



## 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 5 on the Agenda of the Ordinary Shareholders' Meeting of IREN S.p.A.**

**of 27 June 2024 at 12:00 pm in a single call**

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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 proposal regarding point 5 on the agenda of the Ordinary Shareholders' Meeting to be held on 27 June 2024 at 12:00 pm in a single call within this report.

### REPORT ON POINT 5

**Report on remuneration paid in 2023 pursuant to Art. 123-ter Consolidated Law on Finance (as amended by Legislative Decree 49/2019), second section: related and consequent resolutions - advisory resolution.**

Dear Shareholders:

Article 123 - ter, paragraph 6 of the Consolidated Law on Finance requires a non-binding resolution vote on the second section of the Remuneration Policy Report provided for in paragraph 4 of the same article.

The Report - approved by the Board of Directors, on the proposal of the Remuneration and Appointments Committee - is made available to the public within the legal time limits, i.e. at least 21 days before the Shareholders' Meeting.

The Board of Directors therefore proposes to the Shareholders' Meeting to express its opinion on the second section of the Report.

If the Shareholders' Meeting should agree, shareholders are therefore asked to approve the following resolution:

**‘The Shareholders’ Meeting**

- acknowledging the Report on the 2024 Remuneration Policy and on Compensation Paid in 2023, prepared by the Board of Directors, in application of both as established under article 123-ter of Italian Legislative Decree no. 58/98, as amended, and the indications found in article 84-quater introduced by CONSOB in the Issuers' Regulations with resolution 18049 of 23 December 2011, as amended;
- having examined “Section Two” in particular, which contains the information pursuant to paragraph 4 of article 123-ter of Italian Legislative Decree no. 58/98, as amended;
- having due regard for the Corporate Governance Code of Listed Companies, to which the Company subscribes

**resolves**

**to express a favourable opinion of “Section Two” (“Compensation Paid in 2023”) of the Report on the 2024 Remuneration Policy and on Compensation Paid in 2023.**

Reggio Emilia, 18 April 2024

On behalf of the Board of Directors

Chairperson

Mr Luca Dal Fabbro

