

## NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

The ordinary shareholders' meeting of Altea Green Power S.p.A. (the "**Company**") is convened in ordinary session on 28 March 2025 at 2:30 p.m., in single call, exclusively by means of telecommunication in the manner set forth below, to discuss and resolve on the following

### Agenda

1. Approval of the separate financial statements at 31 December 2024 and presentation of the consolidated financial statements at 31 December 2024. Allocation of profit for the year. Relevant and ensuing resolutions.
  - 1.1. Approval of the separate financial statements at 31 December 2024. Reports of the Board of Directors, the Board of Statutory Auditors, and the Independent Auditors. Relevant and ensuing resolutions.
  - 1.2. Allocation of profit for the year. Relevant and ensuing resolutions.
2. Resolutions regarding the report on the remuneration policy and on compensation paid pursuant to Article 123-*ter* of Legislative Decree 58/98 ("**TUF**") and Article 84-*quater* of the CONSOB Regulation adopted by Resolution no. 11971/1999 ("**Issuer Regulation**").
  - 2.1 Binding vote on the remuneration policy for 2025 outlined in section one of the report. Relevant and ensuing resolutions.
  - 2.2 Discussion on section two of the report on compensation paid in or related to 2024. Relevant and ensuing resolutions.
3. Appointment of a director pursuant to Article 2386, paragraph one of the Civil Code. Relevant and ensuing resolutions.

### SHARE CAPITAL AND VOTING RIGHTS

The share capital is € 911,778.00 divided into no. 18,235,574 ordinary shares with no indication of par value; each share entitles the holder to one vote at ordinary and

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**Capitale sociale** € 911.778,00 i.v.

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extraordinary shareholders' meetings of the Company. At the date of this Notice, the Company holds no treasury shares. The composition of the share capital is available on the Company website <http://www.alteagreenpower.it/>, *Investor Relations – Azionariato e Capitale sociale* section.

#### ENTITLEMENT TO ATTEND AND VOTE

Pursuant to Article 15 of the Bylaws and in accordance with the provisions of Article 135-*undecies.1* of the TUF, attendance at the Shareholders' Meeting by those entitled to vote and exercise voting rights may take place **exclusively through the appointed representative** pursuant to Article 135-*undecies* of the TUF without physical participation of shareholders; the above appointed representative may also be granted proxies and/or sub-proxies pursuant to Article 135-*novies* of the TUF, as an exception to Article 135-*undecies*, paragraph 4 of the TUF.

Pursuant to Article 83-*sexies* of the TUF, entitlement to attend the Shareholders' Meeting and exercise the relevant voting right is certified by a notice to the Company, made by the authorized intermediary in favour of the party entitled to vote (the "Notice"), based on evidence resulting from its accounting records relating to the end of the 7th (seventh) trading day prior to the date of the Ordinary Shareholders' Meeting (i.e. 19 March 2025 – so-called *record date*). Credit and debit entries made on the accounts after the above deadline are irrelevant for the purpose of eligibility to exercise voting rights at the Shareholders' Meeting, and therefore those who are only found to hold the shares after the above deadline shall not be eligible to attend and vote at the Shareholders' Meeting.

The Notice shall be received by the Company by the end of the 3rd (third) trading day prior to the date of the Shareholders' Meeting (i.e. by 25 March 2025). However, shareholders are still entitled to attend and exercise the right to vote at the Shareholders' Meeting if the Notice is received by the Company after this deadline, provided that it is received before the start of the meeting proceedings.

The notice is sent to the Company by the intermediary at the request of the entitled party. Holders of voting rights are required to issue instructions to the intermediary holding the relevant accounts to make the above Notice to the Company, under penalty of forfeiture of attendance. Any requests for notice from the intermediary or financial charges for the completion of the intermediary's duties are not the responsibility of the Company.

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**ATTENDANCE AT THE ORDINARY SHAREHOLDERS' MEETING AND GRANTING OF THE PROXY TO THE APPOINTED REPRESENTATIVE**

**Granting of proxies to the Appointed Representative pursuant to Article 135–undecies and 135–undecies.1 of the TUF**

Pursuant to Article 15 of the Bylaws and in accordance with the provisions of Articles 135–undecies and 135–undecies.1 of the TUF, attendance at the Shareholders' Meeting by those entitled to vote and exercise voting rights is permitted **exclusively through Computershare S.p.A.** with offices in Turin, a shareholder representative appointed by the Company (the “**Appointed Representative**”).

Shareholders who intend to take part in the Shareholders' Meeting shall therefore grant the Appointed Representative a proxy – with voting instructions – on all or some of the proposed resolutions concerning the items on the agenda, using the specific proxy form prepared by the Appointed Representative in agreement with the Company and available on the Company website at [www.alteagreenpower.it](http://www.alteagreenpower.it), *Governance – Assemblee – 2025* section.

The proxy form with voting instructions shall be submitted by following the instructions on the form and on the Company website by the end of the 2nd (second) trading day prior to the Shareholders' Meeting, i.e., by 26 March 2025, and within the same time period the proxy may be revoked. The proxy, granted in such manner, shall be effective only for those proposals for which voting instructions have been given.

**Granting of ordinary proxies or sub-proxies to the Appointed Representative pursuant to Article 135–novies of the TUF**

The above Appointed Representative may also be granted proxies or sub-proxies pursuant to Article 135–novies of the TUF, as an exception to Article 135–undecies, paragraph 4, of the TUF by using the appropriate proxy/sub-proxy form that must be received by the Appointed Representative in the same manner as indicated in the paragraph above, as per the instructions on the form, by the end of the 2nd (second) trading day before the Shareholders' Meeting, i.e. by 26 March 2025, and within the same deadline and in the same manner as the granting, the proxy may be revoked. The proxy, granted in such manner, shall be effective only for those proposals for which voting instructions have been given.

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The Appointed Representative will be available for clarification or information at 011 – 0923200 or at the certified e–mail address [altea@pecserviziotitoli.it](mailto:altea@pecserviziotitoli.it).

No procedures are provided for voting by electronic means or correspondence.

#### RIGHT TO SUBMIT QUESTIONS

Pursuant to Article 127 –*ter* TUF and Article 135 –*undecies*.1, shareholders may submit questions on the items on the agenda, even before the Shareholders' Meeting, by the end of the seventh trading day prior to the date set for the Shareholders' Meeting (*i.e.*, by 19 March 2025) by sending them to the Company at the certified e–mail address [alteagreenpower@pec.it](mailto:alteagreenpower@pec.it).

Parties interested in availing themselves of the right shall provide, in the same manner, information enabling their identification by sending the appropriate notice issued by the intermediaries with whom the shares owned by the shareholder are deposited.

Ownership of the voting right may also be certified after submission of applications provided it is received by the third day following record date, *i.e.*, by 22 March 2025; such certification is unnecessary in the event that the Company receives the notice within the above deadline from the intermediary required for attendance and voting at the Shareholders' Meeting.

To applications received in the manner and by the deadline above, the Company – having ascertained their relevance to the items on the agenda of the Shareholders' Meeting and the eligibility of the applicant – shall respond no later than the third day prior to the date of the Shareholders' Meeting and therefore no later than 25 March 2025, by publication on the Company website *Governance – Assemblee – 2025* section. The Company shall not acknowledge applications received after such deadline. The Company may provide one overall answer to questions with the same content.

#### RIGHT TO ADD ITEMS TO THE AGENDA AND SUBMIT NEW PROPOSED RESOLUTIONS

Pursuant to Article 126 –*bis* of the TUF, Shareholders who, even jointly, represent at least one fortieth of the share capital may request, within 10 days of the publication of this notice (*i.e.*, by 8 March 2025), items to be added to the list of items to be discussed, indicating in the request the additional items they propose, or submit proposed resolutions on the items on the agenda.

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Any requests shall be received, within the above deadline, at the Company's registered office (Corso Re Umberto 8, Turin) or at the certified e-mail address [alteagreenpower@pec.it](mailto:alteagreenpower@pec.it), and shall be accompanied by a report on the items proposed to be dealt with or on the reasons for the additional proposed resolutions submitted.

Eligibility to exercise this right is confirmed by a notice to the Company from the authorized intermediary, certifying the ownership of the shares by the requesting shareholders, with validity as of the date of the request. Concurrent to the publication of the notice of additional items or the submission of new proposed resolutions, the report prepared by the requesting shareholders, accompanied by any evaluations of the governing body, shall be made publicly available in the same manner as the documents relating to the Shareholders' Meeting. Regarding any additions to the list of items to be dealt with by the Shareholders' Meeting as a result of the above requests or the submission of further proposed resolutions on items already on the agenda, notice shall be given, in the same manner as envisaged for the publication of the notice of call of the Shareholders' Meeting, at least 15 days before the date set for the Shareholders' Meeting, i.e. by 13 March 2025.

Additions are not admitted for items upon which the Shareholders' Meeting resolves, pursuant to law, on proposals put forward by the Directors or based on a project or report drafted by them, other than those provided for in Article 125 *-ter*, paragraph 1, of the TUF. It remains understood that each shareholder with voting rights may individually submit proposed resolutions to the Shareholders' Meeting.

#### **POWER TO INDIVIDUALLY SUBMIT PROPOSED RESOLUTIONS PURSUANT TO ARTICLE 135 –UNDECIES.1 OF THE TUF**

In addition to the above, taking into account that attendance at the Shareholders' Meeting is provided exclusively through the Appointed Representative, parties entitled to attend the Shareholders' Meeting who intend to submit proposed resolutions on the items on the agenda are invited to submit them in advance, no later than 13 March 2025, in the same manner as indicated in the paragraph above. These proposals shall be published on the Company website by 15 March 2025, to enable those entitled to vote to make informed judgments, also taking into account these new proposals and to enable the Appointed Representative to collect voting instructions on them as well, if necessary. The applicant shall provide the notice from the intermediary proving eligibility to attend the Shareholders' Meeting.

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## DOCUMENTS

Documents relating to the items on the agenda of the Shareholders' Meeting, including the explanatory reports containing the relevant proposed resolutions, shall be filed at the registered office, on the Company website [www.alteagreenpower.it](http://www.alteagreenpower.it) *Governance - Assemblee - 2025* section, as well as on the "1info" storage mechanism ([www.1info.it](http://www.1info.it)). Those entitled to vote are entitled to obtain copies.

This notice is published as an excerpt pursuant to Article 125 *-bis* of the TUF in the daily newspaper *Italia Oggi* on 26 February 2025.

Turin, 26 February 2025

The Chairman of the Board of Directors and Chief Executive Officer

Giovanni Di Pascale



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