

Informazione Regolamentata n. 20263-14-2023	Data/Ora Ricezione 12 Aprile 2023 08:35:24	Euronext Growth Milan
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Diffusione presunta
Oggetto : CALLING OF THE SHAREHOLDERS'
AGM IS PUBLISHED

Testo del comunicato

Vedi allegato.

PRESS RELEASE - ENERGY S.P.A.

ENERGY S.p.A.: CALLING OF THE SHAREHOLDERS' AGM IS PUBLISHED.

Rovereto, April 12, 2023. Energy S.p.A. (the Company) announces that notice of the 2023 Shareholders' Meeting was published today on the company's website, www.energysynt.com.

The meeting call was also published in excerpts in today's newspaper Il Sole 24 Ore.

The Shareholders' Meeting of Energy S.p.A. has been convened in ordinary session for April 28, 2023, at 09:00 a.m., at the Company's operational headquarters in Sant'Angelo di Piove di Sacco (PD), Via Zona Industriale No. 10, and if necessary in second call for May 2, 2023, same place and time to discuss the following:

agenda

1. Review and approval of the financial statements as of December 31, 2022, accompanied by the management report, the report of the Board of Statutory Auditors and the Independent Auditors. Pertinent and consequent resolutions.
2. Allocation of the operating result. Resolutions pertaining thereto and consequent thereto.

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*Pursuant to Article 106, paragraphs 4 and 5 of Decree Law No. 18 of March 17, 2020, converted into law with amendments by Law No. 27 of April 24, 2020, the effectiveness of which was last extended by Article 3, paragraph 10-undecies of Decree Law No. 198 of December 29, 2022, converted by Law No. 14 ("Decree"), the Company has decided to avail itself of the option established therein, providing that attendance at the Shareholders' Meeting by those entitled to vote may take place exclusively by granting proxy to the representative designated by the Company pursuant to Art. 135-undecies of Legislative Decree No. 58 of February 24, 1998, ("TUF") - Monte Titoli S.p.A, with registered office in Milan, ("**Designated Representative**" or "**Monte Titoli**") - in the manner specified below, the physical participation of individual shareholders being therefore precluded. To the Designated Representative, proxies or sub-delegations may also be granted pursuant to Article 135-novies TUF, as an exception to Article 135-undecies, paragraph 4, TUF, in the manner specified below.*

Capital stock information

The subscribed and paid-up share capital is 613,750 euros i.v. and is represented by 61,375,000 shares, no par value indicated, of which 49,999,000 are ordinary shares and 11,376,000 are special *price adjustment shares*. Each ordinary share entitles the holder to one vote. As of today's date, the Company holds no treasury shares.

Attendance at the Assembly

Pursuant to Article 13 of the Articles of Association and Art. 83-sexies of the TUF, the entitlement to attend the Shareholders' Meeting and exercise voting rights - exclusively through the Appointed Representative - is attested by a communication to the Company, made by the intermediary in accordance with its accounting records, in favor of the person entitled to vote, based on the evidence relating to the end of the accounting

day of the seventh open market day preceding the date set for the Shareholders' Meeting (*record date* - April 19, 2023); credit and debit entries made to the accounts after this deadline shall not count for the purpose of entitlement to exercise voting rights at the Meeting.

The notice must be received by the Company by the end of the third trading day preceding the date of the Shareholders' Meeting, i.e. by April 25, 2023. Entitlement to attend and vote remains unaffected if the notice is received by the Company after the aforementioned deadline, as long as it is received by the start of the meeting proceedings of the individual convocation.

The Directors, the Statutory Auditors, the Appointed Representative, the secretary of the meeting and the representatives of the auditing firm as well as other persons entitled under the law, other than those who are entitled to vote, may also attend the Shareholders' Meeting through telecommunication means that also ensure their identification. Instructions for participating in the Shareholders' Meeting through telecommunication means will be made known by the Company to those concerned, in accordance with the applicable regulatory provisions for such an eventuality.

Exercise of proxy voting

Proxies may be given, without cost to the proxy giver (except for any postage), with instructions to vote on all or some of the proposals on the agenda.

Proxies must be given by means of the specific proxy form available, with instructions for completion and transmission, at the Company's registered office and on the Company's website.

The proxy with voting instructions must be received, together with a copy of an identity document of the Proxy Grantee with current validity or, if the Proxy Grantee is a legal person, of the *pro tempore* legal representative or other person with appropriate powers, together with appropriate documentation certifying their qualification and powers, by the end of the second open market day preceding the date of the Shareholders' Meeting (i.e., by 11:00 p.m. of April 26, 2023, if on first call, or by April 27, 2023, if on second call), by the following alternative means: (i) transmission of an informatically reproduced copy (PDF) to the certified e-mail address rd@pec.euronext.com (subject "ENERGY 2023 Shareholders' Meeting Proxy") from one's own certified mailbox (or, failing that, from one's own ordinary mailbox, in which case the proxy with the voting instructions must be signed with a qualified electronic or digital signature); (ii) transmission in original, by courier or registered mail A/R, to the c.a. Register Services area, at Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milan (Ref. "Proxy Meeting ENERGY 2023") anticipating a copy reproduced informatically (PDF) by ordinary e-mail to box rd@pec.euronext.com (subject "Proxy Meeting ENERGY 2023").

Proxies and voting instructions are revocable by the end of the second trading day preceding the date set for the Shareholders' Meeting (i.e. by 11:59 p.m. on April 26, 2023, if on first call, or by April 27, 2023, if on second call) in the manner indicated above.

As permitted by the Decree, as an exception to Article 135-undecies, paragraph 4 TUF, those who do not intend to avail themselves of the mode of intervention provided for in Article 135-undecies TUF, may, alternatively, intervene by giving the same Designated Representative a proxy or sub-delegation pursuant to Article 135-novies TUF, containing voting instructions on all or some of the proposals on the agenda, by using the proxy/sub-delegation form, available on the Company's *website*.

For the transmission of proxies/sub-delegations, the procedures given in the proxy form should be followed. The proxy must be received by 6:00 p.m. on the day before the meeting and, in any case, by the beginning of the meeting proceedings.

For any clarifications regarding the granting of proxy (and in particular about the completion of the proxy form and the Voting Instructions and their transmission), persons entitled to participate in the Shareholders' Meeting may contact Monte Titoli S.p.A. by e-mail at RegisterServices@euronext.com or at (+39) 02.33635810 during open office days, from 9:00 a.m. to 5:00 p.m.

Right to ask questions

Persons entitled to participate in the Shareholders' Meeting may, pursuant to Article 12.6 of the Articles of Association, ask questions on the items on the agenda, prior to the Shareholders' Meeting, by April 17, 2023

12:00 noon, by sending them by registered letter with return receipt to the Company's registered office or by e-mail to energy@pec.energysynt.com. The Company, having verified the relevance to the items on the agenda of the Shareholders' Meeting and the legitimacy of the applicant, will provide a response by April 26, 2023 12:00 noon by posting it in a special section of the Company's website (www.energysynt.com, "Governance/Shareholders' Meeting" section), in order to enable those entitled to vote to make an informed opinion on the items on the agenda.

The submission of the aforementioned applications must be accompanied by the relevant notice, issued by the authorized intermediary in accordance with current regulations, certifying eligibility to exercise the right.

Submission of proposed resolutions

In view of the circumstance that intervention in this Shareholders' Meeting is permitted exclusively through the Designated Representative, shareholders who intend to submit proposals on the items on the agenda are invited to submit them by April 17, 2023 12:00 noon (i) by registered mail with return receipt to the Company's registered office, (ii) by e-mail to the certified e-mail address energy@pec.energysynt.com., together with a copy of their identity document and documentation proving their entitlement to exercise the right in the forms prescribed by law.

It is recommended that proposals be clearly and fully worded, hopefully accompanied by a report stating the rationale behind them.

After verifying the relevance of the proposals to the agenda, as well as their completeness and compliance with applicable regulations, the Company will disclose all proposals (and any accompanying explanatory reports) received by the aforementioned deadline by publishing them on the Company's website by April 26, 2023 12:00 noon.

Integration of the agenda.

Pursuant to Article 12.5 of the Articles of Association, shareholders representing at least 10% of the share capital entitled to vote at the Ordinary Shareholders' Meeting may request, at the latest within 5 (five) days of the publication of this notice, the supplementation of the items to be discussed, indicating in the request the additional items proposed. The supplementary notice of the agenda shall be published in at least one of the newspapers indicated in the Articles of Incorporation, at the latest by the 7th (seventh) day prior to the date set for the Shareholders' Meeting.

Requests for additions to the agenda must be accompanied by an explanatory report, which must be filed at the registered office and delivered to the administrative body by the deadline for submitting the request for additions. Additions to the list of items to be discussed are not permitted for items on which the shareholders' meeting resolves, in accordance with the law, on the proposal of the directors or on the basis of a draft or report prepared by them.

Documentation

Documents related to the matters placed on the agenda of the Shareholders' Meeting will be available to the public at the Company's registered office and on the Company's Website (www.energysynt.com) in the Governance/Shareholders' Meeting Section), in accordance with the law.

This press release is available on Energy S.p.A.'s website www.energysynt.com, Investor Relations/Press Release section and at www.emarketstorage.com.

Energy S.p.A., founded in 2013 by Davide Tinazzi, Andrea Taffurelli and Massimiliano Ghirlanda, is headquartered in the province of Padua (Italy) and is an energy storage systems for both residential and large-scale applications sector leader. Our systems allow energy to be stored and released according to customers' energy needs. Energy has to date sold and installed more than 53,000 systems across the country, with a focus on the residential, commercial, industrial, Utilities and electric mobility markets. The biggest projects executed include the large-scale plant in Comiso (Sicily), consisting of an agrivoltaic plant and a photovoltaic field, the large-scale plant at the CAAB Centre in Bologna, the Smart Grids at numerous municipalities in Sardinia and Lombardy and a Condominium Energy Community in Switzerland where individual hubs exchange energy as needed. Energy's sales channels include both general electrical distributors and PV specialists, while the Company also works with large European EPCs. The proximity of Energy's logistics to the headquarters of major distributors has allowed the Company to establish strong partnerships with the Italian and European market players. The Company purchases components from major international suppliers and combines them with its "Zero Co2" proprietary software to build EU standard compliant systems.

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