



EVOLVING ENERGIES

## NOTICE OF CALL OF THE GENERAL MEETING

The Shareholders are hereby called to the Ordinary Shareholders' Meeting to be held on **22 April 2026** at 10.30 a.m., in Genoa, Via De Marini 1, 22nd floor, at the Company's registered office, on first call and, if necessary, on **23 April 2026** at the same time and place, on second call, to discuss and resolve on the following

### Agenda

1. Financial Statements as at 31 December 2025 and Directors' Report on Operations; related and consequent resolutions. Presentation of the Integrated Consolidated Financial Statements and the Report on Corporate Governance and Ownership Structure as at 31 December 2025
2. Allocation of the net result for the financial year; related and consequent resolutions
3. Appointment of a Board of Directors Member
4. Appointment of the 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
5. Authorisation to purchase and dispose of treasury shares, upon annulment of the previous authorisation resolved by the Shareholders' Meeting on 22 April 2025
6. Report on the remuneration policy and compensation paid pursuant to Article 123-ter of Italian Consolidated Finance Act
  - 6.1. Section I: Remuneration policy 2026
  - 6.2. Section II: Compensation and remuneration 2025

### Attendance and proxies

Pursuant to Article 10, paragraph 3-*bis* of the Articles of Association and in compliance with the provisions of Article 135-undecies.1 of the Legislative Decree No. 58 of 24 February 1998 (the "Italian Consolidated Finance Act"), participation in the Shareholders' Meeting may take place exclusively through Computershare S.p.A., with offices in Turin, via Nizza 262/73, as the representative designated by the Company (the "Designated Representative").

Shareholders for which the Company has received notification from the qualified intermediary that states, based on the information at the end of accounting date of **13 April 2026**, entitlement to the voting right, have the right to participate in the Shareholders' Meeting.

Those who become owners of the shares after **13 April 2026** shall not be entitled to attend and vote in the Shareholders' Meeting.

Person with voting rights who intend to participate in the Shareholders' Meeting must be represented by the Designated Representative, pursuant to art. 135-undecies of the Italian Consolidated Finance Act, by means of written proxy with voting instructions on all or some of the proposals on the agenda, provided that it is received by the Designated Representative by **20 April 2026**, in the case of a first call, and by **21 April 2026**, in the case of a second call, in accordance with the procedures indicated and using the specific proxy form available on the Company's website ([www.erg.eu](http://www.erg.eu)) in the "Corporate Governance/Shareholders' Meeting 2026" section, which will also be sent to those who request it to 011.0923200.

As set forth in Article 135-undecies.1 of the Italian Consolidated Finance Act, the Designated Representative may also be granted a written proxy or sub-proxy with voting instructions on all or some of the proposals on the agenda, pursuant to Article 135-novies of the Italian Consolidated Finance Act, with the option to use the Form.

Proxies and/or sub-proxies have no effect with regard to proposals for which no voting instructions have been given. For the notification of proxies and/or sub-proxies, including electronically, the instructions on the Form must be followed.

The members of the Company's Board of Directors and Board of Statutory Auditors as well as the Designated Representative may participate in the Shareholders' Meeting by means of telecommunications that guarantee the identification of the participants, their participation and the exercise of their

voting rights, without the need for the Chairman and the secretary taking the minutes to be in the same place.

### Appointment of a Board of Directors Member

With regard to the appointment of a member of the Board of Directors, no list voting will be used, in accordance with Article 15, paragraph 6, of the Articles of Association and Article 2386 of the Italian Civil Code.

### Other Shareholder Rights

Shareholders may also submit questions on the items on the agenda prior to the Shareholders' Meeting according to the procedure indicated in the Company's website ([www.erg.eu](http://www.erg.eu)) in the "Corporate Governance/Shareholders' Meeting 2026" section. Questions received by **13 April 2026** will be answered by **19 April 2026** by means of publication on the Company's website ([www.erg.eu](http://www.erg.eu)) in the "Corporate Governance/Shareholders' Meeting 2026" section.

Shareholders who, also jointly, represent at least one fortieth of the share capital may request, by **23 March 2026**, the integration of the list of items to be discussed, indicating in the request the additional items proposed or submit additional resolution proposals on items already on the agenda, without prejudice to the provisions of Article 135-undecies.1, subsection 2, second sentence of the Italian Consolidated Finance Act. Integrations are not permitted for items on which the Shareholders' Meeting resolves, pursuant to law, on the proposal of the Board of Directors or on the basis of a project or a report drawn up by the Board of Directors, other than those pursuant to Article 125-ter, paragraph 1, of the Italian Consolidated Finance Act.

Procedures and deadlines for exercising these rights are indicated on the Company's website ([www.erg.eu](http://www.erg.eu)) in the "Corporate Governance/Shareholders' Meeting 2026" section.

Given with the fact that participation in the Shareholders' Meeting is only envisaged through the Designated Representative, pursuant to the provisions of Article 135-undecies.1, subsection 2, second sentence of the Italian Consolidated Finance Act, eligible shareholders who intend to submit proposals for resolutions and votes on the items on the agenda or proposal otherwise permitted by law must submit them by **7 April 2026**.

Such proposals, if relevant, shall be published on the Company's website without delay (and, in any case, no later than **9 April 2026**) in order to enable those entitled to vote to express themselves in an informed manner also taking into account such new proposals and to enable the Designated Representative to collect voting instructions on the same.

Procedures and deadlines for exercising this right are indicated on the Company's website ([www.erg.eu](http://www.erg.eu)) in the "Corporate Governance/Shareholders' Meeting 2026" section.

### Documentation

The full text of the proposed resolutions - together with the explanatory report - as well as all the documents submitted to the Shareholders' Meeting will be made available to the public, within the deadlines set forth by the applicable laws and regulations, at the Company's registered office in Genoa, Via De Marini 1, on the Company's website ([www.erg.eu](http://www.erg.eu)) in the "Corporate Governance/Shareholders' Meeting 2026" section, at Borsa Italiana S.p.A. ([www.borsaitaliana.it](http://www.borsaitaliana.it)) and on the authorised eMarket Storage mechanism ([www.emarketstorage.it](http://www.emarketstorage.it))

Genoa, 13 March 2026

ERG S.p.A.

The Chairman of the Board of Directors  
Eduardo Garrone



### ERG S.p.A.

Registered office in Genoa, Via De Marini, 1 - Share Capital Euro 15,032,000 fully paid-up  
Tax code and Genoa Company Register no. 94040720107  
a company subject to the limited management and coordination of SQ Renewables S.p.A.

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