



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 23 April 2013 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 24 April 2013 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 2012 and the Report on Operations; resolutions related and consequent thereto. Presentation of the Consolidated Financial Statements at 31 December 2012
2. Appointment of the Board of Statutory Auditors
 - 2.1. Appointment of members of the Board of Statutory Auditors and the Chairman
 - 2.2. Fixing of the fees payable to the Chairman and members of the Board of Statutory Auditors
3. Fixing of the fees payable to members of the Board of Directors, the Internal Control and Risk Committee and the Nominations and Remuneration Committee for the year 2013
4. Authorisation for the purchase and disposal of treasury shares
5. 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 **12 April 2013**, that they are holders of voting rights.

Persons appearing as holders of voting rights after **12 April 2013** 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/2013 Shareholders' Meeting".

In accordance with Article 135-*undecies* of Legislative Decree no. 58 dated 24 February 1998, the Company has designated Servizio Titoli 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 **19 April 2013**, in the case of a meeting held in first call, and no later than **22 April 2013** 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/2013 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.

Appointment of the Board of Statutory Auditors

The appointment of the Board of Statutory Auditors will take place in accordance with Article 22 of the Company's Articles of Association, to which reference is made.

Lists for the appointment of the Board of Statutory Auditors may only be presented by Shareholders who, by themselves or together with others, at the time of presenting the list are in possession of a shareholding corresponding to 2.5% of the Company's share capital.

The lists, complete with the documentation set forth by the aforesaid Article 22 of the Articles of Association and by the applicable legislative and regulatory provisions currently in force, must be presented to the Company's registered office or sent to the certified e-mail address **erg@legalmail.it** no later than **29 March 2013**; in the latter case copy of a valid identity document of the parties presenting the lists must be attached thereto.

In the event that, by such deadline, only one list, or only lists presented by interrelated Shareholders, within the meaning set forth by applicable legislative and regulatory provisions, have been lodged, further lists may be presented up until 7.00 p.m. on **2 April 2013** (extended term with respect to the actual deadline on 1 April 2013, which is a holiday). In such case, the 2.5% threshold specified for the presentation of lists is reduced to 1.25%.



The lists of candidates for the office of Statutory Auditor, as lodged by Shareholders, will be placed at the disposal of the public no later than **2 April 2013** 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/2013 Shareholders' Meeting".

The identity and the shareholding required for presentation of the lists – determined considering the shares registered in the name of the shareholder on the day when the lists are presented, 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 **2 April 2013** at the certified e-mail address erg@pecserviziotitoli.it.

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/2013 Shareholders' Meeting". Questions received on or before **20 April 2013** 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 (**22 March 2013**), 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/2013 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/2013 Shareholders' Meeting" within the terms required by current legislative and regulatory provisions.

Genoa, 12 March 2013

ERG S.p.A.

The Chairman of the Board of Directors

Edoardo Garrone