



PRESS RELEASE
Terni, June 1, 2017

TerniEnergia: Piero Manzoni appointed as CEO and General Manager

- **Giulio Gallazzi appointed as Vice-Chairman**
- **The Board of Directors implements the Stock Grant Plan 2017-2019**

The Board of Directors of **TerniEnergia**, met today with Stefano Neri's chairmanship, has appointed **Chief Executive Officer and General Manager**, giving him executive powers, eng. **Piero Manzoni***, previously elected member of the Board of Directors of the Company by the Shareholders' Meeting, held on May 2, 2017.

The CEO is therefore responsible for the overall governance of the Company and of the Group with powers of ordinary and extraordinary administration, with the attribution of the Company's signature and legal representation, with the resolution of the Board of Directors.

The **Chairman** of TerniEnergia, Mr **Stefano Neri**, on behalf of all the members of the Board of Directors, expressed his appreciation for the appointment of Mr Manzoni, underlining *"the importance of choosing an Italian manager with extensive international experience, high skills in the industrial energy field and a very important story in the management of complex realities, engaged in processes of transformation and growth of their business. We are confident that eng. Manzoni will drive TerniEnergia in a new development season, into high-tech contexts, reinforcing the internationalization process already undertaken and completing the integration process with new digital business, as smart energy, smart grids and smart cities"*.

Piero Manzoni expressed his satisfaction for being part of the TerniEnergia Group, adding that *"today the Company is called to a global challenging scenario: to prove and to bring worldwide its new skills and innovative solutions by on core competencies, at a stage of great transformation of the energy sector. Our main target will be focused on the development of an industrial plan that will maximize the Group's technological strengths, especially considering the new "smart" evolution in both the energy and Industry 4.0 applications.. It is a challenging but, at the same time, compelling challenge: to create an industrial platform ready to be placed at the forefront of the competitive context of the energy and the Internet of Things revolution and fit to attract new investors into a renewed company focused on the development of innovative technologies"*.

The Board then appointed the director Mr **Giulio Gallazzi**, who was elected by the Shareholders' Meeting of the Company held on May 2, 2017, as **Vice-Chairman** of TerniEnergia.



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As implementation of the resolution by which the Shareholders' Meeting approved the adoption of a free allocation plan for ordinary shares (the "Stock Grant 2017-2019 Plan" - the "Plan") on 2 May 2017, the Board of Directors of TerniEnergia SpA (The "Company") approved the Rules of the Stock Grant Plan 2017-2019 and deliberated, following the favorable opinion of the Remuneration Committee: (i) to start the implementation of the Plan, taking the necessary measures to implement the Plan in accordance with the provisions of the relevant Rules; (ii) to assign to the newly elected CEO and General Manager eng. Piero Manzoni a maximum of no. 2,119,030 rights for the free allocation of an equal number of shares of the Company, under the terms and conditions set out in the Plan's Rules and in the relevant assignment letter, subject to the achievement of the performance targets and the conditions laid down therein.

The adoption of the Plan is aimed at fostering the loyalty of the directors and employees of the Company and its subsidiaries, who occupy the most important positions and therefore are more directly responsible for the Company's results, encouraging them to remain in the Group in a perspective, inter alia, to align the interests of the beneficiaries of the 2017-19 Stock Grant Plan with the pursuit of the priority target of creating value for shareholders, of a medium to longer-term horizon.

For a brief description of the reasons for the adoption of the Plan and its essential elements please refer to the press release of March 24, 2017, issued pursuant to art. 84-bis, paragraph 3, of the Regulation adopted by Consob with resolution no. 11971 of 14 May 1999 (the "Issuers Regulations") and the Information Document prepared in accordance with Article 84-bis of the Issuers' Regulations, both available on the Company's website.

Attached the Table no. 1 Scheme no. 7 of Annex 3A to the Issuer Regulations.

*** Brief curriculum vitae of eng. Piero Manzoni**

Piero Manzoni was born in Bergamo on 8 October 1962, previously worked in the Schneider Group (formerly Marlin Gerin) and from 1994 to 2001 he held several senior positions within ABB Group, Siemens Italia and he was Chief Executive Officer of Atel Energia SpA (today Alpiq). He was CEO of Falck Renewables SpA and Falck Energy SpA, CEO and General Manager of Falck SpA, Chairman of Falck Renewables Wind Ltd. He is currently CEO of Neorurale SpA, Chairman of MenoEnergia and Chairman of Acqua&Sole. Piero Manzoni holds a Bachelor of Mechanical Engineering from the Politecnico di Milano and a Master of Business Administration degree.



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

TERNIENERGIA (TER.MI), 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 450 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 (Softeco Sismat, Selesoft, Greenled Industry, GreenAsm, Wisave, Ant Energy), 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.

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REMUNERATION PLANS BASED ON FINANCIAL INSTRUMENTS

Table no. 1 of Schedule 7 to Annex 3A to Regulation No. 11971/1999

Name or category	Office	Part 1						
		Financial instruments other than stock options						
		Part 2 Instruments of new assignment based on the decision of the body responsible for the implementation of the resolutions of the Shareholders' Meeting						
		Date of the Shareholders' Meeting resolution	Typology of the financial instruments	Number of the assigned financial instruments	Date of assignment	Eventual price of purchase of the instruments	Market price at the moment of assignment	Vesting period
Piero Manzoni	CEO and General Manager	May 2, 2017	TerniEnergia ordinary shares	2.119.030	June 1, 2017	Free of charge	1,007	360 days from the assignment