



DIRECTORS' REPORT

in accordance with article 125 ter of Legislative Decree no. 58 of 24 February 1998 and article 84 ter of the Consob Issuer Regulation no. 11971 of 14/5/1999 and subsequent amendments and additions

to point 1 on the Agenda of the Ordinary Shareholders' Meeting of IREN S.p.A. of 4 May

2023 at 11:00 a.m. in a single call.

Dear Shareholders,

the Board of Directors of IREN S.p.A., in accordance with the provisions of art. 125 ter of Legislative Decree no. 58 of 24 February 1998, as well as article 84 ter of the Consob Issuers' Regulation no. 11971 of 14/5/1999 and subsequent amendments and integrations, set out the content and proposals regarding point 1 on the agenda of the Ordinary Shareholders' Meeting to be held on 4 May 2023 at 11:00 a.m. in a single call within this report.

REPORT ON POINT 1

Financial statements as at 31 December 2022; Report on Operations, Report of the Board of Statutory Auditors and of the Independent Auditors.

The Iren S.p.A. Financial Statements at 31 December 2022, which are submitted for the Shareholders' Meeting approval, are accompanied by the Directors' Report, the Board of Statutory Auditors' Report and Independent Auditors' Report (KPMG S.p.A.).

If the Shareholders' Meeting agrees with the criteria followed in preparing the Financial Statements on 31 December 2022 and the assessment criteria adopted, shareholders are asked to approve the following resolution:

"The Ordinary Shareholders' Meeting:

having viewed the Financial Statements at 31 December 2022 and the Board of Directors' Report on Operations;

having viewed the Report by the Board of Statutory Auditors;

having acknowledged the Report of the Independent Auditors KPMG S.p.A.;

resolves

to approve the Financial Statements of Iren S.p.A. for the year ended 31 December 2022."

Reggio Emilia, 23 March 2023

On behalf of the Board of Directors

The Chairperson

Engineer Luca Dal Fabbro