

## **The Shareholders' Meeting of IREN S.p.A. approves the Financial Statements for the year 2023, the proposed dividend of EUR 0.1188 per share, appoints a new member of the Board of Directors and new members of the Board of Statutory Auditors**

*Reggio Emilia, 27 June 2024* - Today, the Ordinary Shareholders' Meeting of IREN S.p.A. approved the Financial Statements as at 31 December 2023 of IREN S.p.A., the Report on Operations and the proposed allocation of the profit for the year amounting to EUR 172,284,624.39, as resolved by the Board of Directors on 18 April 2024, as follows:

- Euro 8,614,231.22, equal to 5% of the year's profit, to the legal reserve;
- As much as €154,550,647.59 to the dividend to the Shareholders, corresponding to €0.1188 for each of the 1,300,931,377 ordinary shares constituting the Company's share capital, with the clarification that treasury shares will not benefit from the dividend; the dividend will be payable as of 24 July 2024, against detachment of the coupon on 22 July 2024 and record date on 23 July 2024;
- In a special retained earnings reserve, the remaining amount of at least EUR 9,119,745.58.

The Shareholders' Meeting also: (i) appointed a new member of the Board of Directors proposed by Finanziaria Sviluppo Utilities s.r.l. ("FSU") with a term of office until the approval of the Financial Statements as of 31 December 2024; (ii) approved Section One ("Remuneration Policies 2024") of the Report on Remuneration Policy 2024 and Compensation Paid 2023; (iii) voted in favour of "Section Two" ("Compensation Paid 2023") of the Report on Remuneration Policy 2024 and Compensation Paid 2023;

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(iv) approved the updating, limited only to the vacancy period following the resignation of Mr. Armani and lasting from 12 June 2023 to 30 August 2023, of the maximum amount for the remuneration of Directors holding special offices established by the Shareholders' Meeting, in order to allow the Board of Directors to grant the Chairman and Executive Deputy Chairman an additional remuneration for the year, proportional to the additional powers and responsibilities during the aforesaid period; (v) appointed the Board of Statutory Auditors and its Chairman for the three-year period 2024-2025-2026 and determined the related remuneration.

## APPOINTMENT OF A BOARD MEMBER

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The Shareholders' Meeting of IREN S.p.A. proceeded to appoint, upon the proposal of the shareholder FSU S.r.l., Prof. Paola Girdinio as Director of the Company, to replace Director Dr. Paolo Signorini.

Prof. Paola Girdinio, who will remain in office until the expiration of the term of office of the current Board of Directors (approval of the Financial Statements as of 31 December 2024), is currently Professor of Electrotechnics at the Faculty of Engineering of the University of Genoa, of which she was Chairman from 2008 to 2012. She has previously held positions on the Boards of Directors of Enel, Ansaldo STS, the Ligurian Marine Technology District, Banca Carige, D'Appolonia, Fondazione Carige, and Banca Popolare di Bari. He currently holds the positions of Director in Ansaldo Energia and Ansaldo Nucleare, as well as President of the Centre of Competence on Security and Optimisation of Strategic Infrastructure 4.0. She is President of the National Observatory for Cyber Security, Resilience and Business Continuity of Electricity Systems.

At the time of submitting her candidacy, Prof. Girdinio declared that she meets the requirements of honourableness prescribed by current regulations as well as the requirements of independence pursuant to the provisions of the Consolidated Law on Finance and the Corporate Governance Code of Listed Companies (January 2020) according to the governance assessments adopted by IREN S.p.A.

The Board of Directors will carry out the assessments within its competence with reference to the aforesaid requirements at its first useful meeting and will promptly inform the market thereof.

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## APPOINTMENT OF THE BOARD OF STATUTORY AUDITORS

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With the approval of the financial statements as at 31 December 2023, the mandate of the current Board of Statutory Auditors came to an end. Today's Shareholders' Meeting therefore appointed the company's new Board of Statutory Auditors, which will remain in office for the financial years 2024/2025/2026 (expiry date: date of approval of the financial statements for the financial year 2026). The members of the new Board of Statutory Auditors are: Ugo Ballerini, Donatella Busso and Simone Caprari (full members) and Lucia Tacchino (substitute member) appointed from list no. 1 presented by FSU Srl, FCT Holding SpA (also as agent of Metro Holding Torino srl) and the Municipality of Reggio Emilia and voted by the majority, to which are added Sonia Ferrero and Fabrizio Riccardo Di Giusto (full members) and Carlo Bellavite Pellegrini (member alternate) appointed from list no. 2 presented by Amundi Asset Management SGR S.p.A. fund manager: Amundi Risparmio Italia, Amundi Sviluppo Attivo Italia, Amundi Impegno Italia – B and Amundi Valore Italia Pir; Anima Sgr S.p.A. manager of the Anima Initiative Italia fund; Arca Fondi Sgr S.p.A. fund manager: Fondo Arca Azioni Italia, Fondo ARCA Economia Reale Bilanciato Italia 30 and Fondo Arca Economia Reale Bilanciato Italia 55; BancoPosti Fondi S.p.A. SGR manager of the BancoPosta Rinascimento fund; Eurizon Capital S.A. fund manager of the Eurizon Fund segments: Italian Equity opportunities, Equity Europe LTE and Equity Italy Smart volatility; Eurizon Capital SGR S.p.A. fund manager: Eurizon Pir Italia Azioni, Eurizon Azioni Italia, Eurizon Azioni Pmi Italia, Eurizon Pir Italia 30, Eurizon Progetto Italia 70, Eurizon Progetto Italia 20 and Eurizon Progetto Italia 40; Fideuram Asset Management Ireland manager of the Fonditalia Equity Italy fund; Fideuram Intesa Sanpaolo Private Banking Asset Management Sgr S.p.A. fund manager: Fideuram Italia, Piano Azioni Italia, Piano Bilanciato Italia 30 and Piano Bilanciato Italia 50; Interfund Sicav – Interfund Equity Italy; Generali Asset Management S.p.A. Asset management company, as delegated manager in the name and on behalf of: General Investments SICAV Euro Future Leaders, Generali Smart Funds PIR Valore Italia and Generali Smart Fund PIR Evoluzione Italia; Kairos Partners Sgr S.p.A. as Management Company of Kairos International Sicav – Italia, Made in Italy and Key Sections; Mediolanum Gestion Fondi Sgr S.p.A. fund manager: Mediolanum Flessibile Futuro Italia and Mediolanum Flessibile Sviluppo Italia, voted by the minority.

The Shareholders' Meeting also appointed Sonia Ferrero as President of the Board of Statutory Auditors for the financial years 2024/2025/2026.

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Taking into account the proposal to this effect presented by FSU Srl, the meetings determined the compensation to be paid to the members of the Board of Statutory Auditors in an amount equal to Euro 60,000 gross per year for the President and Euro 40,000 gross per year for the effective members. All members of the new Board of Statutory Auditors meet the independence requirements set out in the legal and regulatory provisions.

Upon submitting their respective candidacies, the newly appointed members of the Board of Statutory Auditors declared that they possess the integrity requirements prescribed by current legislation as well as the independence requirements pursuant to the provisions of the Consolidated Finance Act as well as the Corporate Code Governance of Listed Companies (January 2020) according to the governance assessments adopted by IREN S.p.A.

The Board of Statutory Auditors will carry out the assessments within its competence with reference to the aforementioned requirements at the first available meeting and will promptly communicate them to the market.

The documentation required by current legislation relating to today's Meeting is made available to the public at the Company's headquarters, at Borsa Italiana S.p.A., on the website [www.gruppoiren.it](http://www.gruppoiren.it) and on the authorized storage mechanism 1Info ([www.1info.it](http://www.1info.it)) within the terms of the law.

The summary report of the votes referred to in art. 125-quater, paragraph 2, T.U.F. will be made available on the company website [www.gruppoiren.it](http://www.gruppoiren.it) within five days. The meeting minutes will be made available to the public in the manner and terms established by law.

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