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Informazione Regolamentata n. 0481-78-2022	Data/Ora Ricezione 15 Novembre 2022 09:43:53	Euronext Star Milan
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Societa' : El.En.
Identificativo : 169490
Informazione
Regolamentata
Nome utilizzatore : ELENN01 - Romagnoli
Tipologia : REGEM; 3.1
Data/Ora Ricezione : 15 Novembre 2022 09:43:53
Data/Ora Inizio : 15 Novembre 2022 09:43:56
Diffusione presunta
Oggetto : Notice of calling of Shareholders meeting

Testo del comunicato

Vedi allegato.

EL.EN. s.p.a.
Headquarters in Calenzano (FI), via Baldanzese n. 17
Subscribed and paid-up share capital Euro 2,594,007.91 divided into 79,815,628
ordinary shares
Register of Companies of Florence and tax code 03137680488

The Shareholders are called for ordinary and extraordinary shareholders' meetings at the registered office in Calenzano, Via Baldanzese n. 17, for 10.00 a.m. on **15 December 2022** in single call, to resolve on the following

AGENDA

ORDINARY PART

1 – Report on the 2021-2023 remuneration policy: amendment of the first section of the Report pursuant to art. 123-ter paragraph 3-bis of Legislative Decree 58/1998;

2 - Approval pursuant to art. 114-bis of Legislative Decree 58/1998 of the 2026-2031 stock option plan reserved for members of the board of directors, collaborators and employees of the company and its subsidiaries.

EXTRAORDINARY PART

1 - Assignment to the Board of Directors, pursuant to art. 2443, paragraph II, of the Civil Code of the right to increase, in one or more times, also in divisible form, within five years from the date of resolution, for payment and share premium, the share capital, up to a maximum nominal value of € 65,000.00 (sixty-five thousand point zero) by issuing a maximum of 2,000,000 (two million) new ordinary shares with no par value expressed to be reserved in full for the subscription of members of the board of directors, employees and collaborators of El.En. S.p.A. and subsidiaries and this with the exclusion of the right of option pursuant to art. 2441, paragraph V, of the Italian Civil Code; consequent modification of art. 6 of the Articles of Association.

RIGHT TO ATTEND SHAREHOLDERS' MEETING AND EXERCISE OF VOTING

Entitlement to attend the shareholders' meeting and to exercise voting rights is attested by a communication to the Company made by the authorised intermediary, in accordance with its accounting records, in favour of the person entitled to vote.

This communication is made on the basis of the evidence relating to the end of the accounting day of the seventh trading day prior to the date set for this shareholders' meeting in single call i.e. December 6, 2022 (so-called *record date*).

Those who are holders of the shares only after the *record date* are not entitled to attend and vote at the shareholders' meeting.

The intermediary's notice must be received by the Company by the end of the third trading day prior to the date set for the Shareholders' Meeting, i.e. by 12 December 2022. However, the right to attend and vote remains unaffected if the communications have been received by the Company after that deadline, provided that it is before the beginning of the Shareholders' Meeting.

PROXY FOR ATTENDING AND VOTING

Any person entitled to attend the shareholders' meeting may be represented by written proxy in compliance with the provisions of the laws and regulations in force.

To this end, holders of voting rights may use the proxy for voting included at the bottom of the communication issued by the authorised intermediary or the form made available by the Company on the website www.elengroup.com – *Investor Relations/governance/shareholders' meeting documents/20 22/ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING 15 DECEMBER 2022*. If, for technical reasons, the proxy form made available on the website cannot

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be downloaded in electronic form, it will be sent in paper form to those who request it to the Company (tel. 0558826807; fax 0558832884).

The proxy can be sent to the company in paper format by registered mail to the registered office or even in electronic format, provided it is digitally signed, to the e-mail address elen@pec.uipservizi.it.

POSTAL VOTING

Pursuant to art. 17 of the Articles of Association, the vote, on the items on the agenda of the ordinary part, can also be exercised by correspondence pursuant to the provisions in force. The voting form is available for persons entitled to attend the shareholders' meeting at the registered office and on the website www.elengroup.com – *Investor Relations/governance/shareholders' meeting documents/20 22/ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING 15 DECEMBER 2022* and, if for technical reasons it cannot be downloaded in electronic form, it will be sent in paper form to anyone entitled to participate in the shareholders' meeting who requests it to the Company (tel. 0558826807; fax 0558832884).

The sealed envelope, containing the completed ballot paper, dated and signed, accompanied by documentation proving the identity and, if necessary, the legitimacy of the voter, must be received by El.En. s.p.a., Via Baldanzese n. 17, 50041 Calenzano (FI) - to the attention of the Chairman of the Board of Statutory Auditors - no later than 19.00 on 14 December 2022. Votes cast in the ballot papers received after this deadline or those for which the communication of legitimacy of the voter has not been issued by the depositary intermediary will not be taken into consideration.

Voting by correspondence is exercised directly by the holder and is expressed separately for each of the resolution proposals.

ADDITION TO THE AGENDA

Pursuant to art. 126-*bis* of Legislative Decree no. 58 of 1998 ("T.U.F."), shareholders who represent, even jointly, at least one fortieth of the share capital, may request, by 25 November 2022 (ten days from the publication of this notice), the integration of the list of items to be discussed and submit resolution proposals on items already on the agenda, indicating in the request the additional topics proposed and/or resolutions Proposals.

It should be noted, however, that such integration is not allowed for the topics on which the shareholders' meeting resolves, in accordance with the law, on the proposal of the board of directors or on the basis of a project or a report prepared by them, different from those indicated in art. 125-*ter*, paragraph 1, T.U.F..

The request for integration must be submitted in writing by registered mail addressed to the Company's registered office or by certified e-mail to elen@pec.uipservizi.it address and must be accompanied by a report on the reasons for the resolution proposals on the new items they propose to be dealt with and/or relating to the further resolution proposals presented on items already on the agenda.

The attestation of ownership of the shares and the shareholding necessary to exercise the right referred to in art. 126-*bis* T.U.F. by the requesting shareholders must result from a specific communication effective on the date of the request, addressed by the depositary intermediary to elen@pecserviziotitoli.it.

RIGHT TO ASK QUESTIONS BEFORE THE SHAREHOLDERS' MEETING

Pursuant to art. 127-*ter* T.U.F. , those entitled to vote may ask questions on the items on the agenda even before the shareholders' meeting by sending by registered mail to the registered office or by certified e-mail to the address elen@pec.uipservizi.it.

Those who certify ownership of the shares on 6 December 20 22 (*record date*) are entitled to receive a reply. To this end, a specific communication of ownership of the shares held by the applicant must be sent by the depositary intermediary to the address elen@pecserviziotitoli.it with effect until that date. If the entitled party has requested from its depositary intermediary the communication to participate in the meeting, it will be sufficient to cite, in the document containing the questions, the references of this communication. Questions delivered within 12

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December 2022, which are relevant to the agenda and submitted by those entitled to do so shall be answered at the latest during the shareholders' meeting.

DOCUMENTATION OF THE SHAREHOLDERS' MEETING, EXPLANATORY REPORTS AND RESOLUTION PROPOSALS

Information on the amount of share capital, as well as forms that can be used for postal voting and proxy forms, are filed and made available to the public and shareholders at the registered office, on the website www.elengroup.com the section *Investor Relations/governance/shareholders' meeting documents. 2022/ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING 15 DECEMBER 2022* today.

The additional documentation relating to the Shareholders' Meeting, including the explanatory reports of the Board of Directors and the resolution proposals on the items on the agenda, is made available to the public within the terms and in the manner provided for by current legislation:

- a) the report of the directors on item 2 on the agenda of the ordinary part at least thirty days before the shareholders' meeting;
- b) the report of the directors on point 1 of the ordinary part and on point 1 of the extraordinary part at least twenty-one days before the shareholders' meeting together with the independent auditors' report on pricing criteria.

This documentation is made available to the public and shareholders at the Company's registered office, on the website www.elengroup.com the Investor Relations/governance/shareholders' meeting documents/2022/ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING SECTION 15 DECEMBER 2022 and at the authorized storage site www.emarketstorage.com.

Shareholders and those entitled to vote have the right to inspect all the documents filed and obtain copies at their own expense.

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SHARE CAPITAL – TREASURY SHARES

It is also recalled that the subscribed and paid-up share capital of El.En. s.p.a. amounting to Euro 2,594,007.91, is divided into 79,815,628 ordinary shares, each of which gives the right to one vote. As of today, the Company owns no. 39,120 treasury shares.

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The Company reserves the right to promptly communicate any change in the information covered by this notice in consideration of the measures that may become necessary or appropriate in relation to the current epidemiological emergency situation from Covid-19 and its developments currently unforeseeable.

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NOTICE OF PUBLICATION AND AVAILABILITY OF DOCUMENTATION

This notice of call is published today, in full, in accordance with article 125-*bis* of the TUF on the Company's website www.elengroup.com, as well as, in extract, in the newspaper "ITALIA OGGI" today.

The explanatory report of the directors on the items on the agenda of the ordinary part is, pursuant to art. 125-*ter* T.U.F., filed today and available to the public at the Company's registered office, on the Company's website at www.elengroup.com, at Borsa Italiana s.p.a. and at the authorized storage site www.emarketstorage.com.

Calenzano, 15 November 2022

For the Board of Directors

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The President – Gabriele Clementi

A handwritten signature in black ink, consisting of a stylized 'G' followed by a long horizontal line that ends in a small flourish.

Website: www.elengroup.com

E-mail: finance@elen.it

Authorized storage site: www.emarketstorage.com

Fine Comunicato n.0481-78

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