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Societa' : ENERGY S.p.A.

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Oggetto : Publication of call notice for the Extraordinary  
Shareholders' Meeting

*Testo del comunicato*

Vedi allegato



PRESS RELEASE

## Publication of call notice for the Extraordinary Shareholders' Meeting

*Sant'Angelo di Piove di Sacco (Padua), November 19, 2024* – **Energy S.p.A.**, an Italian company listed on the Euronext Growth Milan market, (ISIN Code IT0005500712, Ticker ENY), parent company of the **Energy Group**, a producer of all hardware and software technology for BESS (Battery Energy Storage System) systems and related services, such as cloud control and engineering support, announces the publication today of the call notice for the Extraordinary Shareholders' Meeting of December 5, 2024 on the company website at [www.energyspa.com](http://www.energyspa.com), in the "Governance/Shareholders' Meeting" section, and in extract from in the "Il Sole 24 Ore" newspaper.

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### CALL NOTICE OF THE EXTRAORDINARY SHAREHOLDERS' MEETING

The Shareholders' Meeting of Energy S.p.A. is called in extraordinary session for December 5, 2024 at 11.30AM in first and single call, at the Office of Notary Paolo Carraretto, located in Cittadella (PD), Via Borgo Treviso No. 33, to discuss the following

#### AGENDA

1. Amendment of Articles 13, 14 and 19 of the By-Laws. Resolutions thereon.

*The Company has availed of the option to establish that, as per Article 106, paragraphs 4 and 5 of Decree-Law No. 18 of March 17, 2020 ("Italian Healthcare Decree" or the "Decree"), converted, with amendments, by Law No. 27 of April 24, 2020, whose effectiveness was most recently extended by Article 11 of Law No. 21 of March 5, 2024 (the Capital Law), attendance at the Shareholders' Meeting by those entitled to vote is permitted **exclusively through the agent appointed by the Company pursuant to Article 135- undecies of Legislative Decree No. 58 of February 24, 1998 ("CFA")**, to whom a proxy must be granted, in the manner and under the conditions indicated below; this designated agent may also be granted proxies or sub-delegations pursuant to Article 135-novies of the CFA, as an exception to Article 135-undecies, paragraph 4 of the same decree. Attendance at the Shareholders' Meeting shall be permitted to the Designated Agent (referred to below) and the other entitled parties, other than those who are entitled to vote (who must grant proxy to the Designated Agent), including through electronic means of communication that allow for their immediate identification and participation, with the connection arrangements to be communicated by the Company.*

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#### INFORMATION ON THE SHARE CAPITAL

The subscribed and paid-in share capital is Euro 616,605.80 and is represented by 57,868,580 shares, without par value, of which 54,076,580 are ordinary shares and 3,792,000 are special price adjustment shares. Each ordinary share equals one vote. The Company currently does not hold treasury shares.



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### ATTENDANCE AT THE SHAREHOLDERS' MEETING

As per Article 83-*sexies* of Legislative Decree No. 58/1998 (“CFA”), the right to attend the Shareholders’ Meeting and the right to vote - **exclusively through the Designated Agent** - requires communication to the Company, by an authorised intermediary, as per the accounting records, in favour of the party with the right to vote, based on the facts at the conclusion of the seventh trading day before the date fixed for the Shareholders’ Meeting (record date of November 26, 2024). Debits and credits to the relevant accounts subsequent to this date do not affect the right to vote at the Shareholders’ Meeting.

Communication must be received by the Company by the end of the third trading day before the Shareholders’ Meeting (i.e. by December 2, 2024). The right to attend and vote at the Shareholders’ Meeting remains valid if the communication is sent to the Company outside the above-stated time period, although by the beginning of the Shareholders’ Meeting. Voting may not take place through correspondence or electronic means.

The Directors, the Statutory Auditors, the Designated Agent and representatives of the independent audit firm, in addition to other persons entitled in accordance with law, other than those who are entitled to vote, may also attend the Shareholders’ Meeting through telecommunication means that also ensure their identification and participation and the exercise of voting rights pursuant to Article 106, paragraph 2 of the Decree. Instructions for telecommunications participation in the Shareholders’ Meeting will be communicated by the Company to those concerned in accordance with the applicable rules for such.

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### EXERCISE OF PROXY VOTING

Proxy and voting instructions on all or a selected number of the proposals on the Agenda may be conferred without incurring expense (except for any sending costs).

Proxy is granted through the specific proxy form available, with the relative indications for compilation and sending, available at the registered office and on the Company website ([www.energyspa.com](http://www.energyspa.com), “Governance/Shareholders’ Meeting” section), as well as on the Borsa Italiana website, “Shares/Documents” section.

The proxy with voting instructions must be received, together with a copy of a currently valid identity document of the Principal or, if the Principal is a legal person, of the *pro tempore* legal representative or of another party with appropriate powers, together with appropriate documentation certifying their qualification and powers, by the above-stated Designated Agent, by the end of the second trading day prior to the date of the Shareholders’ Meeting (i.e. by December 3, 2024), by the following alternative methods: (i) sending of a copy reproduced electronically (PDF) to the certified email address RD@pec.euronext.com (subject "Proxy for ENERGY DECEMBER 2024 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's



own email address of the computerized document signed with a qualified electronic or digital signature); (ii) sending in original, by courier or registered mail with signed receipt to the Register Services Area of Monte Titoli S.p.A., Piazza degli Affari No. 6, 20123 Milan (Ref. "Proxy for Shareholders' Meeting ENERGY DECEMBER 2024"), anticipating a copy reproduced informatically (PDF) by ordinary e-mail to the mailbox RD@pec.euronext.com (subject "Proxy Shareholders' Meeting ENERGY DECEMBER 2024").

The proxy and the voting instructions are revocable by the end of the second trading day before the date fixed for the Shareholders' Meeting (therefore by December 3, 2024), according to the means indicated above.

The shares in relation to which proxy is conferred, also partially, are included for determining the proper constitution of the Shareholders' Meeting. In relation to the proposals for which no voting instructions have been conferred, the shares are not included for the calculation of the necessary majority and of the share capital percentage required to approve the motions.

As permitted by the Decree, as an exception to Article 135-*undecies*, paragraph 4 of the CFA, those not wishing to avail themselves of the participation method set out in Article 135-*undecies* of the CFA, may alternatively participate by granting the same Designated Agent proxy or sub-delegation pursuant to Article 135-*novies* of the CFA, containing voting instructions on all or some of the proposals on the Agenda, by using the appropriate proxy/sub-proxy form available on the Company's website.

For the sending of proxies/subdelegations, the procedures outlined in the proxy form should be followed. Proxy must be received by 6PM on the day before the Shareholders' Meeting (and in any case before the beginning of the Meeting).

For any clarifications concerning the conferment of proxy (and in particular with regard to the filling out of the proxy form and the voting instructions and their communication), parties holding the right to vote at the Shareholders' Meeting may contact Monte Titoli S.p.A. by e-mail (RegisterServices@euronext.com) or by telephone ((+39) 02.33635810 - working days between 9 AM and 5PM).

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### **RIGHTS TO SUBMIT QUESTIONS**

Persons entitled to attend the Shareholders' Meeting may, in accordance with Article 12.6 of the By-Laws, ask questions on the matters on the Agenda, prior to the Shareholders' Meeting, no later than November 27, 2024 at 12PM, by sending such 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 matters on the agenda of the Shareholders' Meeting and the entitlement of the applicant, will provide a response by December 3, 2024 at 12PM by publishing such in a special section of the Company's website (www.energyspa.com, "Governance/Shareholders' Meeting" section), in order to enable those entitled to vote to have an informed opinion on the matters on the Agenda.



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

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### **SUBMISSION OF INDIVIDUAL PROPOSALS**

As attendance at this Shareholders' Meeting is permitted exclusively through the Designated Agent, shareholders who wish to submit proposals on the matters on the Agenda are invited to submit such by November 25, 2024 at 12PM (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](mailto:energy@pec.energysynt.com), together with a copy of their identity document and documentation proving their entitlement to exercise the right in the legally-established manner.

It is recommended that proposals be clearly and completely worded, and hopefully accompanied by a report stating the rationale for the proposal.

After verifying the relevance of the proposals to the Agenda, in addition to their completeness and compliance with the 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 November 28, 2024 at 12PM.

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### **SUPPLEMENTATION OF THE AGENDA**

In accordance with Article 12.5 of the By-Laws, shareholders representing at least 10% of the share capital entitled to vote at the Shareholders' Meeting may apply, no later than 5 (five) days after the publication of this notice, to supplement the matters to be discussed, indicating in the application the additional matters proposed. The notice supplementing the Agenda will be published in at least one of the newspapers specified in the By-Laws no later than the 7th (seventh) day before the date set for the Shareholders' Meeting.

Requests for supplementations to the Agenda must be accompanied by an explanatory report, to be filed at the Company's registered office and delivered to the Board of Directors by the deadline for submitting the request for supplementations. The supplementation of the matters on the Agenda is not permitted for those matters on which the Shareholders' Meeting deliberates, as prescribed by law, on proposals of the Board of Directors or on the basis of a project or report prepared by the Board.

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### **DOCUMENTATION**

The documentation related to the matters on the Shareholders' Meeting Agenda will be available to the public at the Company's registered office and on the Company's Website



([www.energyspa.com](http://www.energyspa.com) in the "Governance/Shareholders' Meeting" Section), in accordance with law.

This notice will be published in extract form in the "Il Sole 24 Ore" daily newspaper.

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This press release is available on Energy S.p.A.'s website at [www.energyspa.com](http://www.energyspa.com), in the "Investor Relations/Press Releases" section, and on [www.emarketstorage.com](http://www.emarketstorage.com).

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*The **Energy Group** is a full system technology manufacturer and BESS (Battery Energy Storage System) leader for residential use and large-scale applications, and a provider of cloud and engineering services on the Italian and European markets. The Group emerges from Energy S.p.A., founded in 2013 by Davide Tinazzi, Andrea Taffurelli and Massimiliano Ghirlanda, listed since August 1, 2022 on the Euronext Growth Milan market of the Italian Stock Exchange (ISIN Code IT0005500712, Ticker ENY), which was joined by EnergyInCloud Srl and Enermore Srl in 2023 and 2024 respectively. Energy has to date sold and installed more than 65,000 systems across the country, with a focus on the residential, commercial, industrial, utilities and electric mobility markets. In H1 2024, revenues amounted to Euro 19.1 million, with a net loss of Euro 4.2 million. [www.energyspa.com](http://www.energyspa.com).*

## Contacts

### Company

**Energy S.p.A. – Mr. Davide Tinazzi**

Tel. +39 049 2701296

[info@energyspa.com](mailto:info@energyspa.com)

### Media & IR Consultant

**TWIN**

[energy@twin.services](mailto:energy@twin.services)

Federico Bagatella | Tel. +39 331 8007258

Giorgia Fenaroli | Tel. +39 334 2208486

### Euronext Growth Advisor

**Integrae SIM**

Tel. +39 02 80506160 | Piazza Castello, 24 Milan

[info@integraesim.it](mailto:info@integraesim.it)

Fine Comunicato n.20263-45-2024

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