

NOTICE OF CALL OF THE ORDINARY SHAREHOLDERS' MEETING

Notice is hereby given that the notice of call of the Ordinary Shareholders' Meeting for **26 April 2021** at 10:30 am in Genoa, Via de Marini 1, twenty-second floor, at the Company's registered office, in first call and, if necessary, for **27 April 2021**, same place and time, in second call, has been published on the Company's web site (www.erg.eu), to discuss and resolve on the following

Agenda

1. Financial Statements at 31 December 2020 and Directors' Report; inherent and consequent resolutions. Presentation of the Consolidated Financial Statements and of the Consolidated Non-Financial Statement at 31 December 2020
2. Allocation of net result for the financial year: inherent and consequent resolutions
3. Appointment of the Board of Directors
 - 3.1. Determination of the number of members of the Board of Directors
 - 3.2. Appointment of the members of the Board of Directors
 - 3.3. Appointment of the Chairman of the Board of Directors
 - 3.4. Determination of the remuneration payable to the members of the Board of Directors for the financial year 2021
 - 3.5. Determination of the remuneration payable to the members of the Control and Risk Committee for the financial year 2021
 - 3.6. Determination of the remuneration payable to the members of the Nominations and Remuneration Committee for the financial year 2021
4. Authorisation to purchase and dispose of treasury shares, upon annulment of the previous authorisation resolved by the Shareholders' Meeting on 21 April 2020
5. Long Term Incentive Plan (2021-2023 LTI System)
6. Report on the remuneration policy and fees paid out pursuant to Article 123-ter of Italian Legislative Decree no. 58 of 24 February 1998
 - 6.1. Section I: 2021 Remuneration Policy
 - 6.2. Section II: 2020 Compensation and remuneration

Attendance and proxies

Pursuant to Italian Decree Law no. 18 of 17 March 2020, regarding *"Measures to strengthen the National Health Service and economic support for families, workers and enterprises connected to the COVID-19 emergency"* (converted, with amendments, by Italian Law no. 27 of 24 April 2020 and as most recently amended by Article 3, paragraph

6, of Italian Decree Law no. 183 of 31 December 2020, converted, with amendments, by Italian Law no. 21 of 26 February 2021), the Shareholders' Meeting may be attended exclusively through Computershare S.p.A., with offices in Turin, Via Nizza 262/73, as the representative designated by the Company pursuant to Article 135-undecies of the Italian Consolidated Finance Act (the "Designated Representative"). Shareholders for which the Company has received notification from the qualified intermediary that states, based on the information as at the end of accounting date **15 April 2021**, entitlement to the voting right, have the right to participate in the Shareholders' Meeting. The forms to be used to grant the proxy shall be available on the Company's website (www.erg.eu) in the "Corporate Governance/2021 Shareholders' Meeting" section and will also be sent to those who make such request at 011.0923200. The Company's management and control bodies, as well as the Designated Representative, may participate in the Shareholders' Meeting by means of telecommunications that guarantee the identification of the participants, their participation and the exercise of the voting right, without the Chairman and secretary needing to be in the same place.

Documentation and information

The notice of call of the Shareholders' Meeting, available on the aforementioned Company website, contains all of the information and detailed instructions on the rights that may be exercised by the Shareholders (submission of questions, integration of the agenda and submission of lists for appointment of the Board of Directors).

The complete text of the proposals for deliberation – along with the report – as well as all documents submitted to the Shareholders' Meeting, will be made available to the public at the Company's registered office in Genoa, Via De Marini 1, on the Company's website (www.erg.eu) in the "Corporate Governance/2021 Shareholders' Meeting" section, at Borsa Italiana S.p.A. and on the authorised storage platform eMarket Storage (www.emarketstorage.com) within the deadline envisaged by the current legislative and regulatory provisions.

Genoa, 16 March 2021

ERG S.p.A.
Chairman of the Board of Directors
Edoardo Garrone



ERG S.p.A.

Registered office in Genoa, Via De Marini, 1 - Share capital EUR 15,032,000.00, fully paid up
Tax code and Genoa Companies' Register no. 94040720107

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