

PRESS RELEASE 31 OCTOBER 2016

Italeaf: Green light from the Shareholders' meeting of TerniEnergia to the investment transaction to acquire Softeco Sismat and Selesoft and to the disposal of treasury shares to Roma Gas and Power

- **Andrea Bellucci appointed as Statutory Auditor of the company. Dott. Marco Chieruzzi Substitute Statutory Auditor**
- **On November 4, 2016 presentation of the Industrial plan 2016-2018 Update with a strategic vision on 2019**

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 ordinary session under the chairmanship Stefano Neri.

The Ordinary General Meeting approved:

1 – The investment transaction to acquire a stake the 100% of the share capital of the companies Softeco Sismat Srl and Selesoft Consulting Srl, approved by the Company's Board of Directors on September 30, 2016, on the sale, in return, of a total of n. 3,000,000 treasury shares, equal to 6.80% of the share capital of TerniEnergia and the payment of Euro 2.3 million in cash; further details of this transaction were already communicated to the market through the press release of July 29, 2016. With reference to the above mentioned press release, TerniEnergia inform that, according to the agreements entered into with Ingefi SpA, the company is committed to quote to the STAR segment of Italian stock Exchange the divested shares sold to the same Ingefi by 28 February 2018;

2- The sale transaction of further n. 767,095 treasury shares, equal to 1.74% of the share capital of TerniEnergia, in favor of the industry investor Roma Gas and Power, for a remuneration in cash of Euro 0.9 million; Further details of this transaction were already communicated to the market through the Press Release of September 30, 2016. With reference to the above mentioned press release, TerniEnergia informs that according to the agreements entered into with Roma Gas & Power SpA, TerniEnergia is committed to quote to the STAR segment of the Italian stock Exchange the shares subject to sale by February 28, 2018.

The Ordinary Shareholders' Meeting also approved the proposal of the shareholder Italeaf S.p.A. to integrate the Board of Auditors, following the resignation of Dr. Vittorio Pellegrini which was taken over by the most senior deputy mayor Dr. Marco Chieruzzi, appointing Statutory Auditor Dott. Andrea Bellucci (recognizing him the same remuneration to the other Statutory Auditor in charge), and as substitute statutory Auditor Dr. Marco Chieruzzi.

It is recalled that on **November 4, 2016**, as part of the event: "Smarter solutions for tomorrow" organized by the Italeaf group, will be presented to the financial community and to the press the **Update to the TerniEnergia's Business Plan 2016-2018 "Plug in the smart energy company"**. The presentation

will take place from 9.00 AM CET in Milan in the Parterre Hall of the Italian Stock Exchange, Piazza degli Affari 6.

Speakers: Stefano Neri (Chairman and CEO), Fabrizio Venturi (Executive Director), Paolo Allegretti (CFO), Ugo Benzi (Chairman Protecogroup).

Registration is required to participate: www.ternienergia.com or event registration at the URL: www.eventbrite.com/e/smarter-solutions-for-tomorrow-tickets-27699672466.

TerniEnergia, a company incorporated in September of 2005 and part of Italeaf Group, is the first Italian smart energy company and operates in renewable energy, energy efficiency, energy and waste management. 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; development and production of technological devices. The Group is active in the energy management, energy sales to energy intensive customers, software and services for energy management, administrative, financial and credit management. The Group is also active on the natural gas and liquefied natural gas (LNG) market, offering a range of services and activities in order to develop Client's business and achieve a competitive advantage providing the best market conditions and creating a high added value. TerniEnergia 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' websites: www.italeaf.com and www.ternienergia.com

Certified Adviser

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

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***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 (Nami), 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, 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, Numanova, operating in the field of innovative metallurgy and additive manufacturing and Italeaf RE, a real estate company.*