



PRESS RELEASE
Terni, December 30, 2016

TERNIENERGIA: the Shareholders' Meeting approved the capital increase to grow in the digital energy

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The Shareholders' Meeting 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, met today in extraordinary session under the chairmanship of Mr. Stefano Neri.

The extraordinary Shareholders' Meeting approved 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, for a maximum of up to 3,000,000 shares, corresponding to 6.80% of the current share capital, reserved to industrial investors and to Italian and foreign institutional investors, excluding the United States, Canada, Japan, Australia. The offer period will start from a date to be fixed by the Board of Directors at the end of pre-marketing activity, but not earlier than January 15, 2017, and ending at the latest on 10 April 2017.

The Shareholders Meeting has confirmed the criterion for determining the value of the newly issued shares as resolved by the Board and communicated to the market on November 28, 2016.

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



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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 Meeting also resolved that, if the capital increase will be not entirely subscribed by the deadline of April 10, 2017, the same capital shall be deemed increased by an amount equal to the subscriptions.

To the Board of Directors and its Chairman, Stefano Neri, are delegated, within the limits established by the Shareholders' Meeting about the issue price, the number of shares and the offer period, as above mentioned, all the powers for the execution of the share capital increase on time and in accordance with the market requirements.

TerniEnergia is assisted in the placement of new shares by EnVent Capital Markets Ltd as Global Coordinator, with no assumption by the latter of its warranty obligations.

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

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.

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