ORDINARY AND EXTRAORDINARY SHAREHOLDERS' MEETING OF 21/22 APRIL 2020

Ordinary Part

3 – Determination of the remuneration payable to the members of the Board of Directors for financial year 2020

PROPOSAL PRESENTED BY THE SHAREHOLDER POLCEVERA S.r.l.

ERG

EVOLVING ENERGIES

Addressed to
ERG S.p.A.
Via De Marini 1
16149 – Genoa (Italy)

Sent by PEC certified email to erg@legalmail.it.

To the kind attention of the: Chairman of the Board of Directors
Head of Corporate Affairs

Genoa, 23 March 2020

Subject: ERG S.p.A. Ordinary and Extraordinary Shareholders' Meeting of 21/22 April 2020 - Proposal for the determination of the remuneration payable to the members of the Board of Directors for the year 2020

Dear Sirs,
In relation to the Ordinary and Extraordinary Shareholders' Meeting of ERG S.p.A. called for 21/22 April 2020 and in our capacity as shareholders owning 10,380,060 shares representing 6.905% of the share capital, we enclose (pursuant to Article 126-bis of Legislative Decree no. 58 of 24 February 1998) our proposal for the determination of the remuneration payable to the members of the Board of Directors for the year 2020 as well as the required documentation for this purpose.

Best regards.

The Sole Director
Francesco Caldarulo

ERG S.p.A. Ordinary and Extraordinary Shareholders' Meeting.
of 21/22 April 2020

3) Determination of the remuneration payable to the members of the Board of Directors for the financial year 2020

Proposal and report of the shareholder Polcevera S.r.l.

The proposal is that each member of the Board of Directors be granted an annual fee of Euro 70,000 up to the date of the Shareholders' Meeting called to approve the Financial Statements for the year ended 31 December 2020. In keeping with existing arrangements, this amount may be partly paid in the form of insurance coverage made to include the Directors in the Company's policies, taking into account their respective needs.
Finally, it is proposed that the Shareholders' Meeting expressly acknowledge the eventuality that Directors may be reimbursed for expenses incurred by them in order to better carry out their duties. These expenses, which may also stem from training and refresher courses, attendance of seminars and conventions and/or membership of associations (including trade associations) will be reimbursed to Directors provided that the specific initiatives giving rise to such expenses are agreed upon with the Company.

It should be noted that the fees proposed - which remain unchanged since authorization by the Shareholders' Meeting for the financial year ended 31 December 2019 - appear to be consonant with the professional duties involved and the attendant responsibilities.

The Sole Director
Francesco Caldarulo

SOCIETE GENERALE
Securities Services

CERTIFICAZIONE DI PARTECIPAZIONE AL SISTEMA
DI GESTIONE ACCENTRATA **MONTE TITOLI**
(art.43/45 del provvedimento Banca d'Italia/Consob 13/08/2018)

Intermediario che rilascia la certificazione

ABI 03307 CAB 01722

denominazione **Societe Generale Securities Service S.p.A**

Intermediario partecipante se diverso dal precedente

ABI

denominazione

data della richiesta 23/03/2020 Ggmmssaa

data di invio della comunicazione 23/03/2020 Ggmmssaa

n° progressivo annuo 506115

n° progressivo certificazione a rettifica/revoca

causale della rettifica/revoca

Su richiesta di:

Titolare degli strumenti finanziari:

cognome o denominazione

nome POLCEVERA SRL

codice fiscale / partita iva

comune di nascita

provincia di nascita

data di nascita

ggmmssaa

nazionalità

indirizzo VIA MARTIN PIAGGIO 17-4

città 16122 GENOVA ITALIA

Strumenti finanziari oggetto di certificazione:

ISIN IT0001157020

denominazione ERG

Quantità degli strumenti finanziari oggetto di certificazione:

10.380.060

Vincoli o annotazioni sugli strumenti finanziari oggetto di certificazione

data di: O costituzione O modifica O estinzione

ggmmssaa

Natura vincolo

Beneficiario vincolo (*denominazione, codice fiscale, comune e data di nascita, indirizzo e città di residenza o della sede*)

data di riferimento 18/03/2020 ggmmssaa

termine di efficacia/revoca 27/03/2020 ggmmssaa

diritto esercitabile DEP

Note

CERTIFICAZIONE DI POSSESSO PER INTEGRAZIONE DELL'ORDINE DEL GIORNO DELL'ASSEMBLEA E PRESENTAZIONE DI NUOVE PROPOSTE - **Proposta per la determinazione dei compensi spettanti ai componenti il Consiglio di Amministrazione per l'esercizio 2020**

Firma Intermediario

SOCIETE GENERALE
Securities Service S.p.A.

ERG S.p.A.

Torre WTC

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16149 Genoa

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16149 Genoa

Share Capital EUR 15,032,000 fully paid

R.E.A. Genoa n. 354265

Company Register Genoa

and Fiscal Code 94040720107

VAT 10122410151

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