



## 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 1 on the ordinary part of the Agenda drawn up for the Shareholders' Meeting of IREN S.p.A.**

**of 27 June 2024 at 12:00 pm in a single call**

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 1 on the agenda of the Ordinary Shareholders' Meeting to be held on 27 June 2024 at 12:00 pm in a single call within this report.

### REPORT ON POINT 1

**Appointment of a member of the Board of Directors following co-optation pursuant to Article 2386, paragraph 1, of the Italian Civil Code:** related and consequent resolutions.

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Dear Shareholders:

We would like to remind you that following the resignation of Director and CEO Mr Gianni Vittorio Armani on 12 June 2023, the Board of Directors, in its meeting of 30 August 2023, after obtaining the approval of the Board of Statutory Auditors, as well as after any appropriate verification of the fulfilment of the set forth requisites of competence, professionalism and integrity, appointed Mr Paolo Signorini as Director by co-optation, pursuant to Article 2386, paragraph 1, of the Italian Civil Code.

IREN S.p.A. Reggio Emilia, Via Nubi di Magellano 30

Share Capital Euro 1,276,225,677.00 - Reggio Emilia Company Register - Tax code and VAT number 07129470014

For the sake of clarity, please note that Directors appointed by the Board of Directors by co-optation pursuant to Article 2386 of the Italian Civil Code “*remain in office until the next Shareholders’ Meeting*”.

Therefore, the Shareholders' Meeting referred to in the foregoing is called upon to decide on the matter, this being, chronologically, the first meeting after the aforementioned co-optation by the Board of Directors.

Bearing in mind that the current Board of Directors was appointed pursuant to Article 19.2 and Article 18.4 of the By-laws, in the event of the replacement of Directors who cease to hold office and were appointed pursuant to Article 19.2, Article 2386, Section 1, of the Italian Civil Code, consequently, the appointment is made with the ordinary majorities required by law.

The Board of Directors invites the Shareholders' Meeting to resolve on this matter on the basis of the proposals to be presented by the Shareholders, within the time limit and in the manner set forth in the notice of call.

Reggio Emilia, 18 April 2024

IREN S.p.A.

Chair of the Board of Directors

Mr Luca Dal Fabbro  
