

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 and extraordinary meeting at the company registered office in Calenzano, Via Baldanzese n. 17, at **10.00 am on April 26th 2016**, for the first call and at **9.30 am on May 12th 2016**, for the second call in order to vote on the following

Order of the day

ORDINARY MEETING

- 1. – Approval of the annual financial report closed on December 31st 2015 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 2016-2017 for executive officers, members of the administrative bodies and executive with strategic responsibilities;**
- 3. – Appointment of the new board of statutory auditors, appointment of the chairman and setting of remuneration;**
- 4 – Incentive stock option plan for the group's directors, freelancers and employees of the Company and its subsidiaries.**

EXTRAORDINARY MEETING

1 – Power to the Board of Directors, pursuant to art. 2443, subsection 2, Italian Civil Code, to increase, on payment and surcharge, the share capital, in one or more times and also in one or more *anches*, within five years commencing from the Shareholders' meeting resolution, up to a nominal value of euro 104.000,00 by issuing up to 200.000 new ordinary shares, par value 0,52 Euro, to be subscribed by directors, freelancers and employees of El.En. s.p.a. and subsidiaries, right option excluded pursuant to art. 2441, subsection 5, Italian Civil Code; following amendment of art. 6 of by-laws.

2 – Further By-Laws amendment:

- art. 14 – better specifying some minor details about proxy;**
- art. 20 – Lett. B introducing a new way of Board of Directors' meeting calling: ordinary e-mail.**

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 15th 2016, 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 21th 2016. 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/2016*. 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 17 of the company by-laws it is permissible also, for the ordinary meeting only, 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/2016* 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 25th 2016. 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 27th 2016 (ten days after 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 15th 2016 (*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 23rd 2015 and will be answered at the latest during the said meeting.

APPOINTMENT OF THE BOARD OF THE STATUTORY AUDITORS

The appointment of the Board of Statutory Auditors are made by a voting list and is regulated by both laws and regulations as well as by art. 25 of the Company by-laws, 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.

The lists must contain the names of one or two candidates, shown by a progressive number and divided into two sections, one for the candidates for permanent auditor and the other for acting auditors, and they must be deposited at the legal registered office of the Company by April 1st 2016, the twenty-fifth day before the first call for this shareholders' meeting.

Each shareholder may present and participate in only one list.

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 Statutory Auditors is 4,5%, in conformity with art. 25 of the by-laws, art. 144-sexies Issuers' Regulation and CONSOB n. 19499 of January 28th 2016.

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@pecserviziotitoli.it by April 5th 2016.

In the case that only one list has been presented by April 1st 2016 or that there are only lists that are connected to each other in compliance with the applicable regulations, other lists may be presented up until April 4th 2016 and the minimum percentage required for the presentation will be reduced to 2,25% of the capital stock.

Moreover, along with the lists that are presented, the following documents are required:

- the information regarding the identity of the shareholders who have presented the lists and the total percentage of the capital stock they possess;
- a declaration by the shareholders who do not possess, even jointly, a controlling interest or relative majority, demonstrating that there is no relationship between them and these latter in compliance with article 144-quinquies Issuers' Regulation;
- complete information on the personal and professional qualifications of the candidates, a declaration by these candidates demonstrating that they possess the qualifications required by law and their acceptance of the candidacy.

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.

The lists that are not in conformity with the laws and regulations, in compliance with art. 25 of the Company by-laws will be considered as not submitted.

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/2016* and on the authorized storage website www.emarketstorage.com, as follows:

- 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 of the ordinary meeting at least thirty days before the meeting;
- d) the board of directors report on item 3 of the agenda of the ordinary meeting, today;
- e) the board of directors report on item 1 of the agenda of the extraordinary meeting together with the opinion of the Legal Audit Firm about the criteria to fix the new shares issuing price at least twenty-one days before the meeting;
- f) the board of directors report on item 2 of the agenda of the extraordinary meeting at least twenty-one days before the meeting;
- g) the list of candidates for the board of statutory auditors 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, 17 March 2016

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



Internet site: www.elengroup.com

E-mail: finance@elen.it