



PRESS RELEASE
Milan, November 28, 2016

TERNIENERGIA: capital increase to grow in the digital energy sector

- **The Board of Directors shall convene the Extraordinary Shareholders' Meeting on 30.12.2016 to propose a capital increase with exclusion of option rights for up to 3,000,000 shares (6.8% of the share capital)**
- **The transaction aimed to inject additional funds to complete the new strategic configuration, towards the market of the installation of highly innovative grids and plants**
- **The capital increase will also represent the tool to foster the entry of new supportive investors-shareholders and to enhance potential opportunities in the market environment**
- **The management intends to pursue growth opportunities in Italy and abroad**

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The Board of Directors of TerniEnergia, smart energy company active in the fields of renewable energy, energy efficiency, waste and energy management, listed on the Star segment of the Italian Stock Exchange and part of Italeaf Group, has resolved today to convene an Extraordinary Shareholders' Meeting on December 30, 2016, to propose to the shareholders a capital increase, in one or more tranches, by paid subscription, in divisible form, with the exclusion of option rights pursuant to art. 2441, paragraph 4, second part, of the Italian Civil Code.

The newly issued shares will be offered for subscription in a private placement, without publication of the prospectus for the public offering and listing of the new shares by virtue of the exemptions provided by art. 34 - ter, paragraph 1, letter b) and art. 57, paragraph 1, letter a) of the Issuer Regulations.

The proposal foresees that the new shares, for a maximum of up to 3,000,000, corresponding to 6.80% of the share capital, may be offered to industrial investors and to Italian and foreign institutional investors, excluding the United States, Canada, Japan, Australia, from 15 January 2017 until 16 February 2017.

The capital increase will be carried out through the proper mechanisms of the so-called bookbuilding activity in agreement with the Global Coordinator, at a price at least equal to the average official price of TerniEnergia shares, as measured on the Star segment of the Italian Stock Exchange, registered in the last three months preceding the date of commencement of the Offer Period (January 15, 2017).

To the issue price, as mentioned above, the Board of Directors believes that it can be applied a potential discount of up to a maximum of 10%, in order to allow greater flexibility in concluding the transaction,



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limiting the risks of failure to perform the same transaction, as well as to take account of the share trend that it can be registered prior to the initiation of the Offer Period.

The transaction fits into the growth path that TerniEnergia followed uninterruptedly since it was established, also as a result of the recent acquisition of the companies Softeco Sismat and Selesoft Consulting and the presentation of the industrial plan "Plug in the smart energy company", and is therefore aimed at:

- put the companies in the best capital and financial conditions for increasing and consolidating its position in the Smart and Micro Grids emerging market, combining its track record in the installation of plants for the production of renewable energy with digital business;
- integrate into its strategic business, the activities required to implement the digital transformation strategy, with particular reference to the development of solutions for the management of electrical grids (both transmission both distribution) and of "smart" and "connected" systems, adhering to the model of the Internet of Things (IoT);
- increasing the visibility of the share on the capital market, allowing the entry of qualified and supportive investors or industrial partners, also in order to improve and consolidate the company's strategy of innovation and internationalization to meet the new demands of the energy global market;
- promptly seize the best conditions offered by the market, especially in view of the current phase of high volatility of financial markets, eliminating, therefore, through a private placement exclusively reserved to qualified investors or industrial partners, the long time typically associated to the exercise of the option rights reserved to shareholders.

The financial resources raised through the capital increase will be placed at the service of industrial development of the Company and will not be, therefore, used to reduce or to change the debt structure.

TerniEnergia will be assisted by EnVent S.p.A. as Global Coordinator in the placement of new shares, with no assumption by the latter of its warranty obligations.

Please note that the illustrative report prepared pursuant to art. 125-ter of Legislative Decree 58/1998, will be available to the public at the registered office, on the company website under Investor Relations (www.ternienergia.com) as well as at the centralized storage mechanism "1INFO" (www.1info.it) and at the Italian Stock Exchange.

This press release is also available on the Company's website: www.ternienergia.com.



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TERNIENERGIA (BIT: TER), established in September 2005, and part of Italeaf Group, is the first Italian smart energy company, committed to bring worldwide integrated and sustainable energy solutions. Organized into four business lines (Technical services, Energy management, Energy efficiency and Cleantech), with about 500 employees and a geographic presence in almost the continents, with operational and sales offices, TerniEnergia develops solutions, innovative products and services based on digital and industrial technologies for the energy sector.

TerniEnergia, also through its subsidiaries, shall pursue the objectives of increasing energy production from renewable sources, energy efficiency and emissions reduction, as laid down by European environmental policy, and participates actively in the distributed power generation revolution and energy smart grids.

TerniEnergia is the ideal partner for large utilities, distributors and grid operators, power producers, public authorities, industrial customers and investors who intends to carry out large projects for the production of renewable energy plants and modern systems with high energy efficiency, solutions for the management and maintenance of the infrastructure and the electrical systems. TerniEnergia, through a complete technological and commercial offer, develops and provides technologies, turn-key services and solutions for energy consumers in the public and private sectors. The company is listed on the STAR segment of the Italian Stock Exchange.

For further info:

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