

**ITALEAF: TerniEnergia, Noteholders' Meeting of the bonds "TerniEnergia Euro 25,000,000.00 Notes due 2019"**

- ***The Noteholders' Meeting expressed the approval to the share capital increase of TerniEnergia SpA, with the exclusion of option rights pursuant to Article 2441, paragraph 4, of the Italian Civil Code which is reserved to the shareholders of Free Energia SpA, through the issuance of new ordinary shares up to n. 6,637,168 to complete the acquisition of 100% of Free Energia, a company engaged in the trading and energy efficiency***
- ***The General Meeting approved the amendments to the financial covenants provided pursuant to art. 8 (vii) of the Terms and Conditions of the Notes, to support the repositioning of the TerniEnergia Group's business***

TerniEnergia SpA, a company active in the fields of renewable energy, energy efficiency and waste management and part of the Italeaf Group, listed on the Star segment of Borsa Italiana, announces that on October 11, 2014 the Noteholders' Meeting of the bonds "TerniEnergia Euro 25,000,000.00 Notes due", for a total amount of 250 non-convertible bonds with a nominal value of Euro 100,000.00 each, issued by the Company with resolution dated January 27, 2014 – expressed the approval, in accordance with the Terms and Conditions of the Notes, to the the share capital increase with the exclusion of option rights pursuant to Article 2441, paragraph 4, of the Civil Code reserved to the shareholders of Free Energia SpA, through the issuance of new ordinary shares up to n. 6,637,168 of TerniEnergia shares, to refine, through a contribution in kind, the acquisition of 100% of Free Energia, a company active in the trading and energy efficiency, as extraordinary transaction whose value exceeds the 15% limit of the outstanding corporate capital of the Company.

The Noteholders' Meeting approved the amendments to the financial covenants, required by the Company pursuant to article 8(vii) of the Terms and Conditions of the Notes, as follows:

- from 6 February 2016, in every semi-annual and annual balance sheet:

- (i) Interest Coverage Ratio equal to or greater than 2.0X;
- (ii) Net financial debt / EBITDA: equal to or less than 7.0X;
- (iii) Net financial debt corporate / EBITDA : equal to or less than 4.0X;

- from 6 February 2017, in every semi-annual and annual balance sheet:

- (i) Interest Coverage Ratio equal to or greater than 2.25X;
- (ii) Net financial debt / EBITDA: equal to or less than 6.0X;
- (iii) Net financial debt corporate / EBITDA : equal to or less than 3.50X;

- from 6 February 2018, in every semi-annual and annual balance sheet:

- (i) Interest Coverage Ratio equal or greater than 2.50X;
- (ii) Net financial debt / EBITDA: equal to or less than 5.0X;
- (iii) Net financial debt corporate / EBITDA : equal to or less than 3.25X.

The amendments to the financial covenants to support the repositioning of the TerniEnergia Group's business, through the acquisition of Free Energia SpA, aims to achieve the following objectives:

- The implementation of financial and operational synergies to plan a growth strategy, focused on developing business highly complementary to those of existing TerniEnergia;
- A significant increase and diversification of the Group's turnover;
- The expansion of the scope of core activities, with the integration in the value-chain of services technologically innovative;
- the enhancement of the portfolio with a strong brand, which grew more than the market average, in a very competitive category;
- The development of strong cross-selling business opportunities in the fields of energy efficiency and energy sales;
- The maximization of economic returns associated with the integrated activities of production, management and sale of energy, thanks to the strong expansion of the sales network for services in energy savings;
- Entry into the promising market of the management and sale of services to certified vegetable oil burning power plants, a sector in which Free Energia aims to achieve a national leadership.

*TerniEnergia, a company incorporated in September of 2005 and part of Italeaf Group, operates in renewable energy sector and is active in the photovoltaic field. TerniEnergia operates as system integrator, with a turn-key offer of industrial sized photovoltaic plants, on behalf of third parties and on its own, for the Power Generation business, also through joint venture companies with leading national players. TerniEnergia operates in the waste management sector, recovery of the material and energy, development and production of technologies. In particular, the Company is active in the recovery of tires out of use, in the treatment of biodegradable waste through the implementation of biodigesters, management of plant for the biological depuration; decommissioning of industrial plants, recovery of demolition metals and cleaning of industrial sites; development and production of technological apparatus.*

*TerniEnergia, through its controlled company Lucos Alternative Energies, operates in the development of energy efficient plants both through EPC scheme and FTT scheme (Financing Through Third Parties), pursuing the objectives of increasing energy production from renewable sources, of energy saving and reduction of emissions as set forth by environmental European policy.*

*TerniEnergia is listed on STAR segment of Borsa Italiana S.p.A..*

*This press release is also available on the Companies' website: [www.italeaf.com](http://www.italeaf.com) and [www.ternienergia.com](http://www.ternienergia.com).*

## **Certified Adviser**

Mangold Fondkommission AB is the Certified Adviser of Italeaf on NASDAQ OMX First North.

### **For further information please contact:**

Filippo Calisti

CFO – Italeaf S.p.A.

E-mail: [calisti@italeaf.com](mailto:calisti@italeaf.com)

Mangold Fondkommission AB

Tel. +46 (0)8 5030 1550

[info@mangold.se](mailto:info@mangold.se)

**Italeaf SpA**, established in December 2010, is a holding company and a business accelerator for companies and startups in the areas of innovation and cleantech. Italeaf operates as a company builder, promoting the creation and development of industrial startups in the fields of cleantech, smart energy and technological innovation. Italeaf has headquarters and plants in Italy at Nera Montoro (Narni), Terni, Milano and Lecce; has international offices in London and Hong Kong and a research and development centre in the Hong Kong Science and Technology Park. The company controls TerniEnergia, listed on the STAR segment of the Italian Stock Exchange and active in the fields of renewable energy, energy efficiency and waste management, Greenled Industry, working in the development and production of power LED lamps for industrial energy efficiency and public lighting, WiSave in the "internet of things" field, for the development and production of thermostats and smart technologies for the remote control of electrical and heating items of buildings managed through a cloud infrastructure, and Skyrobotic, in the business development and manufacture of civil and commercial drones in mini and micro classes for the professional market.