately to the other shares; furthermore, voting rights on treasury shares remain suspended, but said treasury shares shall nonetheless be included in the share capital for the purposes of determining the quorum required to convene and pass resolutions at the Shareholders' Meeting".*

Reggio Emilia, 23 March 2023

On behalf of the Board of Directors
Chairperson
Luca Dal Fabbro