

The Board of Directors assigns the proxies and powers, ascertains the integrity and independence requirements of the Directors, appoints the members of the internal Board Committees and the Supervisory Body pursuant to ex D. Lgs. 231/2001 ss.mm.ii. for the three-year period 2022-2024

Reggio Emilia, 21 June 2022 — The new Board of Directors, which met today, after having acknowledged the appointment by today's Shareholders' Meeting of Luca Dal Fabbro as Chairman of the Board of Directors, proceeded to appoint the Vice Chairman, in the person of Moris Ferretti, and of the Chief Executive Officer and General Manager, in the person of Gianni Vittorio Armani, as well as the assignment of proxies and powers, as required by the current Articles of Association.

Having regard to the information provided by the individual Directors, the Board of Directors verified the existence of all its members of the integrity requirements pursuant to art. 147-quinquies and 148, paragraph 4, T.U.F.

On the basis of the information provided by the individual Directors and the further checks carried out by the Company in response to the declarations made by the same, made on the basis of information already available at the Company and / or acquired ad hoc, the Board of Directors also proceeded to verify the existence of the independence requisites envisaged by current legislation for its members, having heard the opinion of the Board of Statutory Auditors.

The Directors Pietro Paolo Giampellegrini, Tiziana Merlino, Cristina Repetto, Giuliana Mattiazzo, Patrizia Paglia, Francesca Culasso, Francesca Grasselli, Giacomo Malmesi, Gianluca Micconi, Licia Soncini and Enrica Maria Ghia were found to be in possession of the independence requirements provided for by articles 147ter, paragraph 4, and 148, paragraph 3, letters b) and c) of the Consolidated Law on Finance as well as the independence requirements provided for by Recommendation no. 7 of the Corporate Governance Code (January 2020), which Iren has declared to adhere to.

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With reference to the independence requirements referred to in Recommendation no. 7 of the Code, lett. c), d) and h) of the Code, the Board of Directors has (i) deemed it necessary to "limit" "significant" commercial, financial or professional relationships to those that exceed, if considered overall, an amount equal to € 95,000.00 , without prejudice to any more precise checks on (a) the impact of the reports on the economic and financial situation of the interested party; (b) the relevance for the prestige of the same and (c) and any relevance to important transactions of Iren S.p.A .; (ii) deemed to also consider any relationships with top executives and managers of the main public shareholder municipalities who, jointly, by virtue of the Agreements, control Iren S.p.A .; (iii) taking into account the Q&A to the Code published in November 2020, agreed to establish the remuneration, in addition to the remuneration envisaged for the position of non-executive director and member of an internal board committee, which may compromise independence in euro 65,000 gross per year; (iv) deemed to include among the so-called "Close family members" the spouse, relatives or relatives up to the second degree, as well as the other subjects mentioned in the Procedure for Related Party Transactions of Iren S.p.A.

In execution of the foregoing, the document which highlights the governance solutions adopted by the Company with reference to the provisions of the Corporate Governance Code, a document that will be published on the IREN Group website, must therefore be considered updated.

Today, taking into account the results of the above checks, the Board of Directors proceeded to appoint the members of:

- **Control, Risks and Sustainability Committee**, in the persons of Giacomo Malmesi (independent), Enrica Maria Ghia (independent), Tiziana Merlino (independent) and Francesca Culasso (independent), the latter with the function of Chairman;
- **Remuneration and Appointments Committee**, in the persons of Gianluca Micconi (independent), Patrizia Paglia (independent), Cristiano Lavaggi and Pietro Paolo Giampellegrini (independent), the latter with the function of Chairman;
- **Committee for Transactions with Related Parties**, in the persons of Francesca Grasselli (independent), Cristina Repetto (independent), Giuliana Mattiazzo (independent) and Licia Soncini (independent), the latter with the function of Chairman.

Finally, again today, the Board of Directors proceeded to appoint the members of the Supervisory Body set up pursuant to Legislative Decree 231/2001 and subsequent amendments in the persons of Maria Grazia Pellerino, Giorgio Lamanna and Giovanni Catellani, the latter with the function of President.

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