

ITALEAF: fully subscribed the share capital increase of TerniEnergia approved on December 30, 2016

- **Opened and simultaneously concluded the placement of n. 3 million of TerniEnergia shares (6.8% of the current share capital)**
- **Transaction value of Euro 2.19 million, corresponding to a price of placement of the shares of new emission of Euro 0.73 p.s.**
- **The Capital Increase will be used to support the internationalization of the Group and the Development of the digital energy business, particularly the growing market of the smart and micro grids**

The Board of Directors of **TerniEnergia** - the first Italian 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 the opening and the simultaneous closing of the Offer Period, with the full placement of the TerniEnergia ordinary shares arising from the 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, approved by the shareholders' meeting on December 30, 2016 (the "Capital Increase").

The newly issued shares were offered for subscription as part of 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 placement of a maximum of up to 3,000,000 shares, corresponding to 6.80% of the current share capital, took place through a bookbuilding procedure and has been restricted to qualified investors in Italy and institutional investors abroad, excluding the United States of America, Australia, Japan and Canada (the "Institutional Offering"). The Institutional Offering did not result in a solicitation to investment.

The share capital increase was fully subscribed for a value of Euro 2.19 million.

The Board of Directors also determined the placement price of the new shares, equal to Euro 0.73 per share (the "Placing Price").

The Placing Price was determined in accordance with the criteria defined by the Shareholders' Meeting and disclosed to the market on December 30, 2016. The Placing Price was also determined through the mechanisms of the so-called bookbuilding activities, taking particularly into account the quantity and quality of the demand expressed by 3 investors who have joined the Institutional Offering, as well as the current trend of domestic and international markets.

The transaction will be settled by the delivery of shares and payment of the consideration by January 27, 2017. Following the full subscription of the newly issued shares, the post-increase share capital will be Euro 59,197,230, divided into no. 47,089,550 ordinary shares. The relative change in the share capital will be announced through a press release.

Following the private placement, the participation of the Chairman and CEO of the Company, Stefano Neri, which indirectly holds a controlling interest of the Company pursuant to art. 93 of Legislative Decree no. 58/1998, was reduced from 45.33% to 42.45% of the share capital.

The transaction, 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", is 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.

The private placement was coordinated and directed by EnVent Capital Markets Ltd, acting as Global Coordinator and Bookrunner; Issuer's financial advisor was SRI Capital Advisers Ltd, a company specialized in Financial Advisory, Fundraising and Deal arrangements that involved a group of institutional investors of its own network. SRI Capital Advisers, part of the International SRI Group headed by the chairman Mr. Giulio Gallazzi, will be the TerniEnergia partner for the development and implementation of the Business Plan "Plug in the smart energy company".

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For more information, please refer to the illustrative report prepared in accordance with art. 125-ter of Legislative Decree 58/1998, made available to the public on December 9, 2016, at the registered office, at the authorized storage mechanism 1Info (www.1info.it), as well as on the website of the company, www.ternienergia.com / Investor Relations section.

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 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.

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 (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, 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.