

Iren S.p.A.

Registered office in Reggio Emilia, Via Nubi di Magellano 30
Share capital Euro 1,300,931,377.00
Registration number on the Reggio Emilia Register of Companies
Tax code 07129470014 - Group VAT number 02863660359
irensipa@pec.gruppoiren.it

CALL NOTICE OF SHAREHOLDERS' MEETING

Shareholders are called to the Ordinary Shareholders' Meeting on single call 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 11:00am** to discuss and resolve on the following

Agenda:

- 1) Financial statements as at 31 December 2022; Report on Operations, Report of the Board of Statutory Auditors and of the Independent Auditors.
- 2) Proposed allocation of the profit for the year: related and consequent resolutions.
- 3) Report on remuneration policy prepared pursuant to Art. 123-ter Consolidated Law on Finance (as amended by Legislative Decree 49/2019), first section: related and consequent resolutions.
- 4) Report on remuneration paid pursuant to Art. 123-ter Consolidated Law on Finance (as amended by Legislative Decree 49/2019), second section: related and consequent resolutions - advisory resolution.
- 5) Proposal to adjust the fees to inflation for the statutory audit engagement from the financial year 2022 to the end of the term of office (approval of the financial statements as at 31.12.2029): related and consequent resolutions.
- 6) 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

Attendance and representation at the shareholders' meeting

In accordance with Article 13 of the Bylaws and Article 83-*sexies* of Legislative Decree No. 58 of 24 February 1998, the meeting may be attended by anyone holding voting rights at the end of the record date of 24 April 2023 and for whom the Company has received the relevant communication from the authorised intermediary.

Credit and debit entries made on the accounts after that deadline will not count towards entitlement to exercise voting rights at the Shareholders' Meeting.

Attention is drawn to the provisions of Article 10 of the Company Bylaws, which can be viewed and downloaded from the *Governance, Corporate Documents*, Bylaws section of the Company's website at "www.gruppoiren.it", concerning the limitations on the exercise of voting rights.

In light of the provisions of Article 3, paragraph 10-undecies of Decree-Law No. 198 of 29 December 2022 (the so-called Milleproroghe 2023), converted with amendments by Law No. 14 of 24 February 2023, which provided for a further extension of the 'emergency' provisions on the holding of shareholders' meetings, originally set forth by the "Cura

Italia" Decree (Article 106), with the new deadline extended to 31 July 2023 (see Article 3, paragraph 1, which extends paragraph 7 of Article 106), the participation in the shareholders' meetings of those entitled to attend will take place, without access to the meeting premises, exclusively by expressing their vote in advance. To cast their votes, Shareholders are invited to use all the systems permitted and provided for in the Bylaws (proxy to the appointed representative and remote electronic voting), therefore without having to attend the Shareholders' Meeting in person, subject to the following rules on participation in Art. 135-undecies of Legislative Decree no. 58 of 24 February 1998, ("TUF")

The Company has appointed Computershare S.p.A., with offices in Turin, Via Nizza 262/73, as the Appointed Representative to whom holders of voting rights may confer a proxy under Art. 135-undecies of Legislative Decree No. 58 of 24 February 1998, containing voting instructions on all or some of the proposals on the agenda.

In accordance with Article 16.3 of the Bylaws the Board of Directors has also decided to allow the possibility of casting votes electronically before the Shareholders' Meeting. Persons entitled to vote on the Agenda items at the Meeting can do so by filling out and submitting the voting form available on the Company's website, by the end of the day before the Shareholders' Meeting.

Providing the foregoing, it should be noted that, pursuant to Art. 106 paragraph 4 of Decree Law No. 18 of 17 March 2020 (the "Decree"), whose provisions were most recently extended by Decree Law No. 198/2022 Mille proroghe 2023 (Art. 3, paragraph 10 - undecies), in addition to the possibility of voting electronically before the Shareholders' Meeting, as mentioned above, **attendance at the Shareholders' Meeting will take place exclusively through the Appointed Representative (in this case Computershare S.p.A.)** pursuant to Art. 135-undecies of Legislative Decree no. 58 of February 24, 1998 ("TUF"). The physical attendance of individual Shareholders or their representatives other than the Appointed Representative is therefore not permitted. The Appointed Representative may also be granted proxies or sub-delegations pursuant to Art. 135-novies TUF, in derogation of Art. 135-undecies, paragraph 4 TUF. In light of the above, the procedures for conferring proxies on the Appointed Representative are described below.

Instructions for conferring proxies and voting instructions to the Appointed Representative

The proxy and voting instructions must be conferred free of charge by the person legally entitled to vote, to Computershare S.p.A. as Appointed Representative, by filling in and signing the appropriate form, which will be made available as soon as possible on the Company's website (www.gruppoiren.it section *Governance, Meeting*). The proxy is to be sent, in the manner indicated on the form, by the end of the second trading day prior to the date set for the Shareholders' Meeting on single call (i.e. by 2 May 2023). A proxy granted in this way is effective only for those proposals on which voting instructions have been given. The proxy and voting instructions will be revocable within the same period (i.e. by 2 May 2023).

The persons entitled to participate in the meeting (members of the Board of Directors and the Board of Statutory Auditors, the Appointed Representative and the Secretary) may

attend, even exclusively, via a telecommunications link that allows for their identification as required under Art. 106 paragraph 2 of the Decree.

Other Shareholder Rights

The Shareholders, in accordance with Art. 127-ter of Legislative Decree no. 58 of 24 February 1998, may ask questions regarding the items on the agenda even before the Meeting, as indicated on the Company's website (www.gruppoiren.it section *Governance, Meeting*) by 24 April 2023.

With regard to the need to use early voting systems for the impossibility of attending the Meeting in person, any shareholders who wish to submit questions in advance will receive a response at least two days before the Meeting; if the replies are relevant to the matters under discussion they may be published in the relevant section of the Company's website.

Shareholders who, pursuant to Art. 126-bis of Legislative Decree 58 of 24 February 1998 represent, either alone or together with other shareholders, at least one-fortieth of the voting capital may ask for the list of agenda items to be amended within ten days of the publication of this notice. Their request must contain details of the additional items proposed, or alternatively they may make new proposals for resolutions concerning items already on the agenda.

Individual proposals for resolutions by Shareholders on the agenda items

As the attendance at the Shareholders' Meeting will only take place through the Appointed Representative, in order to allow Shareholders to give full voting instructions, those entitled to vote may send the Company their written proposals for resolutions and/or votes on the items on the agenda of the Shareholders' Meeting by 19 April 2023, in an e-mail addressed to affarisocietari@gruppoiren.it or irensipa@pec.gruppoiren.it. Each proposed resolution must contain details of the relevant Agenda item and state the text of the specific resolution proposal. Each proposer must indicate the percentage of their shareholding and give details of the communication from the intermediary certifying entitlement to attend the Meeting.

The Company will promptly publish the Shareholders' proposals, if relevant, in its website.

Additions to the Agenda are not permitted for items on which the Meeting is legally required to pass resolutions at the proposal of the directors or on the basis of a draft or a report prepared by the directors, other than those indicated in Art. 125-ter, paragraph 1 of Legislative Decree No. 58 of 24 February 1998.

The procedures and terms for the exercise of these rights can be found on the Company's website (www.gruppoiren.it section *Governance, Meeting*).

Documentation

The documentation relating to the items on the agenda will be made available to the public within the terms and according to the procedures laid down by current legislation at the Company's registered office, on the Company's website (www.gruppoiren.it section *Governance, Meeting*) and on the authorised storage site www.1Info.it.

Shareholders may obtain a copy of the documentation by requesting it from the Corporate Affairs Department by e-mail affarisocietari@gruppoiren.it or irenspe@pec.gruppoiren.it.

Information on share capital

As of the date of this call notice, the Company's share capital consists of 1,300,931,377 ordinary shares with voting rights, par value 1.00 (one) euro each. As of today, the Company holds 17,855,645 treasury shares, representing 1.37% of the shares representing the Company's share capital.

Please note that treasury shares do not carry voting rights, and the exact number of these shares in the portfolio will be announced at the opening of the Shareholders' Meeting.

Reggio Emilia, 23 March 2023

Chair of the Board of Directors

Eng. Luca Dal Fabbro

