

ORDINARY SHAREHOLDERS' MEETING – NOTICE OF CALL

It is hereby noted that a notice has been published on the Company's website (www.erg.eu) convening the Ordinary Shareholders' Meeting on **17 April 2019** at 10.30 a.m. in Genoa, Via San Luca 2, at the Fondazione Edoardo Garrone, on first call and, if necessary, on **18 April 2019** at the same time and venue, on second call, to discuss and resolve upon the following

Agenda

- 1 Financial Statements at 31 December 2018 and Directors' Report; resolutions related and consequent thereto. Presentation of the Consolidated Financial Statements and Consolidated Non-Financial Statement at 31 December 2018
- 2 Allocation of net result for the financial year; resolutions related and consequent thereto.
- 3 Appointment of the Board of Statutory Auditors
 - 3.1 Appointment of the members of the Board of Statutory Auditors and the Chairman
 - 3.2 Determination of the remuneration payable to the Chairman and to the other members of the Board of Statutory Auditors
- 4 Determination of the remuneration payable to the members of the Board of Directors for financial year 2019
- 5 Determination of the remuneration payable to the members of the Control and Risk Committee for financial year 2019
- 6 Determination of the remuneration payable to the members of the Nominations and Remuneration Committee for financial year 2019
- 7 Authorisation for the purchase and sale of treasury shares, following revocation of the previous authorisation resolved upon by the Shareholders' Meeting of 23 April 2018
- 8 Remuneration Report within the meaning of Article 123-ter of Legislative Decree No. 58 of 24 February 1998

Attendance and proxies

Shareholders will be entitled to attend the Shareholders' Meeting if the Company receives a notice from an authorised intermediary certifying, based on evidence relating to the end of the accounting day of **8 April 2019**, that they are entitled to vote.

Holders of voting rights may be represented in the Shareholders' Meeting by means of a written proxy, drawn up in accordance with current laws and regulations.

The Company, pursuant to Article 135-undecies of the Consolidated Finance Act, has designated Computershare S.p.A. as the representative to which those entitled to vote can grant a proxy with voting instructions, using the specific proxy form provided for this purpose.

The forms to be used to grant a proxy are available on the Company's website (www.erg.eu) in the section "Corporate Governance/2019 Shareholders' Meeting", and will be sent to those who submit such a request by calling the following number: 011-0923200.

Documentation and information

The notice convening the Shareholders' Meeting, which can be found on the above mentioned Company website, contains all the information and detailed instructions on the rights exercisable by Shareholders (presentation of questions, additions to the agenda and filing of lists for the appointment of the Board of Statutory Auditors).

The full text of the resolution proposals – together with the explanatory report – and all the documents submitted to the Shareholders' Meeting will be made available to the public at the registered office of the Company in Genoa, Via de Marini 1, on the website of the Company (www.erg.eu) in the section "Corporate Governance/2019 Shareholders' Meeting", at Borsa Italiana S.p.A. and on the authorised storage mechanism eMarket Storage (www.emarketstorage.com) within the deadlines provided by applicable laws and regulations.



ERG S.p.A.

Sede legale in Genova, Via De Marini, 1 - Capitale Sociale Euro 15.032.000 interamente versato
Codice Fiscale e iscrizione al Registro Imprese di Genova n. 94040720107

Entra in ERG
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