

**REPORT OF THE BOARD OF DIRECTORS, DRAFTED IN ACCORDANCE WITH ARTICLES 125-ter, LEGISLATIVE DECREE OF 24 FEBRUARY 1998, N. 58 ("TUF") AND ARTICLE 72 OF CONSOB REGULATION NO.11971 OF 14 MAY 1999 ("ISSUERS' REGULATION") ON THE ITEMS ON THE AGENDA N. 2, 3 AND 4 OF THE EXTRAORDINARY SHAREHOLDERS' MEETING OF 17 NOVEMBER 2020**

**Item No. 2 on the agenda - Amendment of Articles 6 (Share capital), 7 (Capital increase) and 9 (Characteristics of the shares) of the Bylaws. Related and consequent resolutions.**

Dear Shareholders,

this report (the "**Report**") – prepared by the Board of Directors of Falck Renewables S.p.A. (the "**Company**") pursuant to Article 125-ter, TUF, and Articles 72, 84-ter as well as Annex 3A, Schedule 3, Issuers' Regulation – aims at illustrating the proposed amendments to Articles 6, 7 and 9 of the Company's Bylaws (the "**Bylaws**") and the related reasons, presenting, in comparative form, the current text of the Bylaws and, in bold in the adjacent column, the amendments to be made.

The proposed amendments, illustrated in detail below, are aimed at updating certain provisions of the Bylaws that are no longer in line with current regulation and the latest applicable best practices, as well as making easier and more flexible any future share capital transactions.

**DESCRIPTION AND REASONING OF THE PROPOSED BYLAWS AMENDMENTS**

Art. 6, paragraph 1: Proposed deletion of the par value of the shares

The most recent market practice of listed companies tends to delete the indication of the par value of the shares, as it causes unnecessary limitations in carrying out transactions involving the issuer's shares.

Specifically, Articles 2328 and 2346 of the Italian Civil Code expressly provide for the possibility of issuing shares with no par value. Lacking any express indication of the par value of the shares, the Bylaws would only indicate the total share capital and the number of issued shares. The single shareholder's interest in the capital will therefore not be expressed in a monetary figure, but as a percentage of the total number of shares issued, it being understood that despite the par value of the shares is not expressed, it can always be identified by comparing the total amount of the nominal share capital to the number of issued shares (so-called "implicit par value").

The deletion of the par value of the shares is made for simplification purposes, as it makes it possible to overcome the formalities connected with the presence of a fixed par value. Specifically, it makes it possible to issue new shares in relation to a paid capital increase, even for a sum lower

**Falck Renewables S.p.A.**

Via Alberto Falck, 4-16 (ang. viale Italia), 20099 Sesto S. Giovanni (MI) - P +39 02 24331 - W [www.falckrenewables.com](http://www.falckrenewables.com)  
Cap. Soc. € 291.413.891,00 int.vers. Direzione e coordinamento da parte di Falck S.p.A.  
Sede legale: Corso Venezia, 16, 20121 Milano - Registro Imprese Cod. Fiscale e Partita Iva 03457730962 - REA MI - 1675378

than the pre-existing par value (so-called "historical par value"). In the absence of a par value, the issuer may freely determine the number of new shares into which to divide the issue, requesting, as equity, a sum that may be equal, higher or even lower than the historical par value.

This possibility does not diminish the protection of the integrity of the share capital, since the restriction provided for by Article 2346, paragraph 5, of the Italian Civil Code, according to which the value of contributions may in no case be less than the total amount of the share capital, remains applicable.

The repeal of the expressed par value of the outstanding shares also makes it possible to proceed, by way of example:

- to free capital increase transactions without issuing new shares or without increasing the shares' par value already outstanding;
- to capital reduction transactions through an automatic adjustment of the par value, resulting from the ratio between the (unchanged) number of outstanding shares and the (new) capital amount, without a proportional reduction in the number of shares and/or their expressed nominal value;
- to the cancellation of shares and, in particular, of treasury shares, without any variation of the share capital.

Article 7, paragraph 3: capital increases pursuant to Article 2441, paragraph 4, of the Italian Civil Code.

Article 2441, paragraph 4, of the Italian Civil Code provides that, in companies with shares listed on regulated markets, the bylaws may provide for the possibility of excluding pre-emption rights "*provided that the issue price is equal to the market value of the shares and this is certified by an ad hoc report by a statutory auditor or a statutory auditing firm*".

This method of increasing the share capital is permitted by the aforesaid Article 2441, paragraph 4, of the Italian Civil Code, "*within the limit of ten per cent of the pre-existing share capital*".

However, there have been several proposals to amend this threshold, in particular, Article 44 of Decree Law no. 76 of 16 July 2020 (the so-called "Decreto Semplificazioni", converted into Law no. 120 of 11 September 2020) provided for a temporary increase, applicable until 30 April 2021, of the threshold referred to in Article 2441, paragraph 4, of the Italian Civil Code from ten per cent to twenty per cent.

In light of the above, in order to ensure that the Company's Bylaws are always in line with the applicable rules, it is proposed to remove from the Bylaws the express indication of the limit "of

*ten per cent of the pre-existing share capital"*, so that capital increases pursuant to Article 2441, paragraph 4, of the Italian Civil Code are only required to be carried out *"in compliance with the provisions therein"* .

**Art. 9, paragraphs 1 and 2: amendment of the provision mentioning the convertibility of "bearer" shares**

In the case of joint-stock companies listed on a regulated market, Italian law allows the issue of bearer shares only with reference to savings shares (art. 145 TUF). This exception to the general principle of mandatory registration of shares pursuant to Italian law does not apply to the Company, since, to date, it has only issued ordinary shares.

It is therefore proposed to delete the reference to the possibility of converting registered shares into bearer shares from the Bylaws, indicating instead that *"[t]he shares are registered, issued in dematerialised form and freely transferable"*.

**AMENDMENTS TO THE BYLAWS**

If the above proposal is approved, it would be necessary to amend Articles 6, 7 and 9 of the Bylaws.

Below, as an integral part of this Report, is presented a comparison of the relevant paragraphs of articles 6, 7 and 9 of the Bylaws, in the current and in the proposed text.

CURRENT TEXT	PROPOSED TEXT
<b>Art. 6, paragraph 1</b>	<b>Art. 6, paragraph 1</b>
The share capital is equal to EUR 291,413,891.00 (two hundred and ninety-one million four hundred and thirteen thousand eight hundred and ninety-one/00), divided into 291,413,891 (two hundred and ninety-one million four hundred and thirteen thousand eight hundred and ninety-one) shares, each with a nominal value of EUR 1 (one).	The share capital is equal to EUR 291,413,891.00 (two hundred and ninety-one million four hundred and thirteen thousand eight hundred and ninety-one/00), divided into 291,413,891 (two hundred and ninety-one million four hundred and thirteen thousand eight hundred and ninety-one) shares, <b>each with a no stated</b> nominal value <del>of EUR 1 (one)</del> .
<b>Art. 7, paragraph 3</b>	<b>Art. 7, paragraph 3</b>
The Shareholders' Meeting that approves the capital increase may, in accordance with the conditions and	The Shareholders' Meeting that approves the capital increase may, in accordance with the

procedures established by law, exclude or limit the option right when the Company's interest so requires, and within the limit of ten percent of the pre-existing share capital, pursuant to Article 2441(4) of the Italian Civil Code.	conditions and procedures established by law, exclude or limit the option right when the Company's interest so requires, <del>and within the limit of ten percent of the pre-existing share capital</del> , pursuant to Article 2441(4) of the Italian Civil Code, <u>in compliance with that set out therein.</u>
<b>Art. 9, paragraphs 1 and 2</b>	<b>Art. 9, paragraphs 1 and 2</b>
The shares are registered shares and, if fully paid up, may be converted into bearer shares or vice versa, unless prohibited by law.  Each share is indivisible and gives the right to one vote. The shares are freely transferable.	The shares are registered shares <del>and, if fully paid up, may be converted into bearer shares or vice versa, unless prohibited by law,</del> <u>issued in dematerialized form and freely transferable.</u>  Each share is indivisible and gives the right to one vote. <del>The shares are freely transferable.</del>

Assessment of the Board of Directors on the recurrence of the right of withdrawal

The proposed amendments to the Bylaws do not trigger the right of withdrawal for shareholders, that will not have approved the resolutions that are the subject of this report, pursuant to Article 2437 of the Italian Civil Code.

**PROPOSAL FOR RESOLUTION**

Dear Shareholders,

In light of the above, the Board of Directors invites you to resolve on the following proposal:

*"The Extraordinary Shareholders' Meeting of Falck Renewables S.p.A., having examined the report of the Board of Directors and the proposal made therein:*

**RESOLVES**

*to amend Article 6, paragraph 1, of the Bylaws as follows:*

*"The share capital is equal to EUR 291,413,891.00 (two hundred and ninety-one million four hundred and thirteen thousand eight hundred and ninety-one/00), divided into 291,413,891 (two hundred and ninety-one million four hundred and thirteen thousand eight hundred and ninety-one) shares, with no stated nominal value";*

*to amend Article 7, paragraph 3, of the Bylaws as follows:*

*"The Shareholders' Meeting that approves the capital increase may, in accordance with the conditions and procedures established by law, exclude or limit the preemptive right when the Company's interest so requires, pursuant to Article 2441(4) of the Italian Civil Code, in compliance with that set out therein";*

*to amend Article 9, paragraphs 1 and 2, of the Bylaws as follows:*

*"The shares are registered shares, issued in dematerialized form and freely transferable. Each share is indivisible and gives the right to one vote".*

**Item No. 3 on the agenda - Amendment of Articles 13 (Convening Shareholders' Meetings), 14 (Attendance and representation at the Shareholders' Meetings) and 16 (Resolutions of the Shareholders' Meeting) of the Bylaws. Related and consequent resolutions.**

Dear Shareholders,

this report (the "**Report**") – prepared by the Board of Directors of Falck Renewables S.p.A. (the "**Company**") pursuant to Article 125-ter, TUF, and Articles 72, 84-ter as well as Annex 3A, Schedule 3, Issuers' Regulation – aims at illustrating the proposed amendments to Articles 6, 7 and 9 of the Company's Bylaws (the "**Bylaws**") and the related reasons, presenting, in comparative form, the current text of the Bylaws and, in bold in the adjacent column, the amendments to be made.

The proposed amendments, as illustrated in detail below, are designed to update and make more flexible the provisions relating to the call and holding of Shareholders' Meetings, allowing the Board of Directors to adopt some of the solutions identified by Italian law, in order to simplify and encourage participation and expression of votes by shareholders.

**DESCRIPTION AND REASONING OF THE PROPOSED AMENDMENTS TO THE BYLAWS**

Art. 13, paragraph 2 and art. 16, paragraph 1: introduction of the possibility to hold the shareholders' meeting on "single call".

Pursuant to Article 2369 of the Italian Civil Code, as amended by Legislative Decree no. 27 of 27 January 2010 and Legislative Decree no. 91 of 18 June 2012, "*unless the Bylaws provide otherwise, Shareholders' Meetings of companies [...] that make use of market risk share capital shall be held on single call*". The single call rule is more streamlined and facilitates the decision-making process of the company, as it allows to bring forward to the first (and only) call of the shareholders' meetings, ordinary and extraordinary, the reduced quorums of the second call.

As of today, the Bylaws do not expressly provide for the possibility to hold the Shareholders' Meeting on a single call. On the contrary, art. 16, paragraph 1, establishes that it "*is quorate and resolves in first, second and third call with the attendance and majorities established by law*".

It is therefore proposed to explicitly allow the Board of Directors to "*decide, if it deems it appropriate, that the Ordinary and Extraordinary Shareholders' Meetings will be held in a single call*", so as to give it greater flexibility in determining the procedures for holding Ordinary and Extraordinary Shareholders' Meetings in the most appropriate and efficient manner.

Art.14, paragraphs 2 and 3: introduction of the possibility to vote electronically and to attend the shareholders' meeting by telecommunication means, where this is provided for in the notice of call.

Over the last few months, the epidemiological emergency arising from the COVID-19 has required companies with listed shares on regulated markets to adopt mechanism of remote participation in shareholders' meetings and voting, with no possibility for shareholders to go physically to the place where the meetings were held.

In the light of the positive experience registered by some issuers, both Italian and international, in the use of electronic voting, it is deemed appropriate to increase the flexibility of the Board of Directors in providing such power in the notice of call of a shareholders' meeting in favour of those shareholders who do not wish to attend the meeting in person.

Moreover, again with a view to increasing the options available to the Board of Directors in order to facilitate the participation of shareholders in voting the resolutions brought to them, it is also deemed appropriate to allow the shareholders to participate to Shareholders' Meeting by means of telecommunications, if this is provided for in the notice of call.

In particular, pursuant to Article 127, TUF and Articles 143-*bis* 143-*ter* of the Issuers' Regulation, the bylaws of a listed company on a regulated market may provide for the use of electronic means in order to allow: (a) the real-time transmission of the shareholders' meeting; (b) the participation in the shareholders' meeting from another location by means of two-way real-time communication systems; and (c) the exercise of voting rights prior to the shareholders' meeting or during its proceedings, without the need to appoint a representative physically present at the meeting.

In view of the above, it is proposed to the shareholders to amend the Bylaws so that the notice of call drawn up by the directors may provide that:

(a) *"those having the right to vote in the Shareholders' Meeting may exercise the vote electronically in compliance with the procedures indicated in the notice of call"; and*

(b) *"attendance is permitted by telecommunications means which enable all those attending to be identified and allow them to follow the debate and contribute in real-time to the discussion of matters on the agenda and in any case in compliance with applicable rules".*

## **AMENDMENTS TO THE BYLAWS**

If the above proposal is approved, it would be necessary to amend Articles 13, 14 and 16 of the Bylaws.

Below, as an integral part of this Report, a comparison of the relevant paragraphs of articles 13, 14 and 16 of the Bylaws is presented, in the current and the proposed text.

CURRENT TEXT	PROPOSED TEXT
<p style="text-align: center;"><b>Article 13</b></p> <p>Both ordinary and extraordinary Shareholders' Meetings are convened by a notice to be published on the Company's website and according to the other procedures established by rules and regulations in force and, when mandatory or whenever the Board of Directors considers it appropriate, in the Official Gazette of the Italian Republic or in the daily newspaper "Il Sole 24 Ore" or "Il Corriere della Sera" or "Milano Finanza" or "L'Avvenire", in accordance with law.</p> <p>The notice of call must state the day, time and venue of the meeting and the list of items to be discussed and any other information required by rules and regulations in force. The notice may also set a day for holding the meeting in second and possibly third call, if the previous meetings are not quorate.</p> <p>Lastly, the notice of call should contain references to laws and regulations that allow those entitled to exercise their rights.</p>	<p style="text-align: center;"><b>Article 13</b></p> <p>Both ordinary and extraordinary Shareholders' Meetings are convened by a notice to be published on the Company's website and according to the other procedures established by rules and regulations in force and, when mandatory or whenever the Board of Directors considers it appropriate, in the Official Gazette of the Italian Republic or in the daily newspaper "Il Sole 24 Ore" or "Il Corriere della Sera" or "Milano Finanza" or "L'Avvenire", in accordance with law.</p> <p>The notice of call must state the day, time and venue of the meeting and the list of items to be discussed and any other information required by rules and regulations in force. The notice <b>of call</b> may also set <del>a day for holding the meeting in second and possibly third call, if the previous meetings are not quorate the date of any subsequent convocations. The Board of Directors may decide, if it deems it appropriate, that the Ordinary and Extraordinary Shareholders' Meetings should be held in a single call. In the event of a single call, the majorities provided by law for these purposes shall apply.</del></p> <p>Lastly, the notice of call should contain references to laws and regulations that allow those entitled to exercise their rights.</p>
<p style="text-align: center;"><b>Article 14</b></p> <p>The Shareholders' Meeting can be attended by those holding voting rights certified by the communication required under current legislation, received by the Company by the close of the third trading day before the date set for the Meeting in first call, or by the different deadline established by applicable regulatory provisions in force. Shareholders are still entitled to attend and to vote if the communications are received by the Company after the aforesaid</p>	<p style="text-align: center;"><b>Article 14</b></p> <p>The Shareholders' Meeting can be attended by those holding voting rights certified by the communication required under current legislation, received by the Company by the close of the third trading day before the date set for the Meeting in first call, or by the different deadline established by applicable regulatory provisions in force. Shareholders are still entitled to attend and to vote if the communications are received by the</p>

<p>deadline, but before the start of the proceedings of the meeting in each call.</p> <p>Representation at Shareholders' Meetings is governed by legal provisions.</p> <p>Proxies may be notified electronically by email transmission to the address stated each time in the notice of call.</p>	<p>Company after the aforesaid deadline, but before the start of the proceedings of the meeting in each call.</p> <p><b><u>In compliance with applicable rules, if provided for in the notice of call, those having the right to vote in the Shareholders' Meeting may exercise the vote electronically in compliance with the procedures indicated in the notice of call.</u></b></p> <p><b><u>The notice of call may specify, with regard to the relevant Meeting, that attendance is permitted by telecommunications means which enable all those attending to be identified and allow them to follow the debate and contribute in real-time to the discussion of matters on the agenda and in any case in compliance with applicable rules. The specific means of the telecommunication shall be set out in the notice of call and in the minutes.</u></b></p> <p>Representation at Shareholders' Meetings is governed by legal provisions.</p> <p>Proxies may be notified electronically by email transmission to the address stated each time in the notice of call.</p>
<p style="text-align: center;"><b>Article 16</b></p> <p>The ordinary and extraordinary Shareholders' Meeting is quorate and resolves in first, second and third call with the attendance and majorities established by law.</p> <p>The Shareholders' Meeting has the authority to resolve on the matters established by current regulations as well as on the authorisations required by the procedures for related party transactions adopted by the Company.</p> <p>Appointments to directorships is governed by the provisions set forth below.</p>	<p style="text-align: center;"><b>Article 16</b></p> <p>The ordinary and extraordinary Shareholders' Meeting is quorate and resolves in first, <del>second and third</del> <b>and further calls, as well as in single</b> call, with the attendance and majorities established by law.</p> <p>The Shareholders' Meeting has the authority to resolve on the matters established by current regulations as well as on the authorisations required by the procedures for related party transactions adopted by the Company.</p> <p>Appointments to directorships is governed by the provisions set forth below.</p>

Assessment of the Board of Directors on the recurrence of the right of withdrawal

The proposed amendments to the Bylaws do not trigger the right of withdrawal for shareholders, that will not have approved the resolutions that are the subject of this report, pursuant to Article 2437 of the Italian Civil Code.

**PROPOSAL FOR RESOLUTION**

Dear Shareholders,

In light of the above, the Board of Directors invites you to resolve on the following proposal:

*"The Extraordinary Shareholders' Meeting of Falck Renewables S.p.A., having examined the report of the Board of Directors and the proposal made therein:*

**RESOLVES**

*to amend Article 13 of the Bylaws as follows:*

*"Art. 13 Convening Shareholders' Meetings*

*Both ordinary and extraordinary Shareholders' Meetings are convened by a notice to be published on the Company's website and according to the other procedures established by rules and regulations in force and, when mandatory or whenever the Board of Directors considers it appropriate, in the Official Gazette of the Italian Republic or in the daily newspaper "Il Sole 24 Ore" or "Il Corriere della Sera" or "Milano Finanza" or "L'Avvenire", in accordance with law.*

*The notice of call must state the day, time and venue of the meeting and the list of items to be discussed and any other information required by rules and regulations in force. The notice of call may also set the date of any subsequent convocations. The Board of Directors may decide, if it deems it appropriate, that the Ordinary and Extraordinary Shareholders' Meetings should be held in a single call. In the event of a single call, the majorities provided by law for these purposes shall apply.*

*Lastly, the notice of call should contain references to laws and regulations that allow those entitled to exercise their rights";*

*to amend Article 14 of the Bylaws as follows:*

*"Art. 14 Attendance and representation at the Shareholders' Meeting*

*The Shareholders' Meeting can be attended by those holding voting rights certified by the communication required under current legislation, received by the Company by the close of the third trading day before the date set for the Meeting in first call, or by the different deadline established by applicable regulatory provisions in force. Shareholders are still entitled to attend and to vote if the communications are received by the Company after the aforesaid deadline, but before the start of the proceedings of the meeting in each call.*

*In compliance with applicable rules, if provided for in the notice of call, those having the right to vote in the Shareholders' Meeting may exercise the vote electronically in compliance with the procedures indicated in the notice of call.*

*The notice of call may specify, with regard to the relevant Meeting, that attendance is permitted by telecommunications means which enable all those attending to be identified and allow them to follow the debate and contribute in real-time to the discussion of matters on the agenda and in any case in compliance with applicable rules. The specific means of the telecommunication shall be set out in the notice of call and in the minutes.*

*Representation at Shareholders' Meetings is governed by legal provisions.*

*Proxies may be notified electronically by email transmission to the address stated each time in the notice of call.";*

to amend Article 16 of the Bylaws as follows:

*"Art.16 - Resolutions of the Shareholders' Meeting*

*The ordinary and extraordinary Shareholders' Meeting is quorate and resolves in first and further calls, as well as in single call, with the attendance and majorities established by law.*

*The Shareholders' Meeting has the authority to resolve on the matters established by current regulations as well as on the authorisations required by the procedures for related party transactions adopted by the Company.*

*Appointments to directorships is governed by the provisions set forth below"".*

**Item No. 4 on the agenda - Amendment of Articles 17 (Composition and appointment - Executive Committee – Chief Executive Officer) and 19 (Convening and meetings of the Board of Directors) of the Bylaws. Related and consequent resolutions.**

Dear Shareholders,

this report (the "**Report**") – prepared by the Board of Directors of Falck Renewables S.p.A. (the "**Company**") pursuant to Article 125-ter, TUF, and Articles 72, 84-ter as well as Annex 3A, Schedule 3, Issuers' Regulation – aims at illustrating the proposed amendments to Articles 17 and 19 of the Company's Bylaws (the "**Bylaws**") and the related reasons, presenting, in comparative form, the current text of the Bylaws and, in bold in the adjacent column, the amendments to be made.

The proposed amendments, which are described in detail below, are designed to simplify the statutory rules governing the composition and functioning of the Board of Directors, and to align them with the best practices in the field of corporate governance.

**DESCRIPTION AND REASONING OF THE PROPOSED AMENDMENTS TO THE BYLAWS**

Article 17 (Composition and appointment - Executive Committee – Chief Executive Officer)

The composition of the Board of Directors and the allocation of functions among its members are of central importance for an efficient corporate governance structure.

The best practices applicable to Italian listed companies expressly provide that the Board of Directors must ensure an adequate internal division of its functions and "*establish board committees with investigative, proposal-making and advisory functions*" (Corporate Governance Code for Listed Companies, January 2020, Art. 3, Principles). Most of the Italian issuers' Bylaws therefore mention the possibility of setting up, within the Board of Directors, one or more committees with investigative, proposal-making and/or advisory functions.

The Company's Board of Directors has currently appointed: (i) a Control and Risk Committee, consisting of three independent directors, (ii) a Compensation Committee, consisting of three independent directors and (iii) a Sustainable Strategy Committee, consisting of the Chairman, the Chief Executive Officer and four independent directors.

In the light of the above, it is deemed appropriate to expressly state in the Company's Bylaws that the Board of Directors may appoint committees other than the Executive Committee "*including those provided for in the codes of conduct issued by regulated markets management companies, strategic committees or with advisory, investigative and propositional functions on specific subjects,*

*delegating to them their own functions, except for those reserved by the law, and establishing their powers, tasks, number of members and functioning rules".*

Moreover, in order to allow the Board of Directors to be always composed of an adequate number of members and to set up the internal committees deemed useful, to which some of its functions can be delegated, it is considered appropriate to state in the Bylaws that the Board of Directors must be composed of at least seven members, while maintaining unchanged the maximum number of fifteen directors.

Finally, it should be noted that, in the light of the greater market capitalisation achieved by the Company, pursuant to 144-*quater*, of the Issuers' Regulation, the percentage of capital required for the submission of slates of candidates for the election of the Board of Directors has been reduced to 1% of the share capital, as also confirmed by CONSOB in its decision of 30 January 2020. For this reason, in order to avoid that some shareholders may be misled by the indication of a higher percentage of capital currently provided for in the Bylaws, it is proposed to eliminate the reference to the previous threshold of "*one fortieth of the share capital*", replacing it with a reference "*the minimum percentage set out by Consob with regulation or to the different percentage determined pursuant to law*".

Art. 19 (Convening and meetings of the Board of Directors): amendments aimed at simplifying the holding of Board meetings by telecommunication means

The Company's Bylaws already provide, pursuant to art. 19, paragraph 4, that the Board of Directors may "*may also meet by means of audio-videoconference and/or tele-conference*". However, art. 19, paragraph 5, of the Bylaws states that the "*The Board meeting is considered held at the place of call which must be attended by the Chairman and the Secretary of the meeting*".

The requirement for the Chairman and Secretary to be in a specific place to attend a Board meeting by means of audio-videoconference and/or tele-conference is an unnecessary formality, which complicates and in some cases may delay the work of the Board of Directors. In particular, as authoritatively acknowledged by the recent rule Number. 187 of the Companies Committee of the Milan Notarial Board of 11 March 2020 "*for meetings of the Board of Directors and of the other collegial bodies provided for by the regulations governing joint-stock companies [...] if the meeting is called only with the indication of the means of telecommunication, the presence of any person in any specific place is not required*".

In light of the above, it is therefore proposed to repeal the current paragraph 5 of Article 19 of the Bylaws, thus making the meetings of the Board of Directors more efficient and flexible.

## AMENDMENTS TO THE BYLAWS

If the above proposal is approved, it would be necessary to amend Articles 17 and 19 of the Bylaws.

Below, as an integral part of this Report, a comparison of the relevant paragraphs of articles 17 and 19 of the Bylaws is presented, in the current and the proposed text.

CURRENT TEXT	PROPOSED TEXT
<b>Art. 17, paragraph 1</b>	<b>Art. 17, paragraph 1</b>
The Company is administered by a Board of Directors made up of between five and fifteen members who remain in office for the period determined by the Shareholders' Meeting, but for no longer than three years, and may be re-elected.	The Company is administered by a Board of Directors made up of between <del>five</del> <b>seven</b> and fifteen members who remain in office for the period determined by the Shareholders' Meeting, but for no longer than three years, and may be re-elected.
<b>Art. 17, paragraph 4</b>	<b>Art. 17, paragraph 4</b>
Lists may only be submitted by Shareholders who alone or together with other shareholders hold, on the date the list is filed at the Company, a total stake in the share capital with voting right equal to at least one fortieth of the share capital or to the different percentage determined pursuant to laws or regulations. Lists must state the identity of the Shareholders who submitted them and their shareholdings.	Lists may only be submitted by Shareholders who alone or together with other shareholders hold, on the date the list is filed at the Company, a total stake in the share capital with voting right equal to <del>at least one fortieth of the share capital</del> <b>the minimum percentage set out by Consob with regulation</b> or to the different percentage determined pursuant to laws <del>or regulations</del> . Lists must state the identity of the Shareholders who submitted them and their shareholdings.
<b>Art. 17, paragraph 19</b>	<b>Art. 17, paragraph 19</b>
	<b><u>The Board of Directors may also set up other committees, including those provided for in the codes of conduct issued by regulated markets management companies, strategic committees or with advisory, investigative and propositional functions on specific subjects, delegating to them their own functions, except for those reserved by</u></b>

	<u>the law, and establishing their powers, tasks, number of members and functioning rules.</u>
<b>Art. 19, paragraph 5</b>	<b>Art. 19, paragraph 5</b>
The Board meeting is considered held at the place of call which must be attended by the Chairman and the Secretary of the meeting in order to allow the minutes to be drawn up and signed.	<del>The Board meeting is considered held at the place of call which must be attended by the Chairman and the Secretary of the meeting in order to allow the minutes to be drawn up and signed.</del>

Assessment of the Board of Directors on the recurrence of the right of withdrawal

The proposed amendments to the Bylaws does not trigger the right of withdrawal for shareholders, that will not have approved the resolutions that are the subject of this report, pursuant to Article 2437 of the Italian Civil Code.

**PROPOSAL FOR RESOLUTION**

Dear Shareholders,

In the light of the above, the Board of Directors invites you to resolve on the following proposal:

*"The Extraordinary Shareholders' Meeting of Falck Renewables S.p.A., having examined the report of the Board of Directors and the proposal made therein:*

**RESOLVES**

*to amend Article 17, paragraph 1, of the Bylaws as follows:*

*"The Company is administered by a Board of Directors made up of between seven and fifteen members who remain in office for the period determined by the Shareholders' Meeting, but for no longer than three years, and may be re-elected";*

*to amend Article 17, paragraph 4, of the Bylaws as follows:*

*"Lists may only be submitted by Shareholders who alone or together with other shareholders hold, on the date the list is filed at the Company, a total stake in the share capital with voting right equal to the minimum percentage set out by Consob with regulation or to the different percentage determined pursuant to law. Lists must state the identity of the Shareholders who submitted them and their shareholdings";*

to add the following paragraph 19 to Article 17 of the Bylaws:

*"The Board of Directors may also set up other committees, including those provided for in the codes of conduct issued by regulated markets management companies, strategic committees or with advisory, investigative and propositional functions on specific subjects, delegating to them their own functions, except for those reserved by the law, and establishing their powers, tasks, number of members and functioning rules";*

to delete paragraph 5 of Article 19 of the Bylaws".

\*\*\*

Milan, September 24, 2020

For the Board of Directors

The Chairman - Enrico Falck