

EL.EN. s.p.a.

Registered office in Calenzano (FI), via Baldanzese n. 17

Capital underwritten and paid out 2.508.671,36 Euros divided into 4.824.368 ordinary shares

Register of companies (Florence, Italy) and internal revenue code number 03137680488

The shareholders are called upon to convene for an ordinary meeting at the company registered office in Calenzano, Via Baldanzese n. 17, at **10.00 am on April 28th 2015**, for the first call and at **9.30 am on May 15th 2015**, for the second call in order to vote on the following

Order of the day

- 1. – Approval of the annual financial report closed on December 31st 2014 and the manager’s report. Presentation of the consolidated financial statements.**
- 2. – Report on remuneration, ex art. 123-ter D. Lgs. 24 February 1998, n. 58: approval of the remuneration policy including the incentives for 2015-2016 for executive officers, members of the administrative bodies and executive with strategic responsibilities;**
- 3. – Appointment of the new board of directors, setting of the numbers of directors and of the remuneration;**
- 4. - Authorization to purchase own shares and then to sell and dispose.**

THE RIGHT TO ATTEND THE SHAREHOLDER’S MEETING AND THE RIGHT TO VOTE

The legitimate attendance of shareholders' meetings and the exercise of voting rights is confirmed by a statement to the Company from the authorized intermediary, in compliance with intermediary accounting records, on behalf of the person who has the right to vote.

This communication is made on the basis of the relative evidence at the end of the accounting day of the seventh market business day prior to the date set for the first call of this meeting, i.e., April 17th 2015, also called the *record date*.

Persons who are recognized as owners of shares only after the *record date* are not legitimated to attend the meeting or to vote at the meeting.

The communication from the intermediary must reach the issuer by the third trading day prior to must reach the Company by the end of the third trading day prior to the date set for the meeting, i.e., by April 23th 2015. This is without prejudice to legitimate attendance and voting if communication has reached the Company beyond the such terms, providing it has been received before the start of the works of the meeting works held pursuant to single convocation.

PROXY FOR ATTENDANCE AND VOTING AT THE MEETING

Every person legitimated to attend the meeting may have themselves represented by a proxy written according to the laws and regulations now in force. For this purpose, all those having the right to vote may make use of the proxy form that appears at the bottom of the form issued by the authorized intermediary or else of the special form available on the internet site of the Company - www.elengroup.com – in the section titled *Investor Relations/governance/documenti assembleari/2015*. If, for technical reasons, it is not possible to download the proxy form from the internet site, it can be requested in hardcopy from Company registered office (tel. 055-8826807; fax 055-8832884).

The proxy can be sent in hardcopy by registered mail or electronically as long as it is digitally signed, to the e-mail address of the company: elen@pec.uipservizi.it.

VOTING BY CORRESPONDENCE

In compliance with article 18 of the company by-laws it is permissible also to vote by correspondence, in conformity with the laws now in force. Shareholders legitimated to attend the meeting may pick up their ballot at Company registered office or they can download it on the internet site, www.elengroup.com – in the section titled *Investor Relations/governance/documenti assembleari/2015* and, if for technical reasons they are unable to download it electronically, the ballot may be requested in hardcopy from the Company (tel. 0558826807; fax 0558832884).

The sealed envelope containing the marked ballot with the date and signature along with the documents that prove the identity of the voter and, if necessary, the right to vote, must be received by El.En. s.p.a., Via Baldanzese n. 17, 50041 Calenzano (FI) – addressed to the attention of the President of the Board of Statutory Auditors – by 7 p.m. on April 27th 2015. Votes that arrive after that date or for which legitimation to vote from the intermediary has not been received will not be taken into consideration. Voting by correspondence will be exercised directly by the owner and expressed separately for each of the motion proposals.

INTEGRATION OF THE AGENDA OF THE SHAREHOLDERS' MEETING

In compliance with art. 126-*bis* of D. Lgs. n. 58 of 1998 (“T.U.F.”), the Shareholders, who individually or jointly account for one fortieth of the share capital may ask, within March 29th 2015 (ten days before the publication of this notice), for the integration of the list of items on the agenda, specifying in the request, the additional items they propose or presenting proposed resolution on items already on the agenda, and in the request they should specify the additional subjects they propose and/or the discussions proposed.

It should be recalled that The agenda cannot be supplemented with items on which, in accordance with the law, the shareholders' meeting resolved on proposal of the administrative body or on the basis of a project or report prepared by it, other than those specified under article 125-*ter*, subsection 1 T.U.F..

The request to have additional subjects included must be presented in writing and sent by registered mail addressed to the registered office of the Company or sent by e-mail to elen@pec.uipservizi.it and must be accompanied by a report giving the reason for the proposed resolutions on the new items for which it proposes discussion or the reason relating to additional proposed resolutions presented on items already on the agenda

The certificate attesting the ownership of shares and of the quota of ownership that is necessary for the right to vote in compliance with. 126-*bis* T.U.F. must be demonstrated by a specific communication with effect on the date of the request, addressed by the intermediary to elen@pecserviziotitoli.it.

RIGHT TO SUBMIT QUESTIONS PRIOR TO THE SHAREHOLDERS' MEETING

In compliance with art. 127-*ter* T.U.F., all those with voting rights may submit questions on the items on the agenda even prior to the shareholders' meeting by sending a registered letter to the Company Registered office or by certified e-mail to elen@pec.uipservizi.it. All persons who can prove ownership of shares on April 17th 2015 (*the record date*) have the right to receive an answer. For this purpose, the intermediary must send to elen@pecserviziotitoli.it a specific communication stating the ownership of shares by the person making the request with effect on the date of the request. If the person who has the right to vote has requested from the intermediary the communication in order to attend the meeting, it will be necessary only to refer to this communication in the document containing the questions. The questions related to the agenda and presented by legitimated persons must be received by April 25th 2015 and will be answered at the latest during the said meeting.

APPOINTMENT OF THE BOARD OF DIRECTORS

The appointment of the Board of Directors is made by voting lists submitted by shareholders and is regulated by both laws and regulations as well as by art. 19 of the Company articles of associations, to which reference is made in an unabridged form and the contents of which are available on the internet site www.elengroup.com in the section *Investor relations/governance/statuto* and it is also available upon request at Company registered office.

Lists submitted shall contain the names of the candidates for the position of board member numbered progressively and the indication of which ones have the requisites for independence in compliance with art. 147-*ter*, sub-section 4, T.U.F. and the Code of Conduct prepared by the Committee for Corporate Governance of the companies quoted on the stock market promoted by Borsa Italiana s.p.a..

Together with each list the shareholders must deposit: a complete and detailed description of the professional curriculum of the candidates being presented with a complete curriculum vitae from which it will be possible to see the positions held in administrative boards or controlling commissions in other companies; a declaration in which each candidate accepts his/her candidacy and declares under their own responsibility that no causes exist for ineligibility or incompatibility, and that all the prerequisites established by the applicable regulations and by the company articles of association for their respective positions exist.

The creation of the lists submitted must take place observing law and regulatory provisions about balance between genders as per art. 147-ter, sub-section 1-ter, T.U.F. and those pertaining the appointment of a proper number of member satisfying the independence requirements established by art. 147-ter, sub-section 4, T.U.F and by the mentioned Code of Conduct.

The lists must be submitted, together with documents required by laws, regulation and Company articles of association at the legal registered office of the Company by April 3rd 2015, the twenty-fifth day before.

The lists deposited in compliance with such laws and regulations shall be available to the public within twenty-one days before the first call for this shareholders' meeting, on April 7th 2015.

In compliance with art. 144-septies, sub-section 2, Issuers' Regulation CONSOB 11971/1999 ("Issuers' Regulation"), it should be recalled that the minimum amount of share capital required for the presentation of a list of candidates for members of the Board of Directors is 4,5%, in conformity with art. 19 of the articles of association, art. 144-quater Issuers' Regulation and CONSOB Del. n. 19109 of January 29th 2015.

The ownership of the minimum amount necessary for the presentation of the list is determined by the number of shares that are registered in the name of the shareholder on the day in which the list is presented at the Company. The possession or co-ownership of the number of shares necessary for the presentation of the list must be demonstrated by the issue of a communication by the intermediary to the certified e-mail address elen@pecserviziottitoli.it by April 7th 2015.

Each shareholder may submit or join in submitting only one list and each candidate may appear in just one list, on pain of ineligibility. Shareholders subscribing to a shareholders' agreement regarding the exercise of voting rights can submit only one list.

Moreover minority shareholders willing to submit list of candidates shall allege, pursuant to provisions of Com. CONSOB DEM/9017893 of February 26th 2009, a declaration which demonstrates the absence of relationships, even indirect ones, as per art. 147-ter, sub-section 3, T.U.F. and art. 144-quinquies of the Issuer's Regulation, with shareholders who detain, even jointly, a controlling holding or relative majority which can be identified on the basis of the "notification requirements for major holdings" as per art. 120 of D. Lgs. 58/1998 or of the publication of company agreements as per art. 122 of the same T.U.F.

The lists that are not in conformity with the laws and regulations, in compliance with art. 19 of the Company Article of Association and with mentioned provisions of Code of Conduct will be considered as not submitted.

The lists may be deposited electronically by e-mail communication to the certified e-mail address elen@pec.uipservizi.it as long as it is signed digitally and includes the information necessary for the identification of the person who is depositing and transmitting the list.

DOCUMENTATION OF THE MEETING, DESCRIPTIVE REPORTS AND PROPOSALS FOR DISCUSSION

The documentation related to the discussions and the proposals in the agenda, including the report of the board of directors on each of the items on items of the agenda, the complete text of the proposals for discussion and all of the documents that will be submitted to the shareholders, is deposited and available to the shareholders at Company registered office and on the internet site www.elengroup.com in the section *Investor Relations/governance/documenti assembleari/2015* and on the authorized storage website www.emarketstorage.com, as follows:

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- a) the annual financial report including all the documents as per art. 154-ter, sub-section 1, T.U.F. at least twenty-one days before the meeting;
- b) the report on remuneration *ex art. 123-ter* T.U.F. and art. 84-*quater* Issuers' Regulation at least twenty-one days before the meeting;
- c) the board of directors report on items 1, 2 and 4 of the agenda at least thirty days before the meeting;
- d) the board of directors report on item 3 of the agenda, today;
- e) the list of candidates for the board of directors at least twenty-one days before the meeting.

Shareholders may obtain a hard copy version of these documents at their own expense.

CAPITAL STOCK – TREASURY STOCK

It should be recalled that the capital stock of El.En. s.p.a., in the amount of 2.508.671,36 Euros is divided into 4.824.368 ordinary shares, each of which gives the right to vote. At this time the Company does not possess own shares.

Calenzano, 19 marzo 2015

For the Board of Directors
The President – Ing. Gabriele Clementi



Internet site: www.elengroup.com

E-mail: finance@elen.it