



Press Release

Results of the Shareholders' Meeting and the Board of Directors' Meeting held on 22 April 2026

- **Financial Statements as at 31 December 2025 approved, which report a profit of EUR 28.3 million, and Integrated Consolidated Financial Statements as at 31 December 2025 examined, which report a Group adjusted net profit of EUR 155 million**
- **Payment of an annual dividend of EUR 1 per share for 2026 approved, starting from 20 May 2026**
- **Paolo Arlandini confirmed as a member of the Board of Directors and the Strategic Committee**
- **PricewaterhouseCoopers S.p.A. appointed as independent auditor pursuant to Regulation (EU) No. 537/2014 for the financial years 2027-2035 and certification of compliance of the consolidated sustainability report for the financial years 2027-2029**
- **Purchase of up to a maximum of 15,032,000 treasury shares (including those already held by the Company) for a period of 18 months authorised**
- **First and second sections of the Report on the remuneration policy and compensation paid approved.**

Genoa, 22 April 2026

The ERG S.p.A. Ordinary Shareholders' Meeting, held today, approved:

- the Financial Statements as at 31 December 2025, which report a profit of EUR 28.3 million;
- the payment of a dividend of EUR 1 per share, which will be paid from 20 May 2026 (payment date), subject to detachment of the coupon (no. 29) from 18 May 2026 (ex-dividend date) and record date on 19 May 2026;
- pursuant to Article 15, paragraph 6, of the Articles of Association, the confirmation of Paolo Arlandini as a member of the Board of Directors, on the basis of the proposal made pursuant to Article 135-*undecies*.1, paragraph 2, second sentence of the Italian Consolidated Finance Act, by the shareholder SQ Renewables S.p.A., holder of 94,000,000 shares representing 62.533% of the share capital of ERG S.p.A. The term of office of Board Member Paolo Arlandini will expire along with that of the other members of the Board of Directors and therefore on the date of the Shareholders' Meeting called to approve the Financial Statements as at 31 December 2026¹;
- the appointment of PricewaterhouseCoopers S.p.A. as independent auditor pursuant to Regulation (EU) No. 537/2014 for the financial years 2027-2035 and certification of compliance of the consolidated sustainability report for the financial years 2027-2029
- pursuant to Article 2357 of the Italian Civil Code, the authorization to the Board of Directors – subject to revocation, for the period still remaining, of the previous authorisation resolved by the Shareholders in the meeting on 22 April 2025 – for a period of 18 months effective from 22 April 2026, to purchase treasury shares up to a maximum of 15,032,000 (fifteen million, thirty-two thousand) ordinary ERG shares, including the treasury shares already owned by the Company as at the date of today's Shareholders' Meeting, with a par value of EUR 0.10 each, at a unit price, including ancillary purchase charges, not lower than 30% below and not higher than 10% above the closing price of the share on the day immediately preceding each individual transaction. This is in order to optimise the capital structure with a

¹ Board Member Paolo Arlandini's curriculum vitae is available to the public on the Company's website (www.erg.eu), in the "Corporate Governance/Board of Directors" section.

view to maximising the creation of value for shareholders, also in relation to the available liquidity and, nonetheless, for any other purposes allowed by the applicable legislative and regulatory provisions in force. The purchase must be made by using distributable profits and the available reserves resulting from the latest approved financial statements, in accordance with Article 132 of the Italian Consolidated Finance Act and with the methods envisaged by Article 144-*bis*, paragraph 1, subsection b) of the Issuers' Regulation;

- pursuant to Article 2357-*ter* of the Italian Civil Code, the authorization to the Board of Directors – subject to revocation, for the period still remaining, of the previous authorisation resolved by the Shareholders in the meeting on 22 April 2025 – for a period of 18 months effective from 22 April 2026, to dispose of, on one or more occasions, and by any means deemed appropriate in relation to the specific objectives to be pursued by the disposal, treasury shares at a unit price not lower than 10% below the closing price of the share on the day immediately preceding each individual disposal;
- the approval of the first and second sections of the Report on the Remuneration policy and on the amounts paid.

The Board of Directors of ERG S.p.A., having met following the conclusion of the Shareholders' Meeting, confirmed the non-executive director Paolo Arlandini in his role as a member of the Strategic Committee and, in accordance with the provisions of Article 148, paragraph 3, of the Italian Consolidated Finance Act and the Corporate Governance Code promoted by Borsa Italiana S.p.A., and taking into account the “quantitative” and “qualitative” criteria defined in the Regulations governing the operations of the Board of Directors, the Risk Control and Sustainability Committee and the Nomination and Remuneration Committee, on the basis of the information provided by the non-executive director Paolo Arlandini or otherwise available to the Company, assessed him as not being independent.

Pursuant to Article 125-*quater*, paragraph 2, of the Italian Consolidated Finance Act, the summary statement of voting will be made available on the Company's website (www.erg.eu) under the “*Corporate Governance/2026 Shareholders' Meeting*” section within five days of the date of the Shareholders' Meeting. That document will calculate the number of shares represented at the Shareholders' Meeting and those for which votes have been cast, the percentage of share capital represented by those shares, the number of votes in favour or against the resolution and the number of abstentions.

The Shareholders' Meeting minutes will be made available to the public by the deadlines and according to the procedures set forth in the current legislative and regulatory provisions at the registered office of the Company at Via De Marini 1, Genoa, Italy, and on the Company's website (www.erg.eu) under the “*Corporate Governance/2026 Shareholders' Meeting*” section, at Borsa Italiana S.p.A. (www.borsaitaliana.it) and on the authorised storage platform eMarket Storage (www.emarketstorage.it).

This press release, issued on 22 April 2026, is available to the public on the Company's website (www.erg.eu) in the “Media/Press Releases” section, at Borsa Italiana S.p.A. (www.borsaitaliana.it) and on the authorised storage mechanism eMarket Storage (www.emarketstorage.it).

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