



Press Release

Results of the Shareholders' Meeting of 22 April 2025

- **Financial Statements as of 31 December 2024 approved, which recorded a profit of EUR 27.5 million, and Integrated Consolidated Financial Statements as of 31 December 2024 examined, with a Group adjusted net profit from continuing operations of EUR 175 million**
- **Payment of an annual dividend of EUR 1 per share for 2025 approved, starting from 21 May 2025**
- **Board of Statutory Auditors appointed for the next three years and the related remuneration determined**
- **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**
- **Favourable vote on the Report on the Remuneration Policy for 2025 and the Fees Paid in 2024**

Genoa, 22 April 2025

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

- the financial statements for the year ended 31 December 2024, which report a profit of EUR 27.5 million;
- the payment of a dividend of EUR 1 per share, which will be paid from 21 May 2025 (payment date), subject to detachment of the coupon (no. 28) from 19 May 2025 (ex-dividend date) and record date on 20 May 2025;
- the appointment, for the next three years, the new Board of Statutory Auditors composed of three Standing Auditors and three Alternate Auditors, in the persons of Monica Mannino (Chairman), Fabrizio Cavalli and Giulia De Martino (Standing Auditors), Vincenzo Campo Antico, Luisella Bergero and Riccardo Foglia Taverna (Alternate Auditors)¹;
- the determination of the annual remuneration payable to the Chairman of the Board of Statutory Auditors and to the other two Standing Auditors for the entire duration of their office based on the proposal formulated, in accordance with Article 135-*undecies*.1, paragraph 2, second sentence of the Italian Consolidated Finance Act, by shareholder SQ Renewables S.p.A., owner of 94,000,000 shares representing 62.533% of ERG S.p.A.'s share capital;
- 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 23 April 2024 – for a period of 18 months effective from 22 April 2025, 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 view to maximising the creation of value for shareholders, also in relation to the available

¹ The Statutory Auditors Fabrizio Cavalli, Giulia De Martino, Vincenzo Campo Antico and Luisella Bergero were selected from the list presented by the majority shareholder SQ Renewables S.p.A., owner (as of 26 March 2025, date on which the list was submitted) of 94,000,000 shares representing 62.533% of ERG S.p.A.'s share capital, approved by a majority of the shareholders who attended the Shareholders' Meeting. The Auditors Monica Mannino and Riccardo Foglia Taverna were drawn from the list submitted by some investors owners (as of 28 March 2025, the date on which the list was submitted) of 3,630,000 shares representing 2.41485% of ERG S.p.A.'s share capital, approved by a number of shareholders holding an overall stake higher than that required to submit lists; the Statutory Auditors' CVs are available on the Company's website www.erg.eu.

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;

- by revoking, for the period still remaining, the previous authorisation resolved by the Shareholders' Meeting on 23 April 2024 - the authorization to the Board of Directors, pursuant to Article 2357-*ter* of the Italian Civil Code, for 18 months as from 22 April 2025, to sell, all at once or in several steps, and with any procedures deemed appropriate in relation to the purposes, which the disposal is attempting to achieve, treasury shares at a unit price no lower than 10% below the closing price of the stock on the day immediately preceding each individual sale;
- the approval of the first and second sections of the Report on the Remuneration policy and on the amounts paid.

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/2025 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/2025 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 2025, 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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