

CALLING OF THE ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting is convened on **20 April 2017** at 10.30 a.m., at Via San Luca 2, Genoa, at the offices of the Edoardo Garrone Foundation, in first call, and if required on **21 April 2017** same time and place, in second call, to discuss and resolve on the following

Agenda

1. Annual Financial Statements for the period ended 31 December 2016 of the merged ERG Services S.p.A. and the Report on Operations; resolutions related and consequent thereto
2. Annual Financial Statements for the period ended 31 December 2016 of ERG S.p.A. and the Report on Operations; resolutions related and consequent thereto. Presentation of the Consolidated Financial Statements at 31 December 2016
3. Allocation of the year's result of ERG S.p.A.; resolutions related and consequent thereto
4. Determination of the remuneration of the members of the Board of Directors for the year 2017
5. Determination of the remuneration of the members of the Control and Risk Committee for the year 2017
6. Determination of the remuneration of the members of the Nominations and Remuneration Committee for the year 2017
7. Authorisation for the purchase and disposal of treasury shares subject to prior revocation of the previous authorisation approved by the Shareholders' Meeting on 3 May 2016
8. Remuneration Report pursuant to Article 123-ter of Legislative Decree no. 58 dated 24 February 1998

Participation and representation

The Meeting may be attended by those persons for whom the Company has received notification from the authorised intermediary certifying, based on the relevant records as at close of business on **7 April 2017**, that they are holders of voting rights.

Persons appearing as holders of voting rights after **7 April 2017** will not be entitled to attend or vote in the Shareholders' Meeting.

Holders' of voting rights may be represented at the Shareholders' Meeting by way of written proxy drawn up in accordance with the laws in force and, for such purpose, may use the proxy form provided on the Company's website (www.erg.eu) in the section "Corporate Governance/2017 Shareholders' Meeting".

In accordance with Article 135-undecies of Legislative Decree no. 58 dated 24 February 1998, the Company has designated Computershare S.p.A., with offices at Via Nizza 262/73, Turin, as representative to whom holders of voting rights may deliver proxies containing voting instructions in respect

of all or some of the proposals on the agenda provided that such proxies are received no later than **18 April 2017**, in the case of a meeting held in first call, and no later than **19 April 2017** in the case of a meeting held in second call, according to the procedures indicated and using the specific proxy form available on the Company's website (www.erg.eu) in the section "Corporate Governance/2017 Shareholders' Meeting".

The proxies shall not be effective with regard to proposals for which voting instructions have not been given.

For the electronic or other communication of proxies, the instructions given on the forms in question must be followed.

Other Shareholder rights

Shareholders may pose questions regarding the matters on the agenda even prior to the Meeting according to the procedures and within the terms indicated on the Company's website (www.erg.eu) in the section "Corporate Governance/2017 Shareholders' Meeting". Questions received on or before **17 April 2017** will be answered at the latest during the course of the Shareholders' Meeting.

Shareholders representing, even jointly, at least one fortieth of share capital may ask for discussion points to be added to the agenda, indicating in the request the additional items proposed, or present additional draft resolutions regarding matters already on the agenda by **27 March 2017**. The said request is not allowed for matters regarding which the Shareholders' Meeting resolves, according to law, upon a proposal by Directors or based on a project or report prepared by same, other than those referred to in Article 125-ter, first paragraph of the Consolidated Finance Act. Procedures and terms for the exercise of such right are specified on the Company's website (www.erg.eu) in the section "Corporate Governance/2017 Shareholders' Meeting".

Documentation

The full text of the proposed resolutions – together with the explanatory report – as well as all documents submitted to the Shareholders' Meeting will be placed at the disposal of the public at the Company's registered office at Via De Marini 1, Genoa, on the Company's website (www.erg.eu) in the section "Corporate Governance/2017 Shareholders' Meeting", at the offices of Borsa Italiana S.p.A. and on the eMarket Storage authorised storage mechanism (www.emarketstorage.com) within the terms required by current legislative and regulatory provisions.

ERG S.p.A.

Genova, 17 March 2017

The Chairman of the Board of Directors
Edoardo Garrone