

## CALLING OF THE ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting is convened on **24 April 2015** at 10.30 a.m., in Via San Luca 2, Genoa, at the offices of the Edoardo Garrone Foundation, in first call, and, if required, on **27 April 2015**, 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 2014 and the Report on Operations; resolutions related and consequent thereto. Presentation of the Consolidated Financial Statements at 31 December 2014
2. Allocation of the net profit for the year; resolutions related and consequent thereto
3. Appointment of the Board of Directors
  - 3.1. Determination of the number of members of the Board of Directors
  - 3.2. Appointment of members of the Board of Directors
  - 3.3. Appointment of the Chairman of the Board of Directors
  - 3.4. Fixing of the fees payable to the members of the Board of Directors for the year 2015
  - 3.5. Fixing of the fees payable to the members of the Control and Risk Committee and the Nominations and Remuneration Committee for the year 2015
4. Authorisation to purchase and sell treasury shares
5. Long-Term Monetary Incentive Plan 2015 – 2017
6. Remuneration Report pursuant to article 123-ter of Legislative Decree no. 58 of 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 **15 April 2015**, that they are holders of voting rights.

Persons appearing as holders of voting rights after **15 April 2015** 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 website ([www.erg.it](http://www.erg.it)) in the section "Corporate Governance/2015 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 in 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 **22 April 2015**, in first call, and no later than **23 April 2015** in second call, according to the procedures indicated and using the specific proxy form available on the Company's website ([www.erg.it](http://www.erg.it)) in the section "Corporate Governance/2015 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.

### Lodging of lists

The appointment of the Board of Directors will take place in accordance with Ar-

title 15 of the Company's Articles of Association, to which reference is made. Lists for the appointment of the Board of Directors may only be filed by Shareholders who, either individually or with other shareholders, at the time of filing the list, hold a shareholding equal to 1% of the Company's share capital. The lists, accompanied by the documentation set forth by the aforesaid Article 15 of the Articles of Association and by the current legislative and regulatory provisions, must be lodged at the Company's registered office or sent to the certified e-mail address [erg@legalmail.it](mailto:erg@legalmail.it) no later than **30 March 2015**. In the latter case copy of a valid identity document of the parties filing the lists must be attached thereto.

The identity and the shareholding required for lodging the lists – determined considering the shares registered in the name of the shareholder on the day the lists are lodged or sent to the Company – must be stated on a certificate to be issued by the authorised intermediary and received by the Company no later than **3 April 2015** at the certified e-mail address [erg@pecserviziottoli.it](mailto:erg@pecserviziottoli.it).

The lists for the appointment of the Board of Directors, filed by Shareholders, will be placed at the disposal of the public at the Company's registered office in Via De Marini 1, Genoa, on the Company website ([www.erg.it](http://www.erg.it)) in the section "Corporate Governance/2015 Shareholders' Meeting", at Borsa Italiana S.p.A. and on the authorised storage platform Nis-Storage ([www.emarketstorage.com](http://www.emarketstorage.com)) by **3 April 2015**.

### 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 website ([www.erg.it](http://www.erg.it)) in the section "Corporate Governance/2015 Shareholders' Meeting". Questions received on or before **21 April 2015** 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, within ten days from publication of this notice (**23 March 2015**), 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. 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.it](http://www.erg.it)) in the section "Corporate Governance/2015 Shareholders' Meeting".

### Documentation

The full text of the proposed resolutions – together with the explanatory reports – 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 in Via De Marini 1, Genoa, on the Company website ([www.erg.it](http://www.erg.it)) in the section "Corporate Governance/2015 Shareholders' Meeting", at Borsa Italiana S.p.A. and on the authorised storage platform Nis-Storage ([www.emarketstorage.com](http://www.emarketstorage.com)) within the terms required by current legislative and regulatory provisions.

Genoa, 13 March 2015

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

