

## ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING – NOTICE OF CALL

It is hereby noted that a notice has been published on the Company's website ([www.erg.eu](http://www.erg.eu)) convening the Ordinary and Extraordinary Shareholders' Meeting, the latter on request of the shareholder San Quirico S.p.A. pursuant to Article 2367 of the Italian Civil Code, on **21 April 2020** at 10.30 a.m. in Genoa, Via San Luca 2, at the Fondazione Edoardo Garrone, on first call and, if necessary, on **22 April 2020** at the same time and venue, on second call, to discuss and resolve upon the following

### Agenda

#### Ordinary Part

1. Financial Statements at 31 December 2019 and Directors' Report; resolutions related and consequent thereto. Presentation of the Consolidated Financial Statements and Consolidated Non-Financial Statement at 31 December 2019
2. Allocation of net result for the financial year; resolutions related and consequent thereto
3. Determination of the remuneration payable to the members of the Board of Directors for financial year 2020
4. Determination of the remuneration payable to the members of the Control and Risk Committee for financial year 2020
5. Determination of the remuneration payable to the members of the Nominations and Remuneration Committee for financial year 2020
6. Authorisation for the purchase and sale of treasury shares
7. Report on the policy regarding remuneration and fees paid within the meaning of Article 123-ter of Legislative Decree 58 of 24 February 1998
  - 7.1. Section I: 2020 Remuneration policy
  - 7.2. Section II: 2019 Compensation and remuneration

#### Extraordinary Part

1. Proposal, pursuant to Article 2367 of the Italian Civil Code submitted by shareholder San Quirico S.p.A., to amend Article 10 of the Articles of Association.

### 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 2020**, 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](http://www.erg.eu)) in the section "Corporate Governance/2020 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 and additions to the agenda).

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](http://www.erg.eu)) in the section "Corporate Governance/2020 Shareholders' Meeting", at Borsa Italiana S.p.A. and on the authorised storage mechanism eMarket Storage ([www.emarketstorage.com](http://www.emarketstorage.com)) within the deadlines provided by applicable laws and regulations.



### 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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