

**algoWatt S.p.A.**  
**Registered office in Corso Magenta, 85**  
**Milan**  
**Share capital Euro 12,281,320 fully paid-in.**  
**Fiscal Code - Register of Companies of Milan Monza Brianza Lodi - VAT number 01339010553**

**Notice of call of the Bondholders' Meeting**

The bondholders (hereinafter the "**Bondholders**"), holders of the non-convertible bond called "Algowatt Tv Eur6m+1.5 DC27 Amort Eur" ISIN code: IT0004991573 (hereinafter the "**Loan**") issued by algoWatt S.p.A. (formerly TerniEnergia S.p.A., hereinafter the "**Company**"), are called to the Bondholders' Meeting on first call on **22 December 2020** at 12.00 noon at the Company's registered office in Milan, Corso Magenta, 85 and, if necessary, on second call on **29 December 2020**, at the same time and place, to discuss and deliberate on the following items on the

**agenda:**

1. Information to bondholders and proposal by the Company: (i) to grant a waiver of the provisions of Article 6 ("Redemption, purchase and cancellation"), paragraphs 6.1 and 6. 2 of the Bond Terms and Conditions; and (ii) temporary suspension of the provisions of Article 7 ("Events of default"), letters (a) and (g) of the Bond Terms and Conditions, with reference to the Company's failure to fulfil its obligations to pay the principal and interest due on the Bonds, as well as with reference to the Company's failure to fulfil its payment obligations under the certified recovery plan drawn up by the Company in September 2019, pursuant to Article 67, paragraph 3, letter d) of the Italian Bankruptcy Law;
2. conferring powers in favour of the bondholders' representative, Mr. Marzio Molinari, for the completion with algoWatt S.p.A. of a pactum de non petendo that implements and enforces the resolutions deliberated on item 1;
3. as a result of the stipulation of the pactum de non petendo referred to in item 2 on the agenda, the company shall appoint an advisor, to be appointed by a trio of experts indicated by the bondholders, to carry out an Independent Business Review (IBR), concerning the company's business plan.

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

In compliance 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 connected with the epidemiological emergency by COVID-19" (the "Care Italy Decree"), converted

into Law no. 18 of 24 April 2020, 27, as subsequently amended and supplemented, in compliance with the fundamental principles of health protection, bondholders may not physically participate in the Bondholders' Meeting and their participation may only take place through the designated representative referred to in Article 135-undecies of the Consolidated Law on Finance, in compliance with the provisions of the law and the regulations in force, as further specified later in this notice of call 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 by bondholders of their rights, the manner in which they may participate in the meeting and/or the manner in which it is held - may be subject to change, updates or clarifications in view of the current emergency situation linked to the COVID-19 and the consequent measures adopted from time to time by the competent Authorities, as well as to allow strict compliance with the fundamental principles of safeguarding the safety and health of bondholders, employees, representatives and consultants of the Company. Any changes, updates or clarifications to the information contained in this notice of call will be promptly made available through the Company's *website* ([www.algowatt.com](http://www.algowatt.com)) and in the other ways provided for by law.

#### **Participation in the Bondholders' Meeting**

Pursuant to the applicable provisions, persons entitled to attend and vote at the Bondholders' Meeting, exclusively through the representative appointed by the Company as specified below, persons who have the right to vote in favour of whom the authorised intermediaries have notified to the Company - within the terms of the law and regulations - in accordance with their accounting records, on the basis of the evidence relating to the deadline of 11 December 2020 (record date), corresponding to the seventh trading day prior to the date set for the Meeting; those who become holders of the bonds only after that date will not have the right to attend and vote at the Meeting.

The intermediary's communication must reach the Company by the end of the third trading day prior to the date set for the Bondholders' Meeting on single call (i.e. by **17 December 2020**). However, the right to attend and vote shall remain unaffected if the communications are received by the Company after that deadline, provided that they are received by the start of the Meeting on single call.

**Pursuant to art. 106, paragraph 4, of the Care Italy Decree, the participation in the Bondholders' Meeting of those who have the right to vote is permitted exclusively through the representative appointed by the Company pursuant to art. 135-undecies of the TUF, to whom a proxy or sub-delegation must be granted, in the manner and under the conditions indicated below.**

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

In view of the current epidemiological emergency situation from COVID-19 and in compliance with the fundamental principles of health protection, the Directors, Auditors, notary public, the Appointed Representative, as well as other subjects who are allowed to attend the Meeting pursuant to the law and the By-laws, other than those who have the right to vote (who shall grant proxy to the Appointed Representative), may attend the Bondholders' Meeting by means of telecommunications that also guarantee their identification, in compliance with the provisions of art. 106, paragraph 2, of the Care Italy Decree. The instructions for participation in the Bondholders' Meeting by means of telecommunications shall be made known by the Company to the interested parties.

There are no procedures for voting by correspondence or electronic means.

### **Granting of proxy to the Designated Representative**

Pursuant to art. 106, paragraph 4, of the Italian Health Care Decree, the persons who have the right to vote who intend to attend the Bondholders' Meeting shall grant the Appointed Representative alternately:

(i) proxy - with voting instructions - on all or some of the proposed resolutions on 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](http://www.algowatt.com) (**Investor Relations/Bonds** section). This proxy form with voting instructions, together with a copy of a valid document, must be sent to the Appointed Representative by the end of the second trading day prior to the Bondholders' Meeting by midnight on **18 December 2020, with** reference to the first call, or by **midnight on 24 December 2020**, with reference to the second call, and by the same deadline the proxy may be revoked. The proxy, thus conferred, shall be effective only for those proposals in relation to which voting instructions have been given;

(ii) delegation or sub-delegation in the manner provided for by current legislation - including regulations - in compliance with the provisions of Article 135-novies of the Consolidated Law on Finance and in derogation of Article 135-undecies, paragraph 4, of the Consolidated Law on Finance. To this end, a form can be found on the Company's website at [www.algowatt.com](http://www.algowatt.com) (**Investor Relations/Bonds** section) to be used to grant a proxy/sub-delegation to attend and vote at the Bondholders' Meeting. The proxies/sub-delegations, together with a copy of a valid document and the necessary voting instructions, shall be submitted by **5:00 p.m. on 21 December 2020**, with reference to the first call, or by **5:00 p.m. on 23 December 2020**, 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 06-45417401 or at [ufficiorm@computershare.it](mailto:ufficiorm@computershare.it).

The Company reserves the right to supplement and/or amend the above instructions in the light of intervening needs following the current epidemiological emergency situation from COVID-19 and its developments that cannot be foreseen at the moment.

**Right to request additions to the agenda and to submit further proposals for resolution on matters already on the agenda**

Pursuant to Article 126-bis of the Consolidated Law on Finance, Bondholders who, even jointly, represent at least one fortieth of the unpaid capital of the Loan, 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 further items proposed by them, or submit proposals for resolutions on items already on the agenda. The applications, together with the certification attesting the ownership of the participation, in compliance with the requirements strictly necessary to identify the applicants, must be submitted in writing, by e-mail to the certified mail address [corporate@pec.algowatt.com](mailto: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 permitted for items on which the Bondholders' Meeting resolves, in accordance with the law, on the proposal of the Board of Directors or on the basis of a project or report prepared by them, other than those indicated in Article 125-ter, paragraph 1, of the Consolidated Law on Finance. Bondholders who request additions to the agenda shall prepare a report stating the reasons for the proposed resolutions on the new items on the agenda or the reasons for further proposed resolutions on items already on the agenda. The report shall be sent to the Board of Directors by the deadline for submitting the request for integration. The reports on additions to the list of items to be dealt with by the Bondholders' Meeting, following the above requests, shall be made available to the public at the same time as the publication of the news of the addition or presentation, in accordance with the procedures laid down in Article 125-ter, paragraph 1, of the Consolidated Law on Finance.

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

**Right to ask questions about the items on the agenda**

Pursuant to Article 127-ter of the TUF, applications must be received by the "record date" (i.e. by 11 December 2020). The questions received by the Company within this deadline and in the manner indicated above, having verified their pertinence to the item on the agenda of the Meeting and the legitimacy of the applicant, will be answered, as an exception to the minimum time limit provided for under the art. 127-ter, paragraph 1-bis of the TUF, at least three days before the Bondholders' Meeting (i.e. by 17 December 2020),

by publication on the Company's website at [www.algowatt.com](http://www.algowatt.com) ("Investor Relations" section), in order to enable those entitled to vote to express themselves consciously on the item on the agenda

### **Composition of share capital**

The Company's share capital currently amounts to Euro 12,281,320.00, divided into 47,089,550 ordinary shares with no par value. Each ordinary share gives the right to one vote at the Bondholders' Meeting. However, pursuant to Article 127-quinquies of the Consolidated Law on Finance, two votes are assigned to each share belonging to the same shareholder for a continuous period of not less than twenty-four months from the date on which it is entered on the list ("List") established, kept and updated by the Company for this purpose, as provided for in the Company's Articles of Association (so-called "increased vote"). As of today's date, the Company owns 1,012,224 treasury shares, equal to 2.15% of the share capital.

As of today's date, the Loan is represented by 250 bonds with a total nominal value of € 25,000,000.00 all with voting rights.

### **Documentation**

The documentation relating to the items on the agenda of the Bondholders' Meeting, provided for by current legislation, 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](http://www.algowatt.com), in the "Investor Relations" section.

Pursuant to Article 130 of the Consolidated Law on Finance, Bondholders have the right to inspect all documents deposited at the registered office and to obtain copies at their own expense. More precisely, 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 Terms and Conditions.

Milan, 20 November 2020

for the Board of Directors

The Chairman

(Prof. Avv. Stefano Neri)