

algoWatt S.p.A.
Registered office in Corso Magenta, 85
Milan
Share capital Euro 12,281,320 fully paid up.
Fiscal Code - Business Register of Milan Monza Brianza Lodi - VAT No. 01339010553
Call of Bondholders' Meeting

Bondholders (hereinafter the "**Bondholders**"), holders of the non-convertible bond denominated "Algowatt Tv Eur6m+1.5 Dc27 Amort Eur" ISIN code: IT0004991573 (hereinafter the "**Bond**") issued by algoWatt S.p.A. (formerly TerniEnergia S.p.A., hereinafter the "**Company**"), are called to the Bondholders' Meeting on April 26, 2021 at 12:00 p.m. at the registered office of the Company. (formerly TerniEnergia S.p.A., hereinafter the "**Company**"), are called to the Bondholders' Meeting in first call on **April 26, 2021 at 12.00 p.m. at the** registered office of the Company in Milan, Corso Magenta, 85 and, if necessary, in second call on **April 30, 2021**, at the same time and place, to discuss and resolve upon the following

agenda:

1. information to the Bondholders and proposal by the Company: to approve the main terms and conditions of the certified plan for the reorganisation of the company's debt exposure and the rebalancing of its financial situation *pursuant to* Article 67, paragraph 3, letter d) of the Bankruptcy Law currently being finalised by the Company (hereinafter the "**2021 Plan**") as described in greater detail below and in the process of being certified, replacing the plan approved by the Company in 2019 (hereinafter the "**2019 Plan**");
2. conferment of powers in favour of the bondholders' representative, Mr. Marzio Molinari, for the conclusion with algoWatt S.p.A. of a reorganisation agreement *pursuant to* Article 67, paragraph 3, letter d) of the Bankruptcy Law, consistent with the provisions of the 2021 Plan;
3. conferment of powers in favour of the bondholders' representative, Mr. Marzio Molinari, for the subscription of the participating financial instruments (hereinafter "**SFPs**") envisaged by the 2021 Plan as described below;

4. inherent and consequent resolutions on the early redemption and cancellation of the Bonds.

Additional information on the COVID-19 (CORONAVIRUS) health emergency

In accordance with the provisions of Article 106, paragraph 4, of Decree-Law No. 18 of 17 March 2020 on "Measures to strengthen the National Health Service and economic support for families, workers and businesses related to the epidemiological emergency from COVID-19" (the "Cura Italia Decree"), converted by Law No. 27 of 24 April 2020 (as subsequently amended and supplemented also as a result of the entry into force of Decree-Law No. 183 of 31 December 2020 c.d. "Decreto Milleproroghe 2021", converted by Law No. 21 of 26 February 2021), in compliance with the fundamental principles of health protection, bondholders may not physically attend the Bondholders' Meeting and their intervention may take place exclusively through the Designated Representative referred to in Article 135-undecies of the TUF, in accordance with the provisions of the law and the regulations in force, as better specified in the remainder of this notice of meeting in the paragraph "Granting of proxy to the Designated Representative".

Please note that the information contained in this notice - and, in particular, the date, place and/or time of the meeting, the terms for the exercise of rights by bondholders, the procedures for participation in the meeting and/or the procedures for holding the meeting - may be subject to change, amendments, updates or clarifications in view of the current emergency situation related to COVID-19 and the consequent measures adopted from time to time by the competent Authorities, as well as in order to allow strict compliance with the fundamental principles of safeguarding the safety and health of the Company's bondholders, employees, representatives and consultants. Any amendments, updates or clarifications to the information contained in this notice of call will be made available in a timely manner through the Company's *website* (www.algowatt.com) and in any other manner required by law.

Attendance at the bondholders' meeting

Pursuant to the applicable provisions, those entitled to attend and vote at the Bondholders' Meeting, exclusively through the representative designated by the Company as specified below, are those persons in whose favour the authorised intermediaries have made - within the terms of the law and regulations - the appropriate communication to the Company in accordance with their accounting records, on the basis of the evidence relating to the deadline of **15 April 2021**

(record date), corresponding to the seventh trading day prior to the date set for the Bondholders' Meeting; those who become owners of the bonds only after that date will not be entitled to attend and vote at the Bondholders' Meeting.

The communication from the intermediary must be received by the Company by the end of the third trading day prior to the date set for the Bondholders' Meeting in single call (i.e. by **21 April 2021**). However, the entitlement to attend and vote shall remain intact if the notifications are received by the Company after this deadline, provided that they are received before the start of the meeting proceedings of the single call.

Pursuant to Article 106, paragraph 4, of the Cure Italy Decree (as subsequently amended and supplemented, also as a result of the entry into force of Decree-Law No. 183 of 31 December 2020, so-called "Decreto Milleproroghe 2021", converted into Law No. 21 of 26 February 2021), attendance at the Bondholders' Meeting is permitted exclusively through the representative designated by the Company pursuant to Article 135-undecies of the TUF, who must be conferred with a proxy. 21), the **participation in the Bondholders' Meeting of those who have the right to vote is allowed exclusively through the representative designated by the Company pursuant to** Article 135-undecies of the Consolidated Law on Finance, to whom proxy or sub-delegation must be conferred, in accordance with the procedures and conditions indicated below.

The Company has appointed Computershare S.p.A. - with registered office in Rome, via Monte Giberto, 33 - 00138 Rome as the bondholders' representative appointed pursuant to Article 135-undecies of the TUF ("**Appointed Representative**").

In view of the current epidemiological emergency caused by COVID-19 and in compliance with the fundamental principles of health protection, the Directors, the Statutory Auditors, the Notary Public, the Appointed Representative, as well as the other persons who are allowed to participate in the Bondholders' Meeting pursuant to the law and the Articles of Association, other than those who have the right to vote (who must grant proxy to the Appointed Representative), may participate in the Bondholders' Meeting by means of telecommunications which also guarantee their identification, in compliance with the provisions of Article 106, paragraph 2, of the Decree on Cure Italy (as subsequently amended and supplemented, also as a result of the entry into force of Legislative Decree No. 183 of 31 December 2020, the so-called "Decreto Milleproghe"). 106, paragraph 2, of the Decree Cura Italia (as subsequently amended and supplemented, also due to the entry into force of Decree-Law No. 183 of 31 December 2020, so-called "Decreto Milleproroghe 2021", converted into Law No. 21 of 26 February 2021).

Instructions for participation in the Bondholders' Meeting by means of telecommunications will be made known by the Company to interested parties.

There are no postal or electronic voting procedures.

Granting of proxy to the Designated Representative

Pursuant to Article 106, paragraph 4, of the Cure Italy Decree (as subsequently amended and supplemented, also as a result of the entry into force of Decree-Law No. 183 of 31 December 2020, so-called "Decreto Milleproroghe 2021", converted into Law No. 21 of 26 February 2021), persons entitled to vote who intend to participate in the Bondholders' Meeting must alternatively grant the Appointed Representative:

(i) proxy - with voting instructions - on all or some of the resolution proposals regarding the item on the agenda, in compliance with the provisions of Article 135-undecies of the TUF, using the specific proxy form prepared by the Designated Representative in agreement with the Company, available on the Company's *website* at www.algowatt.com (Investor Relations/Bonds section). This proxy form with the voting instructions, together with a copy of a valid document, must be sent to the Designated Representative by the end of the second trading day prior to the Bondholders' meeting by **midnight on 22 April 2021**, with reference to the first call, or by **midnight on 28 April 2021**, with reference to the second call, and within the same deadline the proxy may be revoked. The proxy conferred in this way shall be effective only for the proposals in relation to which voting instructions have been given;

(ii) proxy or sub-delegation in accordance with the procedures provided for by the laws and regulations in force, in compliance with the provisions of Article 135-novies of the Consolidated Law on Finance and as an exception to Article 135-undecies, paragraph 4, of the Consolidated Law on Finance. To this end, a form to be used for conferring proxies/subdelegations for participation and voting at the Bondholders' Meeting may be found on the Company's *website* at www.algowatt.com (Investor Relations/Bonds section). The proxy/sub-delegation, together with a copy of a valid document and the necessary voting instructions, must be submitted by **5:00 p.m. on 23 April 2021**, with reference to the first call, or by **5:00 p.m. on 29 April 2021**, with reference to the second call, and within the same deadline the proxy may be revoked.

The Designated Representative will be available for clarification or information at 06-45417413 or at the e-mail address ufficiorm@computershare.it.

The Company reserves the right to supplement and/or amend the above instructions in view of intervening needs as a result of the current COVID-19 epidemiological emergency and its currently unforeseeable developments.

Right to request additions to the agenda and to submit further proposals for resolutions on items already on the agenda

Pursuant to Article 126-bis of the TUF, Bondholders who, also jointly, represent at least one fortieth of the unredeemed capital of the Bond, may request, within ten days of the publication of the notice of call of the Bondholders' Meeting, the integration of the list of items to be discussed, indicating in the request the additional items they propose, or submit resolution proposals on items already on the agenda. The applications, together with the certification attesting the ownership of the shareholding, in compliance with the requirements strictly necessary for the identification of the applicants, shall be submitted in writing, by e-mail to the certified e-mail address corporate@pec.algowatt.com or by registered mail to the registered office of algoWatt S.p.A. (in 20123 Milan Corso Magenta, 85). Additions to the agenda are not allowed for items on which the Bondholders' Meeting resolves, pursuant to law, on the proposal of the Board of Directors or on the basis of a draft or a report prepared by them, other than those indicated in Article 125-ter, paragraph 1, of the TUF. The Bondholders requesting the integration of the agenda shall prepare a report containing the reasons for the resolution proposals on the new items they propose to deal with or the reasons for the additional resolution proposals presented on items already on the agenda. The report shall be sent to the Management Board by the deadline for submitting the request for supplementation. The reports on additions to the list of items to be discussed by the Bondholders' Meeting, following the aforementioned requests, are made available to the public at the same time as the publication of the notice of the addition or presentation, in the manner set forth in Article 125-ter, paragraph 1, of the Consolidated Law on Finance.

Notice of additions to the agenda or the presentation of additional resolution proposals on items already on the agenda shall be given in the same manner as provided for the publication of the notice of call of the Bondholders' Meeting at least fifteen days before the date set for the first call of the Bondholders' Meeting. Any further proposals for resolutions on matters already on the agenda are made available to the public at the same time as publication of the notice of integration or presentation, in the manner set forth in Article 125-ter, paragraph 1, of the Consolidated Law on Finance.

Right to ask questions on items on the agenda

Pursuant to Article 127-ter of the TUF, applications must be received by the record date (i.e. by 15 April 2021). Questions received by the Company within this deadline and in accordance with the procedures indicated above, once their relevance to the item on the agenda of the Bondholders' Meeting and the legitimacy of the applicant have been verified, will be answered, by way of derogation from the minimum deadline provided for pursuant to art. 127-ter, paragraph 1-bis of the Consolidated Law on Financial Intermediation, at least three days before the Bondholders' Meeting (i.e. by 21 April 2021), by means of publication on the Company's website at www.algowatt.com (Investor Relations section), in order to enable those entitled to vote to express themselves in an informed manner on the item on the agenda

Composition of share capital

The Company's share capital is currently EUR 12,281,320.00, divided into 47,089,550 ordinary shares with no nominal value. Each ordinary share gives the right to one vote in the Bondholders' Meeting. Pursuant to Article 127-quinquies T.U.F., two votes are, however, attributed for each share held by the same shareholder for a continuous period of not less than twenty-four months from the date of their registration in the list ("List") set up for this purpose, kept and updated by the Company, as provided for by the Articles of Association (the so-called "increased vote"). As of today, the Company owns 1,012,224 treasury shares, equal to 2.15% of the share capital. As of today, the Loan is represented by 250 bonds with a total nominal value of EUR 25,000,000.00, all with voting rights.

Documentation

The documentation relating to the items on the agenda of the Bondholders' Meeting, as provided for by current regulations, will be made available to the public, within the terms of the law, at the Company's registered office, as well as on the website of Borsa Italiana S.p.A. and on the Company's website www.algowatt.com, in the Investor Relations/Bonds section.

Pursuant to Article 130 of the Consolidated Law on Finance, Bondholders are entitled to inspect all documents filed at the Company's registered office and to obtain copies at their own expense. More specifically, the following documents will be made available:

- (i) Explanatory Report of the Board of Directors on the items on the Agenda;
- (ii) the Articles of Association;
- (iii) the Bond Rules.

Milan, 26 March 2021

for the Board of Directors

The President

(Prof. Avv. Stefano Neri)