

## Press release

### **The Ordinary Shareholders' Meeting of Alerion Clean Power S.p.A.:**

- **approved the company's financial statements as at 31 December 2022 and the distribution of a dividend of €0.65 for each ordinary share;**
- **appointed a new Board of Directors for the three-year term 2023-2025;**
- **approved share purchase program.**

**Milan, 20 April 2023** - The Shareholders' Meeting of Alerion Clean Power S.p.A., which met today in a single call, examined the consolidated financial statements as at 31 December 2022 and approved the annual financial statements of Alerion Clean Power S.p.A. as at 31 December 2022.

The Shareholders' Meeting also approved the distribution of a dividend of €0.65 gross per outstanding ordinary share (net of treasury shares).

The dividend will be paid starting on 10 May 2023, with detachment of coupon no. 12 on 08 May 2023, record date 09 May 2023.

The Shareholders' Meeting appointed the Board of Directors for the three-year term 2023-2025, composed of 10 members, namely Josef Gostner as Chair, Stefano Francavilla, Patrick Pircher, Germana Cassar, Antonia Coppola, Stefano D'Apolito, Nadia Dapoz, Carlo Delladio, Pietro Mauriello and Elisabetta Salvani, as per the only list submitted by the shareholder Fri - El Green Power S.p.A.

The Shareholders' Meeting approved the first section of the Report on the Remuneration Policy and expressed a favourable opinion regarding the second section of the Report.

The Shareholders' Meeting also approved (i) a 2023-2025 share-based Incentive Scheme (ii) authorised the Board of Directors to stipulate an insurance contract for a policy covering the civil liability of the Group's directors, statutory auditors and managers and (iii) authorised the purchase of treasury shares for a period of 18 months from today's date.

At the end of its session, the Board of Directors verified that Board members Nadia Dapoz, Elisabetta Salvani, Antonia Coppola and Carlo Delladio met the independence requirements set out in Article 148, paragraph 3 of Legislative Decree 1998/58 (the Consolidated Law on Finance - "TUF") and those set out in the Corporate Governance Code of Borsa Italiana S.p.a.

Finally, the Board of Directors appointed Carlo Delladio as Lead Independent Director.

The directors appointed by the Shareholders' Meeting do not hold shares in the Company.

The Board of Directors proceeded to assign the positions and confer powers upon the Chair of the Board of Directors, Josef Gostner, directors Stefano Francavilla, Patrick Pircher and Pietro Mauriello as Deputy Chair and Chief Executive Officer, Chief Executive Officer and Managing Director respectively.

At the same meeting, the Board of Directors appointed the members of internal Board committees.

Specifically, the following were appointed to:

- **Risk Control and Sustainability Committee:** Nadia Dapoz (Chair), Antonia Coppola, Elisabetta Salvani and Carlo Delladio;
- **Related Party Transactions Committee:** Carlo Delladio (Chair), Nadia Dapoz and Antonia Coppola;
- **Remuneration and Appointments Committee:** Carlo Delladio (Chair), Nadia Dapoz and Germana Cassar.

### **Share buy-back programme**

It is recalled also that the Shareholders' Meeting resolved to authorise the Board of Directors to purchase treasury shares for 18 months from today's date, up to a maximum number of ordinary shares of the Company, considering the treasury shares already held, of one fifth of the outstanding shares, without prejudice to the limit on distributable profits and available reserves resulting from the last regularly approved financial statements, provided that these exist at the time of the purchases. Treasury shares shall be purchased at a minimum price not less than 20% lower and at a maximum price not more than 20% higher than the weighted average share price recorded for the share during the previous three trading sessions.

In accordance with the aforementioned shareholders' resolution, the Board of Directors therefore approved the launch of a programme to purchase a maximum number of ordinary shares of the Company.

In undertaking the purchases, the Company will avail itself of Equita SIM S.p.A as financial intermediary and will inform the market and competent authorities of the details of the transactions carried out in accordance with applicable legislation.

As of today's date, the Company holds 355,356 treasury shares. The summary statement of voting and the minutes of the shareholders' meeting will be made available pursuant to the procedures and within the deadlines established in the applicable legislation.

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