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Societa' : ENERGY S.p.A.

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Oggetto : Publication of the notice of call for the ordinary meeting

Testo del comunicato

Vedi allegato



PRESS RELEASE

Energy S.p.A.: Publication of the notice of call for the ordinary meeting

S. Angelo di Piove di Sacco (PD), 14 April 2025 – **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 full system technology manufacturer, BESS (Battery Energy Storage System) leader and cloud and engineering services provider, **announces that the notice of call for the 2025 Shareholders' Meeting was published today** on the company's website, www.energyspa.com – Governance/Shareholders' Meeting section, on the website of Borsa Italiana S.p.A., www.borsaitaliana.it – Shares/Documents section and also in extract in the daily newspaper Italia Oggi.

The Shareholders' Meeting of Energy S.p.A. has been called in ordinary session for April 29, 2025, at 10:00 a.m. and, if necessary, in second call for April 30, 2025, same place and same time.

The full notice of the meeting is available below.

NOTICE OF ORDINARY MEETING OF SHAREHOLDERS

The shareholders of Energy S.p.A. ("**Company**") are hereby called to a regular meeting for April 29, 2025, at 10:00 a.m., and, if necessary, on second call for April 30, 2025, same time, to discuss the following:

agenda

1. Examination and approval of the financial statements as of December 31, 2024, accompanied by the management report, the report of the Board of Statutory Auditors and the Independent Auditors. Presentation of the group consolidated financial statements as of December 31, 2024 and related reports. Related and consequent resolutions.
2. Allocation of the operating result 2024. Resolutions pertaining thereto and consequent thereto.
3. Appointment of the Board of Directors:
 - 3.1 Determination of the number of members of the Board of Directors.
 - 3.2 Determination of the term of office of the Board of Directors.
 - 3.3 Appointment of members of the Board of Directors.
 - 3.4 Appointment of the Chairman of the Board of Directors.
 - 3.5 Determining the compensation of the members of the Board of Directors.
4. Appointment of the board of auditors:
 - 4.1 Appointment of the members of the Board of Statutory Auditors and the Chairman of the Board of Statutory Auditors.
 - 4.2 Determination of the remuneration of the members of the Board of Statutory Auditors.



5. Appointment of a new auditing firm pursuant to Article 13 of Legislative Decree No. 39/2010 for the three-year period 2025-2027 and determination of related fees. Related and consequent resolutions.

Pursuant to Articles 13 and 14 of the Articles of Association, the Company has decided to avail itself of the faculty 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 Article 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 616,605.80 euros and is represented by 57,868,580 shares, no par value indicated, of which 54,076,580 are ordinary shares and 3,792,000 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 legitimacy 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 prior to the date set for the Shareholders' Meeting (*record date* - **April 16, 2025**); credit and debit entries made to the accounts after this deadline are not relevant 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 Meeting, i.e., by **April 24, 2025**. 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 attending 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 voting instructions 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 legal representative pro tempore 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.⁵⁹ of **April 25, 2025**, if on first call, or by **April 28, 2025**, 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 line "ENERGY 2025 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 or digital electronic signature); (ii) transmission in original, by courier or registered mail with return receipt, to the c.a. Register Services area, at Monte Titoli S.p.A., Piazza degli Affari No. 6, 20123 Milan, Italy (Ref. "Proxy Meeting ENERGY 2025") by anticipating a copy reproduced informatically (PDF) by ordinary e-mail to the mailbox rd@pec.euronext.com (subject "Proxy Meeting ENERGY 2025").

Proxies and voting instructions are revocable by the end of the second trading day preceding the date set for the Meeting (i.e. by 11:59 p.m. on **April 25, 2025**, if on first call, or by **April 28, 2025**, 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 wish 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-proxies, the procedures given in the proxy form should be followed.



Proxies must be received by 6:00 p.m. 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 attend the Shareholders' Meeting may, in accordance with Article 12.6 of the Articles of Association, ask questions on the items on the Agenda, prior to the Shareholders' Meeting, by **April 16, 2025** 10:00 a.m., 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 answers by **April 18, 2025** 10:00 a.m. through publication in a special section of the Company's *website* (www.energyspa.com , section "Governance/Shareholders' Meeting"), in order to enable those entitled to vote to express themselves knowingly on the items on the agenda. The submission of the aforementioned questions must be accompanied by the relevant notice, issued by the authorized intermediary in accordance with current regulations, certifying the entitlement to exercise the right.

Submission of proposed resolutions

In view of the circumstance that intervention in this 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 19, 2025** 10:00 a.m. (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 the applicable regulations, the Company will disclose all proposals (and any accompanying explanatory reports) received by the aforementioned deadline by posting them on the Company's website by **April 22, 2025** at 10:00 a.m.

**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, no later than 5 (five) days after 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 will be published in at least one of the newspapers specified in the Articles of Incorporation no later than the 7th (seventh) day prior to the date set for the 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 matters to be dealt with are not permitted for matters on which the shareholders' meeting deliberates, in accordance with the law, on the proposal of the directors or on the basis of a draft or report prepared by them.

Appointment of the Board of Directors

The appointment of the Company's Board of Directors shall be made in accordance with the provisions of Articles 18 and 19 of the Bylaws, to which express reference is made for all matters not set forth below.

Directors are appointed on the basis of lists in which candidates are assigned sequential numbering. Only shareholders who, alone or together with other shareholders, hold a total of shares representing at least 7.5 percent (seven point five percent) of the share capital entitled to vote at the ordinary shareholders' meeting, to be proven by filing appropriate certification, and the board of directors are entitled to submit lists. Ownership of the minimum shareholding is determined by taking into account the shares that are registered in favor of the shareholder on the day the lists are filed with the issuer. The certification issued by the intermediary proving the ownership of the number of shares required for the submission of the list shall be produced at the time of the filing of the list itself or even at a later date, provided that it is within the above deadline for the filing of the list.

Each shareholder, shareholders belonging to the same corporate group as well as shareholders who are members of a shareholders' agreement may not submit, or participate in the submission of, even if through an intermediary or trust company, more than one list.

Each shareholder may not exercise his or her right to vote for more than one list, even if through intermediaries or trust companies. Each candidate may be on only one list, under penalty of ineligibility.

The members of the Board of Directors must meet the requirements of honorability pursuant to Article 147-*quinquies*, TUF. At least 1 (one) of the members of the Board of Directors must meet the independence



requirements pursuant to Article 148, paragraph 3, TUF and must be chosen on the basis of the criteria set forth in the Euronext Growth Milan Issuers' Regulations.

The lists must contain a number of candidates not exceeding the maximum number of members to be elected and must be deposited at the Company's registered office at least 7 (seven) days before the date set for the shareholders' meeting on first call. The Company, at least 5 (five) days before the date set for the shareholders' meeting on first call, shall make available to the public the lists of candidates deposited and accompanied by the documentation required by the bylaws and the laws and regulations pro tempore in force. Together with the presentation of the lists, the following must be filed, it being understood that any changes that may occur up to the day on which the Shareholders' Meeting is actually held shall be promptly notified to the Company: (a) the information regarding the shareholders who have presented the list and an indication of the percentage of capital held; (b) the curriculum vitae of the candidates as well as a declaration in which each candidate certifies, under his or her own responsibility, the non-existence of causes of ineligibility and incompatibility as well as the existence of the requirements for the respective offices; (c) an indication of the positions of administration and control held in other companies and any indication of eligibility to qualify as independent in accordance with the articles of association; (d) the declaration with which each candidate accepts his/her candidacy; (e) where applicable, a declaration of the shareholders other than those who hold, even jointly, a controlling or relative majority interest, certifying the absence of relations of connection with the latter.

Lists submitted without complying with the above provisions are considered as not submitted.

Appointment of the Board of Statutory Auditors

Pursuant to Article 26 of the Bylaws, to which express reference is made for anything not mentioned below, the appointment of auditors takes place on the basis of lists in which candidates are assigned progressive numbering. The lists are divided into two sections: one for candidates for standing auditor and the other for candidates for alternate auditor.

Lists may be submitted by shareholders who, alone or together with other shareholders, collectively hold shares representing at least 7.5 percent (seven point five percent) of the share capital entitled to vote at the ordinary shareholders' meeting, to be proved by filing appropriate certification. Ownership of the minimum shareholding is determined by taking into account the shares that are registered in favor of the shareholder on the day the lists are filed with the issuer. The certification issued by the intermediary proving the ownership of the number of shares required for the submission of the list shall be produced at the time of the filing of the list itself or even at a later date, provided that it is within the above deadline for the filing of the list.



Each shareholder, shareholders belonging to the same corporate group as well as shareholders who are members of a shareholders' agreement may not submit, or participate in the submission of, even if through an intermediary or trust company, more than one list.

Each shareholder may not exercise his or her right to vote for more than one list, even if through an intermediary or trust company. Each candidate may be on only one list, under penalty of ineligibility.

Statutory Auditors must meet the requirements of integrity and professionalism set forth in Article 148, paragraph 4, TUF, as well as the requirements of independence set forth in Article 148, paragraph 3, TUF. For these purposes, matters pertaining to commercial law, corporate law, financial market law, tax law, business economics, corporate finance, disciplines with similar or assimilated subject matter, as well as, finally, matters and fields pertaining to the Company's field of activity and referred to in Article 3 of these Bylaws, are considered strictly pertinent to the Company's field of activity.

Lists submitted by shareholders, signed by the shareholder or shareholders submitting them (including by proxy to one of them), must contain a number of candidates not exceeding the maximum number of members to be elected and must be deposited at the Company's registered office at least 7 (seven) days before the date set for the shareholders' meeting on first call. The Company, at least five days before the date set for the shareholders' meeting on first call, shall make available to the public the lists of candidates filed by the shareholders and accompanied by the documentation required by the bylaws and the laws and regulations, including *pro tempore* regulations, in force.

Together with the submission of the lists, the following must be filed, it being understood that any changes that may occur up to the day of the actual holding of the Shareholders' Meeting shall be promptly notified to the Company: (a) information regarding the shareholders who have presented the list and an indication of the percentage of capital held; (b) the curriculum vitae of the candidates as well as a declaration in which each candidate certifies, under his or her own responsibility, the non-existence of causes of ineligibility and incompatibility as well as the existence of the requirements for the respective offices; (c) a disclosure regarding the candidates with an indication of the administration and control positions held in other companies, as well as a declaration by the same candidates attesting to their possession of the requirements, including those of honorability, professionalism, independence and relating to the accumulation of positions, provided for by the law, including regulations *pro tempore* in force and by the Bylaws, and their acceptance of the candidacy and of the position, if elected (d) a statement by which each candidate accepts his/her candidacy; (e) a statement by the shareholders other than those who hold, even jointly, a controlling or relative majority interest, certifying the absence of relations of connection with the latter.

Lists submitted without complying with the above provisions are considered as not submitted.

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.energyspa.com) in the Governance/Shareholders' Meeting Section) as well as on the website of Borsa Italiana S.p.A. (www.borsaitaliana.it), in accordance with the law.

This press release is available on the Energy S.p.A. website www.energysynt.com, "Investors/Press Releases" section and on www.emarketstorage.com.

The Energy Group is a leading Integrated Manufacturer in BESS (Battery Energy Storage System) systems for both residential and large-scale applications and a provider of cloud and engineering services in the Italian and European markets. The group is an evolution of Energy S.p.A., founded in 2013 by Davide Tinazzi, Andrea Taffurelli and Massimiliano Ghirlanda, listed since 1 August 2022 on the Euronext Growth Milan market of Borsa Italiana (ISIN Code IT0005500712, Ticker ENY), which was joined in 2023 and 2024 respectively by the companies EnergyInCloud S.r.l. and Enermore S.r.l. To date, over 67,000 systems have been sold by Energy and already installed on the national territory, dedicated to the residential, commercial, industrial, utilities and electric mobility markets. As of 31 December 2024, revenues amounted to 37.2 million. <https://www.energysynt.com/>

Contacts

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