

## ENERGY S.p.A.

### PROXY FORM TO THE DESIGNATED REPRESENTATIVE PURSUANT TO ART. 135-UNDECIES OF LEGISLATIVE DECREE 58/1998

and to Art. 106, paragraph 4, of Decree Law no. 18 of 17 March 2020, on "Measures to strengthen the National Health Service and provide economic support for families, workers and businesses related to the epidemiological emergency of COVID-19" ("Decreto Cura Italia") as amended and converted into Law no. 27 of 24 April 2020, as further extended by Article 11, paragraph 2, of Law n. 21 of 5 March 2024, containing measures to support the competitiveness of capital and delegation to the Government for the organic reform of provisions concerning capital markets contained in the consolidated text of Legislative Decree no. 58 of 24 February 1998, and provisions concerning capital companies contained in the Civil Code applicable also to issuers.

MONTE TITOLI S.p.A., with registered office in Milan, Piazza degli Affari No. 6, Tax Code No. 03638780159, belonging to the Euronext Group, Group VAT No. 10977060960 (hereinafter "**Monte Titoli**"), acting in the capacity of "**Designated Representative**", pursuant to Article 135-undecies of Legislative Decree 58/1998 and to Art. 106, paragraph 4, of Decree Law no. 18 of 17 March 2020 (the "Decreto Cura Italia") as amended and converted into Law no. 27 of 24 April 2020, as further extended by virtue of Article 11, paragraph 2, of Law n. 21 of 5 March 2024, of ENERGY S.p.A. (hereinafter the "**Company**"), in the person of its specifically tasked employee or associate, gathers voting proxies in relation to the Extraordinary General Meeting of ENERGY to be held at the Office of Notary Paolo Carraretto, located in Cittadella (PD), Via Borgo Treviso No. 33 on 5 December 2024, at 11:30 a.m., single call as set forth in the notice of the shareholders' meeting published on the Company's website at [www.energyspa.com](http://www.energyspa.com) in the section "Governance/Shareholders' Meeting" on 19 November 2024 and, in abridged form, in the Italian daily newspaper "Il Sole 24 Ore".

**The form of proxy with the relating voting instructions shall be received, in original, by Monte Titoli by the end of the second open market day preceding the date set for the Meeting ( i.e., by 11:59 p.m. of 3 December 2024). The proxies and voting instructions may be revoked within the same deadline.**

**Declaration of the Designated Representative:** Monte Titoli declares that it has no personal interest in the proposed resolutions being voted upon. However, taking into account the existing contractual relationships between Monte Titoli and the Company relating, in particular, to technical assistance at the meeting and ancillary services, in order to avoid any subsequent disputes related to the supposed presence of circumstances suitable for determining the existence of a conflict of interest referred to in article 135-decies, paragraph 2, lett. f), of the TUF, Monte Titoli expressly declares that, should circumstances which are unknown at the time of issue of the proxy arise, which cannot be communicated to the delegating party, or in the event of modification or integration of the proposals presented to the Shareholders' Meeting, it does not intend to express a vote different from that indicated in the instructions.

**Please note: This form may be subject to change following any integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions pursuant to Article 126-bis Legislative Decree 58/1998.**

## PROXY FORM (Part 1 of 2)

Complete with the information requested at the bottom of the form

I, the undersigned (party signing the proxy)	(Name and Surname) (*)	
Born in (*)	On (*)	Tax identification code or other identification if foreign (*)
Resident in (*)	Address (*)	
Phone No. (**)	Email (**)	
Valid ID document (type) (*) (to be enclosed as a copy)	Issued by (*)	No. (*)

(\*) Mandatory. (\*\*) It is recommended to fill.  
MONTE TITOLI S.p.A.

**in quality of** (tick the box that interests you) (\*)

- shareholder with the right to vote** **OR IF DIFFERENT FROM THE SHARE HOLDER**
- legal representative or subject with subject with power of sub-delegation (copy of the documentation of the powers of representation to be enclosed)
- pledge  bearer  usufructuary  custodian  manager  other (specify) .....

(complete only if the shareholder is different from the proxy signatory)	Name Surname / Denomination (*)		
	Born in (*)	On (*)	Tax identification code or other identification if foreign (*)
	Registered office / Resident in (*)		

**Related to**

<b>No. (*)</b> _____ <b>ordinary shares ISIN</b> shares IT0005500712	Registered in the securities account (1) n. _____ at the custodian _____ ABI _____ CAB _____ referred to the communication (pursuant to art. 83-sexies Legislative Decree n. 58/1998) (2) No. _____ Supplied by the intermediary: _____
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**DELEGATES MONTE TITOLI S.P.A.**, to participate and vote in the Shareholders' Meeting indicated above as per the instructions provided below.

**DECLARES**

- to be aware of the possibility that the proxy to the Designated Representative contains voting instructions even only on some of the proposed resolutions on the agenda and that, in this case, the vote will be exercised only for the proposals in relation to which they are you have given voting instructions and that you have requested the communication from the depositary intermediary for participation in the Shareholders' Meeting as indicated above;
- that there are no causes of incompatibility or suspension of the exercise of the right to vote.

**AUTHORIZES** Monte Titoli and the Company to the processing of their personal data for the purposes, under the conditions and terms indicated in the following paragraphs.



\_\_\_\_\_ (Place and Date) \*

\_\_\_\_\_ (Signature) \*

**VOTING INSTRUCTIONS (Part 2 of 2)**

intended for the Designated Representative only - Tick the relevant boxes

**The undersigned signatory of the proxy (Personal details)(3)** \_\_\_\_\_

*(indicate the holder of the right to vote only if different - name and surname / denomination)* \_\_\_\_\_

Hereby appoints Monte Titoli to vote in accordance with the voting instructions given below at Extraordinary General Meeting of ENERGY to be held at the Office of Notary Paolo Carraretto, located in Cittadella (PD), Via Borgo Treviso No. 33 on 5 December 2024, at 11:30 a.m., on single call

**RESOLUTIONS SUBJECT TO VOTING**

Please note that **Shareholders can make additions to the Agenda and new proposals within the legal deadlines**: Shareholders are invited to **check updates of this form** on the Issuer's website, in accordance with the provided resolutions.

1 Amendment of Articles 13, 14 and 19 of the By-Laws. Resolutions thereon.				
<b>SECTION A</b> Vote for the proposal of the Board of Directors	<i>Tick only one box:</i>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">In Favour</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Against</div>	<div style="border: 1px solid black; padding: 5px; width: 100px; margin: 0 auto;">Abstain</div>
<b>SECTION B and C</b> <i>If circumstances occur which are unknown at the time of issuance of the proxy or in the event of a vote on amendments or additions to the resolutions submitted to the meeting, I the undersigned proxy signatory</i>	<input type="checkbox"/> confirms the instructions	<input type="checkbox"/> revokes the instructions	Modify the instructions: <input type="checkbox"/> In favour _____ <input type="checkbox"/> Against _____ <input type="checkbox"/> Abstain _____	



\_\_\_\_\_  
*(Place and Date) \**

\_\_\_\_\_  
*(Signature) \**

**INSTRUCTIONS FOR THE FILLING AND SUBMISSION****The person entitled to do so must request the depositary intermediary to issue the communication for participation in the shareholders' meeting referred to the Art. 83-sexies, Legislative Decree 58/1998)**

- (1) Indicate the number of the securities custody account and the denomination of the depositary intermediary. The information can be obtained from the account statement provided by the intermediary.
- (2) Indicate the Communication reference for the Shareholders' Meeting issued by the depositary intermediary upon request from the person entitled to vote.
- (3) Specify the name and surname/denomination of the holder of voting rights (and the signatory of the Proxy Form and voting instructions, if different).
  - Pursuant to Article 135-undecies, paragraph 3, of Legislative Decree no. 58/1998, "The shares for which the proxy was granted, in full or in part, are counted for the purposes of determining that the meeting has been validly convened. In relation to proposals for which voting instructions were not given, the shareholder's shares do not count towards the calculation of the majority and the proportion of capital required for the approval of resolutions."
  - With reference to every items of the Agenda, if significant circumstances occur which are unknown at the time of granting the proxy (i.e. absence of proposals of the Board of Directors or absence of proposals indicated by the proposer in the terms of the law and issued by the Company), or if amendments or additions are made to the proposed resolutions put forward to the meeting and which cannot be notified to the proxy grantor, it is possible to choose from the following options: a) confirmation of the voting instruction already expressed; b) modification of the voting instruction already expressed; c) revocation of the voting instruction already expressed. In case no choices is effected by the delegating party, will, as far as possible, confirm the voting instructions given in the main section. If it is not possible to vote according to the instructions given, Monte Titoli will abstain on these matters.

**The form of proxy with the relating voting instructions shall be received, in original, by Monte Titoli by the end of the second open market day preceding the date set for the Meeting (i.e., by 11:59 p.m. of 3 December 2024)**

- a copy of an identification document with current validity of the proxy grantor or
- in case the proxy grantor is a legal person, a copy of an identification document with current validity of the interim legal representative or other person empowered with suitable powers, together with adequate documentation to state its role and powers

by one or other of the following two methods:

- i) transmission of an electronically reproduced copy (PDF) to the certified email address [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line "Proxy for ENERGY DECEMBER 2024 Shareholders' Meeting") from one's own certified email address (or, failing that, from one's own ordinary email address, in which case the proxy with voting instructions must be signed with a qualified or digital electronic signature);
- ii) transmission of the original, by courier or registered mail with return receipt, to the following address: RegisterServices Area of Monte Titoli S.p.A., Piazza degli Affari n. 6, 20123 Milano (Ref. "Proxy for ENERGY DECEMBER 2024 Shareholders' Meeting"), **sending a copy reproduced electronically (PDF)** in advance by ordinary e-mail to [RD@pec.euronext.com](mailto:RD@pec.euronext.com) (subject line: "Proxy for ENERGY DECEMBER 2024 Shareholders' Meeting")

N.B. For any additional clarification regarding the issue of proxies (and in particular regarding how to complete and send the proxy form and voting instructions), authorized to participate in the general meeting can contact Monte Titoli S.p.A. by email to the following address [RegisterServices@euronext.com](mailto:RegisterServices@euronext.com) or by phone at (+39) 02.33635810 during open office hours from 9:00 a.m. to 5:00 p.m. (UTC+1).

Monte Titoli's privacy policy is available at the link: [Corporate Data and Legal Info | euronext.com](https://www.euronext.com/energy/corporate-data-and-legal-info)

**ENERGY's privacy policy:**

In accordance with Article 13 of the EU Regulation 679/2016 ("GDPR"), we intend to inform you that your personal data provided to the Company, or otherwise acquired by it, will be processed in compliance with applicable regulations. Please note that processing, according to current legislation, refers to any operation involving personal data, regardless of the means and procedures used, such as collection, recording, organization, storage, consultation, processing, modification, selection, extraction, comparison, use, interconnection, blocking, communication, dissemination, deletion, and destruction of data, even if not registered in a database.

This information allows you to understand the nature of the personal data that will be included in the Register, the purposes and methods of their processing, any third-party recipients of the data, and the rights that are recognized under the GDPR.

Personal Data Processed Below is a list of your personal data - which may be supplemented over time - that the Data Controller may process: a. Personal details (name, surname, date of birth, full private residence address); b. Tax data (tax code); c. Other identification elements (personal or professional phone number and identifiers of the company of affiliation). The aforementioned personal data will be processed to enable the Data Controller to fulfill obligations imposed under the aforementioned provisions of European and Italian legislation, or to comply with fiscal and contractual obligations. In this regard, we inform you that the failure or incorrect communication of such data may, among other things, prevent the Company from:

Verifying and ensuring the correspondence of the processing results to the obligations imposed by the European regulations on which it is based;

Properly establishing or continuing the contractual relationship with you, to the extent that such data are necessary for its execution.

Purpose of Processing The personal data, requested or acquired in order to proceed with your registration in the appropriate Register, will be processed by the Data Controller for the following purposes:

Effectively managing the obligations arising from Italian and European legislation;

Complying with obligations imposed by provisions issued by authorities authorized by law and by supervisory and control bodies;

Asserting or defending a right in court (contractual breaches, warnings, transactions, debt recovery, arbitrations, judicial disputes), even by a third party.

Processors and Persons in Charge of Processing Your data may be processed by authorized persons (managers, administrators and auditors, internal secretarial offices, accounting and billing staff, marketing services/products staff, customer technical support staff) and/or, if appointed, external data processors, whose list is freely accessible upon specific written request to the Data Controller.

Communication of Data to Third Parties Within the limits of the purposes set out in the previous Paragraph 2, your data may be communicated by the Company to the following natural or legal persons:

To subjects towards whom communication and dissemination of data is prescribed or allowed by law, regulation or community legislation to the extent necessary for the specific purpose;

To controlling, controlled, and affiliated companies of the Data Controller and their employees or consultants, for compliance with legal obligations or for activities related or consequent to the management, under every contractual aspect, of the relationship established with you;

To subjects to whom the Company has assigned obligations or pertaining to your contractual relationship, with particular reference to accounting obligations;

To all those who act as external data processors on behalf of the Data Controller, whose list is freely accessible and constantly updated;

To external maintainers of our information system and/or the software we use, in case of their failures or security problems of the treatments, for the time strictly necessary to restore functionality;

To subjects who need to access your data to ensure the proper conduct of the contractual relationship, within the limits strictly necessary to carry out auxiliary tasks (e.g., credit institutions, shippers, etc.). In addition, your personal data may be communicated among the Group's companies, confidentially and restrictively, if required, for purposes strictly related to the management and organization of the contractual relationship.

International Transfers We also inform you that the current structure of the Company does not require the circulation of your personal data outside the territory of the European Union. Data may also be communicated abroad, to countries not belonging to the European Union, adopting appropriate measures and precautions as provided by the GDPR. The list of subjects to whom the data may be communicated is always available upon request to the Company.

Data Controller The Data Controller is Energy S.p.A., located in Rovereto (TN), Piazza Manifattura no. 1, registered at the Register of Companies of Trento, Tax Code and VAT number 02284640220. You may, at any time, ask any question regarding the processing of your personal data and any request to exercise the rights recognized by the GDPR by sending a simple communication to the postal address indicated above, or by email, to: [info@energysynt.com](mailto:info@energysynt.com).

Processing Methods The Data Controller will process your personal data by performing all necessary operations using paper and electronic tools, in full compliance with the conditions of the law, and ensuring absolute confidentiality, relevance, and non-excess with respect to the purposes described above. In any case, your data cannot be stored for a period longer than 5 (five) years, in order to comply with legal obligations deriving from European legislation on market abuse. Each processing operation will be carried out by the Company in full compliance with the most suitable security measures prescribed by applicable legislation. Finally, we inform you that at any time and without any formalities, you can exercise the rights under articles 15-22 of the GDPR (including, for example, the right to access your personal data, to request their rectification, updating, and where applicable, deletion) by sending an informal request to the Data Controller or to the person in charge of data processing, available at the Company's headquarters. Finally, if you believe that the processing of the data provided violates data protection legislation, you have the right to lodge a complaint with the Data Protection Authority ([www.garanteprivacy.it](http://www.garanteprivacy.it)). Notwithstanding the above, you may at any time ask the Data Controller to block the processing of your personal data, except for those directly or indirectly necessary for the Company to fulfill legal obligations or otherwise essential to the management of your contractual relationship.

**Legislative Decree no. 58/1998****Article 126-bis (Integration of the agenda of the shareholders' meeting and presentation of new proposed resolutions)**

1. Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within ten days of publication of the notice calling the shareholders' meeting, or within five days in the event of calling the meeting in accordance with article 125-bis, subsection 3 or article 104, subsection 2, for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda. The requests, together with the certificate attesting ownership of the share, are presented in writing, by correspondence or electronically, in compliance with any requirements strictly necessary for the identification of the applicants indicated by the company. Those with voting rights may individually present proposed resolutions in the shareholders' meeting. For cooperative companies the amount of the capital is determined by the statutes also in derogation of article 135.
2. Integrations to the agenda or the presentation of further proposed resolutions on items already on the agenda, in accordance with subsection 1, are disclosed in the same ways as prescribed for the publication of the notice calling the meeting, at least fifteen days prior to the date scheduled for the shareholders' meeting. Additional proposed resolutions on items already on the agenda are made available to the public in the ways pursuant to article 125-ter, subsection 1, at the same time as publishing news of the presentation. Terms are reduced to seven days in the case of shareholders' meetings called in accordance with article 104, subsection 2 or in the case of a shareholders' meeting convened in accordance with article 125-bis, subsection 3.
3. The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under article 125-ter, subsection 1.
4. Shareholders requesting integration in accordance with subsection 1 shall prepare a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda. The report is sent to the administrative body within the final terms for presentation of the request for integration. The administrative body makes the report available to the public, accompanied by any assessments, at the same time as publishing news of the integration or presentation, in the ways pursuant to article 125-ter, subsection 1.
5. If the administrative body, or should it fail to take action, the board of auditors or supervisory board or management control committee fail to supplement the agenda with the new items or proposals presented in accordance with subsection 1, the court, having heard the members of the board of directors and internal control bodies, where their refusal to do so should prove to be unjustified, orders the integration by decree. The decree is published in the ways set out by article 125-ter, subsection 1.