

## Iren S.p.A.

Registered office in Reggio Emilia, Via Nubi di Magellano 30  
Share capital Euro 1,300,931,377.00  
Registration number on the Reggio Emilia Register of Companies  
Tax code 07129470014 - Group VAT number 02863660359  
[irensa@pec.gruppoiren.it](mailto:irensa@pec.gruppoiren.it)

### CALL NOTICE OF THE SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting of "IREN S.p.A." ("Iren" or "Company") is called in a single call in Parma, at Strada S. Margherita 6/A in the "Board of Directors" Room of Iren's head office on **21 May 2026 at 11.00 a.m.**, to discuss and resolve on the following

#### Agenda:

- 1) Financial Statements as at 31 December 2025: related and consequent resolutions; Reports by the Directors on Operations (supplemented by the Sustainability Reporting), the Board of Statutory Auditors and the Independent Auditors.
- 2) Proposed allocation of profit for the year: related and consequent resolutions.
- 3) Report on 2026 remuneration policy prepared pursuant to art. 123-ter TUF (as amended by Legislative Decree 49/2019), first section: related and consequent resolutions.
- 4) Report on remuneration paid in 2025 prepared pursuant to Art. 123-ter TUF (as amended by Legislative Decree 49/2019), second section: related and consequent resolutions - advisory resolution.

\*\*\*\*\*

#### Attendance and representation at the shareholders' meeting

In accordance with article 13 of the Bylaws and article 83-*sexies* of Legislative Decree No. 58 of 24 February 1998, those who hold the right to vote at the end of the accounting day of **12 May 2026** (record date) and for whom the Company has received the relevant notifications from authorised intermediaries by the end of the third trading day prior to the date of the Shareholder Meeting (i.e. **18 May 2026**).

Credit and debit entries made on the accounts after that deadline will not count towards entitlement to exercise voting rights at the Shareholders' Meeting.

Attention is drawn to the provisions of Article 10 of the Company Bylaws, which can be viewed and downloaded from the Company's website ("www.gruppoiren.it", Governance, Corporate documents, Articles of association section), concerning the limitations on the exercise of voting rights.

**Pursuant to Article 4, paragraph 11 of Decree-Law No. 200 of 31 December 2025 (the so-called Milleproroghe 2026), converted with amendments by Law No. 26 of 27 February 2026, which provided for the extension until 30 September 2026 of the 'emergency' provisions on the holding of shareholders' meetings, originally set forth by Article 106 of Decree-Law No. 18 of 17 March 2020 (the 'Decree'), the participation in the Shareholders' Meeting of those entitled to attend will take place, without access to the meeting premises, exclusively by casting their votes in advance by means of a proxy granted to the Appointed Representative.**

To this end, the Company has appointed Computershare S.p.A., with offices in Turin, Via Nizza 262/73, as the Appointed Representative to whom holders of voting rights may confer a proxy under Art. 135-undecies of Legislative Decree No. 58 of 24 February 1998 (TUF), containing voting instructions on all or some of the proposals on the agenda.

**In accordance with Article 16.3 of the Bylaws the Board of Directors has also decided to allow the possibility of casting votes electronically before the Shareholders' Meeting. Persons entitled to vote on the Agenda items at the Meeting can do so by filling out and submitting the voting form available on the Company's website, by the end of the day before the Shareholders' Meeting.**

The physical attendance of individual Shareholders or their representatives other than the Appointed Representative is therefore not permitted. The Appointed Representative may also be granted sub-proxies pursuant to Art. 135-novies TUF, in derogation of Art. 135-undecies, paragraph 4 TUF.

The persons entitled to participate in the meeting (members of the Board of Directors and the Board of Statutory Auditors, the Appointed Representative and the Secretary) may attend, even exclusively, via a telecommunications link that allows for their identification as required under Art. 106, paragraph 2 of the Decree.

### **Instructions for conferring proxies and voting instructions to the Appointed Representative**

The proxy or sub-proxy with voting instructions must be conferred free of charge by the person legally entitled to vote, to Computershare S.p.A. as Appointed Representative, by filling in and signing the appropriate form, which will be made available as soon as possible on the Company's website ("[www.gruppoiren.it](http://www.gruppoiren.it)", Governance, Shareholders' Meeting, Shareholders' Meeting 2026 section). The proxy is to be sent, in the manner indicated on the form, by the end of the second trading day prior to the date set for the Shareholders' Meeting on single call (i.e. by **19 May 2026**). A proxy granted in this way is effective only for those proposals on which voting instructions have been given. The proxy and voting instructions will be revocable within the same period (i.e. by **19 May 2026**).

### **Other Shareholder Rights**

Pursuant to Article 127-ter of the TUF, Shareholders may submit **questions** on the items on the agenda prior to the Shareholders' Meeting by sending them by the record date – i.e., **by 12 May 2026** – in the manner indicated on the Company's website ('[www.gruppoiren.it](http://www.gruppoiren.it)', Governance, Shareholders' Meeting, Shareholders' Meeting 2026 section).

Entitlement to exercise the right is attested by the transmission to the Company of a copy of the communication issued by the intermediaries holding the accounts on which the shares of the requesting shareholders are registered. Ownership of the right may also be attested after the submission of the requests, provided that this is done by **15 May 2026**.

With regard to the need to use early voting systems for the impossibility of attending the Meeting in person, shareholders who wish to submit questions prior to the meeting will receive a **response** at least **three** days before the meeting (i.e. **18 May 2026**) through the publication of the answers – provided they relate to the matters under discussion – in the relevant section of the Company's website, with the Company retaining the right to provide a single response to questions covering the same subject matter.

\* \* \*

Pursuant to Article 126-bis of the TUF, Shareholders who, either alone or together with other shareholders, represent at least one fortieth of the share capital carrying voting rights may request in writing **that items be added to the agenda**, specifying in a dedicated written request the additional items they propose, or **may submit proposals for resolutions on items already on the agenda**. Pursuant to Article 126-bis, par. 1, of the TUF, requests must be submitted to the Company within ten days of the publication of this notice, by email to the address [affarisocietari@gruppoiren.it](mailto:affarisocietari@gruppoiren.it) or [irenspace@pec.gruppoiren.it](mailto:irenspace@pec.gruppoiren.it), together with a copy of the notice issued by the intermediaries holding the accounts in which the applicant shareholders' shares are registered. By the above term, proposing Shareholders shall present, in the same manner, a report on matters they propose to be discussed, that is on the justifications related to the additional resolution proposals submitted on matters already on the agenda.

The integration of the agenda is not allowed for matters on which the Shareholders' Meeting resolves, by law, at the proposal of the Directors or on the basis of a project or a report prepared by them, other than those referred to in article 125-ter, paragraph 1, of the TUF.

Any additions to the list of items to be discussed at the Shareholders' Meeting as a result of the above requests and the submission of further proposals for resolutions on items already on the agenda shall be notified, in the same manner as prescribed for the publication of the call notice, by **06 May 2026** (at least 15 days before the date set for the Shareholders' Meeting).

The procedures and terms for the exercise of these rights can be found on the Company's website ([www.gruppoiren.it](http://www.gruppoiren.it), *Governance, Shareholders' Meeting, Shareholders' Meeting 2026 section*).

\* \* \*

### **Individual proposals for resolutions by Shareholders on the agenda items**

As the attendance at the Shareholders' Meeting will only take place through the Appointed Representative, in order to allow Shareholders to give full voting instructions, those entitled to vote may send the Company their written proposals for resolutions and/or votes on the items on the agenda of the Shareholders' Meeting by **06 May 2026**, in an e-mail addressed to [affarisocietari@gruppoiren.it](mailto:affarisocietari@gruppoiren.it) or [irenspace@pec.gruppoiren.it](mailto:irenspace@pec.gruppoiren.it). Each proposed resolution must contain details of the relevant Agenda item and state the text of the specific resolution proposal. Each proposer must indicate the percentage of their shareholding and give details of the communication from the intermediary certifying entitlement to attend the Meeting.

The Company will promptly publish the resolutions proposed by the Shareholders, if relevant, on its website, and no later than **08 May 2026**.

Proposals submitted **after 06 May 2026, or for which notice of attendance at the Shareholders' Meeting has not been received at the same time**, will **not** be accepted.

The procedures and terms for the exercise of these rights can be found on the Company's website ([www.gruppoiren.it](http://www.gruppoiren.it), Governance, Shareholders' Meeting, Shareholders' Meeting 2026 section).

### **Documentation**

The full text of the proposed resolutions, together with the explanatory reports, and the documents to be submitted to the Shareholders' Meeting will be made available to the public at the Company's registered office and on the Company's website ([www.gruppoiren.it](http://www.gruppoiren.it), Governance, Shareholders' Meeting, Shareholders' Meeting 2026 section), as well as on the authorised storage site [www.1Info.it](http://www.1Info.it), within the legal deadline for each of the items to be discussed.

Shareholders may obtain a copy of the documentation by requesting it from the Corporate Affairs Department by e-mail: [affarisocietari@gruppoiren.it](mailto:affarisocietari@gruppoiren.it) or [irenspe@pec.gruppoiren.it](mailto:irenspe@pec.gruppoiren.it).

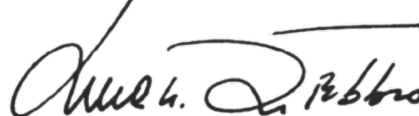
### **Information on share capital**

As of the date of this call notice, the Company's share capital consists of 1,300,931,377 ordinary shares with voting rights, par value 1.00 (one) euro each. As of today, the Company holds 17,855,645 treasury shares, representing 1.37% of the shares representing the Company's share capital.

Please note that treasury shares do not carry voting rights, and the exact number of these shares in the portfolio will be announced at the opening of the Shareholders' Meeting.

Reggio Emilia, 23 March 2026

Chairperson of the Board of Directors Luca Dal Fabbro

A handwritten signature in black ink, appearing to read 'Luca Dal Fabbro', written in a cursive style.

.....