



ERG S.p.A.

Registered Office: Via De Marini 1, Genoa

Share Capital: Euro 15,032,000 fully paid

Genoa Companies' Register and Fiscal Code no. 94040720107

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CALLING OF THE ORDINARY SHAREHOLDERS' MEETING

The Ordinary Shareholders' Meeting is convened on 15 April 2014 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 16 April 2014 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 2013 and the Report on Operations; resolutions related and consequent thereto.
Presentation of the Consolidated Financial Statements at 31 December 2013
2. Allocation of the net profit for the year; resolutions related and consequent thereto
3. Reconstitution of the Board of Statutory Auditors
4. Fixing of the fees payable to members of the Board of Directors, the Control and Risk Committee and the Nominations and Remuneration Committee for the year 2014
5. Authorisation for the purchase and disposal of treasury shares, subject to prior revocation of the previous authorisation approved by the Shareholders' Meeting on 23 April 2013
6. 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 **4 April 2014**, that they are holders of voting rights.

Persons appearing as holders of voting rights after **4 April 2014** 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.it) in the section "Governance/2014 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 same are received no later than **11 April 2014**, in the case of a meeting held in first call, and no later than **14 April 2014** 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.it) in the section "Governance/2014 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.it) in the section "Governance/2014 Shareholders' Meeting". Questions received on or before **12 April 2014** 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 (**24 March 2014**), 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) in the section "Governance/2014 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 at Via De Marini 1, Genoa, and on the Company's website (www.erg.it) in the section "Governance/2014 Shareholders' Meeting" within the terms required by current legislative and regulatory provisions.

Genoa, 14 March 2014

ERG S.p.A.

The Chairman of the Board of Directors

Edoardo Garrone