

**Ordinary Shareholders' Meeting  
April 27<sup>th</sup> 2021 and May 4<sup>th</sup> 2021**

**Board of Directors' Report about fourth and fifth issue on the Agenda**

COURTESY TRANSLATION

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This document is available on the internet site with the following address:

[www.elengroup.com](http://www.elengroup.com)

EL.EN. s.p.a.  
Registered office in Calenzano (FI), via Baldanzese n. 17  
Capital underwritten and paid out 2.554.021,86 Euros divided into 19.646.322  
ordinary shares  
Register of Companies (Firenze - Italy) and internal revenue code number 03137680488  
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The shareholders are called upon to convene for an ordinary meeting at the company registered office in Calenzano, Via Baldanzese n. 17, at **10.00 am on April 27<sup>th</sup> 2021**, for the first call and at **10.00 am on May 4<sup>th</sup> 2021**, for the second call in order to vote on the following

#### AGENDA OF MEETING

- 1 – Approval of the annual financial report closed on December 31<sup>st</sup> 2020 and the manager’s report. Presentation of the consolidated financial statement and consolidated non-financial statement.**
- 2 – Report on the policy regarding remuneration and fees paid, *ex art. 123-ter* Legislative Decree no. 58 of 24 February 1998: approval of the first section of the Report pursuant to art. 123-ter, para 3-bis;**
- 3 - Report on the policy regarding remuneration and fees paid, *ex art. 123-ter* Legislative Decree no. 58 of 24 February 1998: resolution about the second section of the Report pursuant to art. 123-ter, para 6;**
- 4 – Appointment of the Board of Directors and the Chairman, subject to determination of the composition of the Board of Directors and the term of office:**
  - 4.1 determination of the composition of the Board of Directors;**
  - 4.2 determination of the term of office of the Board of Directors;**
  - 4.3 appointment of directors;**
  - 4.4 appointment of the Chairman;**
- 5. Determination of the remuneration of the Board of Directors.**
- 6. Authorization to purchase own shares and then to sell and dispose the own shares purchased.**

#### WAY OF TAKING PLACE OF THE 2021 SHAREHOLDERS’ MEETING DUE THE COVID-19 HEALTH EMERGENCY

The Shareholders’ meeting shall take place in full compliance with the requirements and instructions of the Decree Law 17 March 2020, No 18 ( "Decree 18/2020") converted with amendments by Law on 24 April 2020, n. 27 as well as the decrees and/or directives adopted by the relevant authorities (national or regional) and in force as of the date of the Shareholders’ Meeting. Therefore, intervention in the Shareholders’ Meeting by those entitled to vote will only be allowed through the representative appointed by the Company.

To this end, the Company has appointed Computershare S.p.A. – with offices in Turin, Via Nizza 262/73, 10126 – to represent Shareholders under art. 135-undecies of Legislative Decree 58/1998 (the "TUF") and the aforementioned D. L. 18/2020 (the "Appointed Representative").

The physical participation of individual shareholders and delegates other than the Appointed Representative is therefore forbidden.

Shareholders wishing to attend the Meeting will therefore have to give the Appointed Representative the proxy referred to in the following relevant paragraph.

In accordance with Article 106, paragraph 2, of D. L. 18/2020, the legitimate persons (the members of the Social Bodies, the appointed Secretary and the Appointed Representative) may intervene (or exclusively) by means of telecommunications to ensure their identification, without the President, the Secretary and the Notary being in the same place. The Company will promptly

notify any additional relevant requirements and instructions in connection with the way of taking place of the Meeting.

#### THE RIGHT TO ATTEND THE SHAREHOLDER'S MEETING AND THE RIGHT TO VOTE DURING THE HEALTH EMERGENCY DUE TO COVID-19

The legitimate attendance of shareholders' meetings and the exercise of voting rights is confirmed by a statement to the Company from the authorized intermediary, in compliance with intermediary accounting records, on behalf of the person who has the right to vote.

This communication is made on the basis of the relative evidence at the end of the accounting day of the seventh market business day prior to the date set for the first call of this meeting, i.e., April 16<sup>th</sup> 2021, also called the *record date*.

Persons who are recognized as owners of shares only after the *record date* are not legitimated to attend the meeting or to vote at the meeting.

The communication from the intermediary must reach the Company by the end of the third trading day prior to the date set for the meeting, i.e., by April 22<sup>th</sup> 2021. This is without prejudice to legitimate attendance and voting if communication has reached the Company beyond the such terms, providing it has been received before the start of the meeting works.

#### PROXY FOR ATTENDANCE AND VOTING AT THE MEETING

According to art. 135-*undecies* TUF, every person legitimated to attend the meeting has to give to the Appointed Representative a written proxy with voting instructions on all or some of the proposals on the agenda by using the proxy form, electronic too, prepared by the same Appointed Representative in accordance with the Company and available on the Company's website at [www.elengroup.com](http://www.elengroup.com) - *Investor Relations/governance/documenti assembleari/ASSEMBLEA ORDINARIA/27 APRIL 2021 – 4 MAY 2021*.

The proxy shall be valid only for proposals on which voting instructions are conferred.

The proxy shall be submitted in compliance with the instructions contained in the proxy form and within the end of the second trading day prior to the date scheduled for the Shareholders' meeting, that is within April 23<sup>rd</sup> 2021 for the first call and within April 29<sup>th</sup> 2021 for the second call.

The proxy and voting instructions may be cancelled within the time limit indicated hereinabove.

To give the proxy to the Appointed representative it is requested the communication from the authorized intermediary, attesting to the right to attend the Shareholders' Meeting and to vote: lacking such intermediary statement, the proxy shall be ineffective.

In addition, under Decree 18/2020, those who are entitled to attend the Shareholders' meeting and to vote and who do not wish to use the above mentioned mean of intervention to the meeting, may confer delegations and/or sub-delegations under art. 135-*novies* TUF. For this purpose, the delegation form model made available on the Company's website can be used.

The delegation and/or sub-delegation to the Appointed Representative contains voting instructions on all or some of the proposals relating to matters on the agenda, it is understood that the Appointed Representative will not submit any votes in the Shareholders meeting in relation to those proposals for which he has not received voting instructions. In the case of sub-delegation to the Appointed Representative, the sub-delegant must deliver to the Appointed Representative, following the instructions on the form, also a copy of the delegation received and the declaration with which it attests the compliance of the copy to the original and the identity of the delegate. In order to allow the Company and the Appointed Representative to receive and verify delegations and/or sub-delegations in advance of the start of the meeting, it is recommended that legitimate persons send their delegations and/or sub-delegations by noon on the day before the date of actual holding of the meeting.

Delegation and voting instructions can be cancelled within the same terms and in the same way expected to be sent. No vote by electronic means is permitted.

The Designated Representative will be available for clarification or information at the following telephone number: 011-0923200, or at the e-mail address [sedeto@computershare.it](mailto:sedeto@computershare.it).

Shareholders are informed that the Company reserves the right to supplement and/or modify the above instructions in view of the necessary interventions as a result of the current epidemiological emergency situation from COVID-19 and its currently unforeseeable developments.

#### VOTING BY CORRESPONDENCE

In compliance with article 17 of the company by-laws it is permissible also to vote by correspondence, in conformity with the laws now in force. Shareholders entitled to attend the meeting may pick up their ballot at Company registered office or they can download it on the internet site, [www.elengroup.com](http://www.elengroup.com) – in the section titled *Investor Relations/governance/documenti assembleari/ASSEMBLEA ORDINARIA/27 APRIL 2021 – 4 MAY 2021* and, if for technical reasons they are unable to download it electronically, the ballot may be requested in hardcopy from the Company (tel. 0558826807; fax 0558832884).

The sealed envelope containing the marked ballot with the date and signature along with the documents that prove the identity of the voter and, if necessary, the right to vote, must be received by El.En. s.p.a., Via Baldanzese n. 17, 50041 Calenzano (FI) – addressed to the attention of the President of the Board of Statutory Auditors – by 7 p.m. on April 26<sup>th</sup> 2021. Votes that arrive after that date or for which legitimation to vote from the intermediary has not been received will not be taken into consideration. Voting by correspondence will be exercised directly by the owner and expressed separately for each of the motion proposals.

#### INTEGRATION OF THE AGENDA OF THE SHAREHOLDERS' MEETING

In compliance with art. 126-*bis* of D. Lgs. n. 58 of 1998 (“T.U.F.”), the Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within March 28<sup>th</sup> 2021 (ten days after the publication of this notice), for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda, and in the request they should specify the additional subjects they propose and/or the discussions proposed.

It should be recalled that the agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under article 125-*ter*, subsection 1 T.U.F..

The request to have additional subjects included must be presented in writing and sent by registered mail addressed to the registered office of the Company or sent by e-mail to [elen@pec.uipservizi.it](mailto:elen@pec.uipservizi.it) and must be accompanied by a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda

The certificate attesting the ownership of shares and of the quota of ownership that is necessary for the right to vote in compliance with. 126-*bis* T.U.F., para 1, must be demonstrated by a specific communication with effect on the date of the request, addressed by the intermediary to [elen@pecserviziotitoli.it](mailto:elen@pecserviziotitoli.it).

#### RIGHT TO SUBMIT PROPOSAL PURSUANT TO ART. 126-*bis* T.U.F., LAST SENTENCE

In addition, given the manner in which the meeting will take place due to the epidemic emergency, and that the intervention is allowed exclusively through the Appointed Representative, thus legitimate Shareholders who individually wish to make proposals for deliberation and voting on the topics on the agenda will have to submit them in writing by means of a registered letter addressed to the Company's headquarters or by e-mail to the [elen@pec.uipservizi.it](mailto:elen@pec.uipservizi.it) within April 12<sup>th</sup> 2021. The legitimacy to formulate proposals must be attested by the communication provided for in art. 83-*sexies* TUF carried out by the intermediary for the purpose of intervention in the Shareholders' Meeting and the exercise of the right to vote. These proposals, where relevant, will be published without delay on the Company's website, in order to enable those entitled to vote to express themselves knowingly even taking into account these new proposals and to allow the Appointed Representative to collect voting instructions also on such new ones.

## RIGHT TO SUBMIT QUESTIONS PRIOR TO THE SHAREHOLDERS' MEETING

In compliance with art. 127-ter T.U.F., all those with voting rights may submit questions on the items on the agenda even prior to the shareholders' meeting by sending a registered letter to the Company Registered office or by certified e-mail to [elen@pec.uipservizi.it](mailto:elen@pec.uipservizi.it). All persons who can prove ownership of shares on April 16<sup>th</sup> 2021 (*the record date*) have the right to receive an answer. For this purpose, the intermediary must send to [elen@pecserviziottitoli.it](mailto:elen@pecserviziottitoli.it) a specific communication stating the ownership of shares by the person making the request with effect on the date of the request. If the person who has the right to vote has requested from the intermediary the communication in order to attend the meeting, it will be necessary only to refer to this communication in the document containing the questions. Given the extraordinary way of taking place of the 2021 Shareholders' Annual Meeting, the questions related to the agenda and presented by legitimated persons must be received by April 16<sup>th</sup> 2021 and will be answered within April 23<sup>rd</sup> 2021. The Company can provide a unified answer to questions with the same content.

## APPOINTMENT OF THE BOARD OF DIRECTORS

The appointment of the Board of Directors is made by voting lists submitted by shareholders and is regulated by both laws and regulations as well as by art. 19 of the Company articles of associations, to which reference is made in an unabridged form and the contents of which are available on the internet site [www.elengroup.com](http://www.elengroup.com) in the section "*Investor relations/governance/statuto*" and it is also available upon request at Company registered office.

Lists submitted shall contain the names of the candidates for the position of board member numbered progressively and the indication of which ones have the requisites for independence in compliance with art. 147-ter, sub-section 4, T.U.F. and with art. 2 of the Corporate Governance Code prepared by the Committee for Corporate Governance of the companies quoted on the stock market promoted by Borsa Italiana s.p.a..

Together with each list the shareholders must deposit: a complete and detailed description of the professional *curriculum* of the candidates being presented with a complete *curriculum vitae* from which it will be possible to see the positions held in administrative boards or controlling commissions in other companies; a declaration in which each candidate accepts their candidacy and declares under their own responsibility that no causes exist for ineligibility or incompatibility, and that all the prerequisites established by the applicable regulations and by the company by-laws for their respective positions exist.

The creation of the lists submitted must take place observing law and regulatory provisions as per art. 147-ter, sub-section 1-ter, T.U.F. and those pertaining the appointment of a proper due number of member satisfying the independence requirements established by art. 147-ter, sub-section 4, T.U.F. and by the mentioned Corporate Governance Code.

In relation to respect for gender balance, since this is the first term of office of the Board of Directors after 1 January 2020, each list containing a number of candidates equal to or greater than three must therefore be composed in such a way that the least represented gender obtains a share equal to at least two fifths of the elected directors.

Where the application of the gender distribution criterion does not result in a whole number of members of the Board of Directors belonging to the least represented gender, that number shall be rounded up to the higher unit.

In addition, in determining the number of members of the Board of Directors and in submitting the lists, the shareholders, provided that they will have the right to express, justifying them, different assessments in this regard, are required to take into account the "Orientation for shareholders on the qualitative-quantitative composition of the board of directors" published on 5 March 2021 on the company's website [www.elengroup.com](http://www.elengroup.com) *Investor relations/governance/shareholders' documents/2021/ORDINARY SHAREHOLDERS' MEETING 27 April 2021 – 4 May 2021* and reported in the Report of the Board of Directors prepared pursuant to art. 125-ter of the TUF, to which reference is made, which is made available to the public today at the company's registered



office, on the Company's website at address [www.elengroup.com](http://www.elengroup.com) and on the storage mechanism authorized [www.emarketstorage.com](http://www.emarketstorage.com).

The lists must be submitted, together with documents required by laws, regulation and Company articles of association at the legal registered office of the Company by April 2<sup>nd</sup> 2021, the twenty-fifth day before the meeting.

The lists deposited in compliance with such laws and regulations shall be available to the public within twenty-one days before the first call for this shareholders' meeting, on April 6<sup>th</sup> 2021.

In compliance with art. 144-*septies*, sub-section 2, Issuers' Regulation CONSOB 11971/1999 ("Issuers' Regulation"), it should be recalled that the minimum amount of share capital required for the presentation of a list of candidates for members of the Board of Directors is 2,5%, in conformity with art. 19 of the articles of association, art. 144-*quater* Issuers' Regulation and CONSOB Det. n. 44 of January 29<sup>th</sup> 2021.

The ownership of the minimum amount necessary for the presentation of the list is determined by the number of shares that are registered in the name of the shareholder on the day in which the list is presented at the Company. The possession or co-ownership of the number of shares necessary for the presentation of the list must be demonstrated by the issue of a communication by the intermediary to the certified e-mail address [elen@pecserviziotitoli.it](mailto:elen@pecserviziotitoli.it) by April 6<sup>th</sup> 2021.

Each shareholder may submit or join in submitting only one list and each candidate may appear in just one list, on pain of ineligibility. Shareholders subscribing to a shareholders' agreement regarding the exercise of voting rights can submit only one list.

Moreover minority shareholders willing to submit list of candidates shall allege, pursuant to provisions of Com. CONSOB DEM/9017893 of February 26<sup>th</sup> 2009, a declaration which demonstrates the absence of relationships, even indirect ones, as per art. 147-*ter*, sub-section 3, T.U.F. and art. 144-*quinquies* of the Issuer's Regulation, with shareholders who detain, even jointly, a controlling holding or relative majority which can be identified on the basis of the "notification requirements for major holdings" as per art. 120 of D. Lgs. 58/1998 or of the publication of company agreements as per art. 122 of the same T.U.F.

Pursuant to and for the purposes of Art. 147-*ter*, paragraph 3, T.U.F., it should be specified that the first candidate on the minority list will be elected to replace the last candidate expressed in the list who obtained a majority of the votes. In view of the need to comply with the gender and independence requirements, where the first candidate on the minority list does not meet the requirements of the last on the majority list, the first subsequent candidate on the minority list who presents these requirements will be elected.

The lists that are not in conformity with the laws and regulations, in compliance with art. 19 of the Company Article of Association and with mentioned provisions of Corporate Governance Code will be considered as not submitted.

The lists may be deposited electronically by e-mail communication to the certified e-mail address [elen@pec.uipservizi.it](mailto:elen@pec.uipservizi.it) as long as it is signed digitally and includes the information necessary for the identification of the person who is depositing and transmitting the list.

#### DOCUMENTATION OF THE MEETING, DESCRIPTIVE REPORTS AND PROPOSALS FOR DISCUSSION

The documentation related to the discussions and the proposals in the agenda, including the report of the board of directors on each of the items on items of the agenda, the complete text of the proposals for discussion and all of the documents that will be submitted to the shareholders, is deposited and available to the shareholders at Company registered office and on the internet site [www.elengroup.com](http://www.elengroup.com) in the section *Investor Relations/governance/documenti assembleari/ASSEMBLEA ORDINARIA/27 APRIL 2021 – 4 MAY 2021* and on the authorized storage website [www.emarketstorage.com](http://www.emarketstorage.com), as follows:

a) within twenty-one days before the meeting, the annual financial report including all the documents as per art. 154-*ter*, sub-section 1, T.U.F.;

- b) within twenty-one days before the meeting, the consolidated non-financial statement provided by art. 4, D. Lgs. 254/2016;
- c) within twenty-one days before the meeting the report on remuneration *ex art. 123-ter* T.U.F. and art. 84-*quater* Issuers' Regulation;
- d) within thirty days before the meeting, the board of directors report on items 1, 2, 3, 6 on the agenda of the meeting
- e) together with this document, the board of directors report on items 4 and 5 on the agenda of the meeting.

Shareholders may obtain a hard copy version of these documents at their own expense.

#### CAPITAL STOCK – TREASURY STOCK

It should be recalled that the capital stock of El.En. s.p.a., in the amount of 2.554.021,86 Euros is divided into 19.646.322 ordinary shares, each of which gives the right to vote. At this time the Company does not possess own shares.

Calenzano, March 18<sup>th</sup> 2021

For the Board of Directors  
The President – Ing. Gabriele Clementi



Internet site: [www.elengroup.com](http://www.elengroup.com)

E-mail: [finance@elen.it](mailto:finance@elen.it)

SDIR (authorized dissemination of regulated disclosures system): [www.emarketstorage.com](http://www.emarketstorage.com)

## BOARD OF DIRECTORS' REPORT DESCRIBING THE PROPOSALS TO THE STOCKHOLDERS' MEETING

To our stockholders,  
the Board of Directors (“the Board”) of El.En. s.p.a. (“the Company”) in compliance with art. 125-ter, D. Lgs. February 24<sup>th</sup> 1998, n. 58 (“T.U.F”) and 84-ter Issuers’ Regulations issued by the Consob n. 11971/1999 (“Issuers’ Regulations”), in this report intends to illustrate the proposals to be submitted for your attention in relation to the issues on the Agenda for the meeting which has been convened at the company Headquarters in Via Baldanzese 17, at 10 a.m. on April 27<sup>th</sup> 2021 in first call and for 10 a.m. on May 4<sup>th</sup> 2021 for the second call by notice published on March 18<sup>th</sup> 2021 by an abstract in the newspaper “ITALIA OGGI”, and by complete document on the website of the Company.

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**Concerning the fourth point of the Agenda – Appointment of the Board of Directors and the Chairman, subject to determination of the composition of the Board of Directors:**

**4.1 determination of the composition of the Board of Directors;**

**4.2 determination of the term of office of the Board of Directors;**

**4.3 appointment of directors;**

**4.4 appointment of the Chairman.**

The current Board of Directors (“the Board”) of the Company was elected by the ordinary Shareholders’ meeting convened on April 27<sup>th</sup> 2018 for the years 2018-2020, and expires with the approval of the financials for 2020. Consequently the Shareholders’ Meeting called for the approval of the financials for the year ending on December 31<sup>st</sup> 2020 will be called to elect a new administrative body for the three-year period 2021-2023.

On March 5<sup>th</sup> 2021 the Board approved and published its own opinion on the quantitative and qualitative composition of the new administrative body and made it available at the Company headquarters, on the Company’s internet site at [www.elengroup.com](http://www.elengroup.com) sez. *Investor Relations/Investor Relations/governance/documenti assembleari/2021/*, at the Italian stock market (Borsa Italiana s.p.a). and in the authorized market storage site [www.emarketstorage.com](http://www.emarketstorage.com).

Consequently, for the evaluations made by the Board in this regard, please consult that document.

\* \* \*

The elections are conducted with votes from a list. The relevant procedure and the limits of the composition of the Board of Directors are regulated and described in art. 19 of the Company articles of association set forth hereinbelow:

### **“Article 19**

#### **The administrative body**

*The Company is administrated by a Board of Directors composed of a minimum of 3 (three) to a maximum of 15 (fifteen) members (even non-shareholders) appointed by the Assembly which each time also determines the number of members.*

*For the appointment of the members of the Board of Directors the following procedure is observed: The Shareholders who intend to nominate a candidate to be a member of the Board must deposit the following documents at Company Headquarters at least twenty-five days before the date set for the first call of the ordinary assembly:*

*a) a progressively numbered list containing the names of the candidates for the position of member of the Board and an indication of which ones possess the independence requirements in compliance with art. 147-ter, sub-section 4, D. Lgs. February 24<sup>th</sup> 1998, n. 58 and the Self-disciplining Code elaborated by the Commission for Corporate Governance of the companies quoted on the stock market which was promoted by Borsa Italiana s.p.a.;*



*b) along with this list the shareholders must also deposit: a detailed description of the professional curriculum of the candidates in the list and the reasons for nominating the candidate; a complete curriculum vitae for each candidate in which one can see the positions held in other administrative and controlling bodies in other companies as well as a declaration in which each candidate accepts the nomination and certifies under his own responsibility the non-existence of any reason that would make him ineligible or incompatible as well as the existence of the requisites prescribed by the applicable regulations and the Company by-laws for the respective positions.*

*The compiling of the lists containing a number of at least three candidates must be conducted in conformity with the relative regulations related to the balance of genders.*

*The lists must indicate the identity of the shareholder or the name of the person who is presenting the list with all of the personal data and the percentage of capital possessed individually or as a whole.*

*Each shareholder may present or share in the presentation of only one list and each candidate can appear on only one list under penalty of ineligibility. Shareholders participating to the same shareholders agreement may present only one list.*

*The shareholders who individually or together with other shareholders represent a quota of the equity in the share capital in the amount set by art. 147-ter D. Lgs. February 24<sup>th</sup> 1998, n. 58, or in a greater amount set by Consob with regulations which take into consideration the capitalization, the free float and the ownership structure of companies quoted on the stock market may present a list.*

*The ownership of the minimum quota of equity required for the presentation of the lists is determined considering the shares that are registered in the name of the partners on the day that the lists are deposited at the Company. The relevant certification must be produced in any case at least twenty-one days before the date set for the first call of the ordinary assembly.*

*The board members are appointed by the ordinary assembly on the basis of the lists that are presented by the shareholders in which the candidates are listed in progressive numerical order.*

*Each shareholder with the right to vote may vote for only one list.*

*The board members are extracted from the list which receives the greatest number of votes and, in any case, a percentage of votes equal to at least half of those necessary for the presentation of the same.*

*At least one member of the board must be taken from the minority list which received the greatest number of votes.*

*In the case of the same number of votes for the lists, a new vote will be taken by all of the members of the ordinary assembly and the list which receives the simple majority of votes will be elected.*

*In the case in which no list has been presented within the terms that have been set, the assembly will deliberate by majority of the shareholders present at the assembly.*

*If only one list is presented, all the directors will be elected from such list.*

*If no minority list collects votes, the integration of the board will take place by resolution passed by a relative majority of the shareholders present at the meeting.*

*Among the candidates that have been elected there must be an adequate number of board members who possess the requirements for independence established for the auditors in compliance with art. 148, sub-section 3, D. Lgs. February 24<sup>th</sup> 1998, n. 58 and by the Self-disciplining Code elaborated by the Commission for Corporate Governance of the companies listed on the Italian stock market promoted by Borsa Italiana s.p.a.. A board member who, after being appointed, loses the requirements for independence must immediately communicate the fact to the Board of Directors and, in any case, must resign from the Board.*

*The composition of the board which is elected must, in any case, be able to guarantee balance of the genders represented in compliance with art. 147-ter, sub-section 1-ter, D. Lgs. February 24<sup>th</sup> 1998, n. 58.*

*The members of the administrative body are appointed for a period of 3 (three) years or for a shorter period determined on an individual basis by the Shareholders' Assembly, in conformity with*

*art. 2383, sub-section 2 c.c. and can be re-elected; if, during the year, one or more of the board members dies or goes missing the others may replace him in conformity with art. 2386 c.c..*

*In any case the termination of the appointment of one or more board members the appointment of the new members must take place in conformity with the laws concerning the balance of genders.*

*The members of the administrative bodies of the company may be elected members of the administrative bodies or chief administrator of one of the subsidiary companies without requiring the authorization by the shareholders' assembly, as per 2390 of the Civil Code".*

In determining the number members of the Board of Directors and the presentation of the lists, the shareholders may express different opinions and explain the motivations, however, they are requested to bear in mind the orientation of the shareholders on the qualitative and quantitative composition of the above mentioned Board of Directors.

Moreover, whoever presents a list which contains a number of candidates which is more than half of the members to be elected is required to supply adequate information in the documentation presented when depositing the list, concerning the orientation expressed by the administrative body, also in reference to the diversity criteria that must be observed and to indicate his choice of candidate for the presidency of the administrative body.

In compliance with and for the effects of art. 147-ter, comma 3, T.U.F., it should be noted that the first candidate on the minority list will be elected in substitution of the last candidate expressed on the list which obtained the majority of votes. Since the requirements for respecting the balance of gender and independence must be respected, if the first candidate on the minority list does not have the requirements of the last candidate on the majority list, the next candidate on the minority list who presents these requirements will be elected.

On the basis of the above premises, the following proposal for resolution is submitted for your approval:

*"The Shareholders' Assembly of El.En. incorporated with headquarters in Calenzano via Baldanzese 17, having heard the report of the Board of Directors  
approves*

*1. the resolution to set the number of components of the Board of Directors at 7 (seven) members in compliance with the current by-laws;*

*2. the resolution to set the duration of the term of the Board of Directors at three years and consequently until the approval of the financials for the year ending on the 31<sup>st</sup> (thirty-first) of December 2023 (two-thousand and twenty three).*

*3. the resolution to appoint as board members the following individuals:*

*- \_\_\_\_\_ born in \_\_\_\_\_ on \_\_\_\_\_, resident in \_\_\_\_\_,  
address \_\_\_\_\_, Social security number \_\_\_\_\_, citizenship \_\_\_\_\_*

*(to be added to the personal data and generalities of the candidates)*

*4. the resolution to appoint to the position of President of the Board of Directors  
Mr/Mrs \_\_\_\_\_".*

*\* \* \**

## Concerning the five point of the Agenda – Determination of the remuneration of the Board of Directors

In compliance with art. 21 of the Company articles of association and art. 2389, sub-section 3, Civil Code, the Shareholders' Meeting is also called to determine the amounts of remuneration of all of the administrators, including those with special duties.

The ordinary Shareholders' Meeting held on April 27<sup>th</sup> 2018 which had appointed an administrative body composed of six members had set the maximum gross remuneration at 1.468.000,00 Euros to be paid to the members of the Board of Directors to be divided as follows:

a) the amount of 90.000,00 Euros gross annually divided in equal amounts among the members of the Board of Directors;

b) the amount of 378.000,00 Euros gross annually also by means of distributing non-monetary benefits, divided in equal parts between the President of the Board and the executive members;

c) the amount of 1.000.000,00 Euros gross annually as the variable part of the remuneration to be paid in the form of a bonus for reaching certain pre-determined objectives set by the Board of Directors, divided among the President of the Board of Directors, executive board members and the board members with special duties;

- the overall amount of 19.500,00 Euros gross annually as an indemnity in compliance with art. 17 of the T.U.I.R. to be divided between the President of the Board of Directors and the executive board members.

The outgoing Board of Directors, in conformity with the directives stated in the Remuneration Report which was formulated in compliance with art. 123-ter T.U.F. and approved during the meeting held on March 15<sup>th</sup> 2021, following the proposals by the Remuneration Committee proposes to the Assembly to increase:

a) By 2.000,00 Euros annually for each board member the base remuneration received by all the components of the Board, non-executive and independent included, which in this way would increase from 15.000,00 Euros annually to 17.000,00 Euros annually, and leave at the disposal of the Board a further 9000,00 Euros to be used for the remuneration of the non-executive members who have been appointed by the President to internal Board committees;

b) By 72.000,00 Euros the annual amount to be divided among the President and the executive board members, also by means of the attribution of non-monetary benefits.

For all other information that is useful for the shareholders for the purpose of making an evaluation to determine the remuneration of the Board, please consult the above mentioned Remuneration Report which will be made available within the term set by the above mentioned regulations.

On the basis of these premises we submit the following proposal for resolution for your approval:

*"The Shareholders Assembly of El.En. incorporated with headquarters in Calenzano, via Baldanzese 17, having heard the report of the Board of Directors and the favorable opinion of the Board of Auditors*

*approves*

*5. – the resolution, until a different resolution has been taken by the Shareholders' Meeting, to set at 1.578.000,00 (one million five hundred and seventy eight thousand point zero zero) Euros the maximum annual gross indemnity to be paid overall to the members of the Board of Directors and to be divided as follows:*

*a) a total of 119.000,00 (one hundred nineteen thousand point zero zero) Euros gross annually in equal parts among the members of the Board of Directors;*

*b) a total of 9.000,00 (nine thousand point zero zero) Euros gross annually among the non-executive members who are presidents of internal Board committees;*

- c) a total of 450.000,00 (four hundred and fifty thousand point zero zero) Euros gross annually in equal parts, also by means of the attribution of non-monetary benefits between the President of the Board of Directors and the executive members;
- d) a total of 1.000.000,00 (one million point zero zero) Euros gross annually as the variable part of the remuneration to be attributed as a bonus on the condition of achieving certain objectives which have been previously set by the Board of Directors, among the President of the Board of Directors, the executive members of the Board, and the members of the Board who have been assigned special duties as well as extraordinary operations and/or results of extraordinary years.
- an overall amount of 19.500,00 (nineteen thousand five hundred point zero zero) Euros gross annual indemnity in conformity with art. 17 of T.U.I.R. to be divided among the President of the Board of Directors and the members of the Board.”

\* \* \*

As of today's date this document will be deposited at the Company Headquarters, at Borsa Italiana s.p.a., on the internet site of the Company [www.elengroup.com](http://www.elengroup.com) sez. *Investor Relations/governance/documenti assembleari/2021/ASSEMBLEA ORDINARIA 27 aprile 2021 – 4 maggio 2021*, on the authorized market storage site [www.emarketstorage.com](http://www.emarketstorage.com) and is at the disposal of the shareholders so if they wish to examine it and, at their expense, receive a paper copy.

Calenzano, March 18<sup>th</sup> 2021

For the Board of Directors  
The President  
Ing. Gabriele Clementi

