



## **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 14/5/1999 and subsequent amendments and additions**

**to point 2 on the Agenda of the Ordinary Shareholders' Meeting of IREN S.p.A.**

**on 24 April 2025 at 10:00 am in a single call.**

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Dear Shareholders:

The Board of Directors of IREN S.p.A., in accordance with the provisions of Article 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, set out the content and proposals regarding point 2 on the agenda of the Shareholders' Meeting to be held on 24 April 2025 at 12:00 pm in a single call within this report.

### **REPORT ON POINT 2**

**Proposed allocation of the profit for the year: related and consequent resolutions.**

The Iren S.p.A. Financial Statements at 31 December 2024, which are submitted for the Shareholders' Meeting approval, closed with a positive result of 212,507,129.19 euro.

If the Shareholders' Meeting agrees, shareholders are asked to approve the following resolution:

**"The Ordinary Shareholders' Meeting:**

**having viewed the Financial Statements at 31 December 2024 and the Board of Directors' Report on Operations (supplemented by the Sustainability Report);**

**having viewed the Report by the Board of Statutory Auditors;**

having acknowledged the Report of the Independent Auditors KPMG S.p.A.;

resolves

approve the proposed allocation of the profit for the year, 212,507,129.19 euro, as follows:

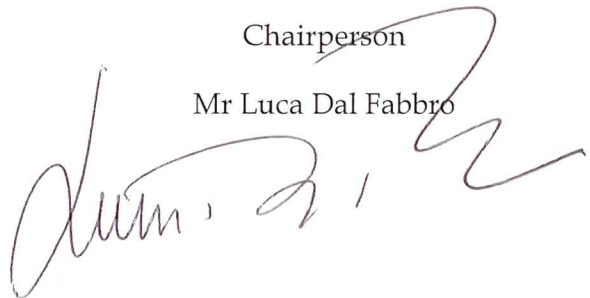
- 10,625,356.46 euro, 5% of the year's profit, to the legal reserve;
- a maximum of 166,909,495.67 euro as dividend to Shareholders, corresponding to 0.1283 euro for each of the maximum no. of 1,300,931,377 ordinary shares constituting the Company's share capital, noting that treasury shares will not benefit from the dividend; the dividend will be paid starting from 25 June 2025, validity date for registration for the dividend 23 June 2025, with record date 24 June 2025;
- to a specific retained earnings reserve, the remaining amount of at least € 34,972,277.06.

Reggio Emilia, 24 March 2025

On behalf of the Board of Directors

Chairperson

Mr Luca Dal Fabbro

A handwritten signature in dark ink, appearing to read 'Luca Dal Fabbro', is written over the printed name.