

Falck Renewables S.P.A.
With registered offices in Milano, Corso Venezia 16
Fully paid up share capital: € 291,413,891
Milan Companies Register, Tax and VAT Code 03457730962
Company subject to direction and coordination activity as per art. 2497-*bis* of the Italian Civil Code

NOTICE OF CALLING OF THE ORDINARY SHAREHOLDERS' MEETING

The entitled to participate and vote are invited at the Ordinary Shareholders' Meeting convened on **27th of April 2017 at 11 a.m.**, on first call, at the premises of Mediobanca in Milano, Via Filodrammatici 3, and on 28th of April 2017, on second call, same time same location, to discuss and resolve upon the following

AGENDA

1. Approval of the Financial Statements on 31st December 2016, together with the Board of Directors' Report on Operations, the Statutory Auditors' Report and the Legal Auditing Firms' Report. Allocation of the profit for the year and dividend distribution to Shareholders: related and consequent resolutions. Presentation of the Consolidated Financial Statements on 31st December 2016;
2. Remuneration Report pursuant to Article 123-*ter*, 6 of Legislative Decree No. 58/98, and Article 84-*quater* of CONSOB Resolution No. 11971/1999: resolutions on the Company's remuneration policies as established in the First Section of the said Report;
3. Approval of the stock grant plan 2017-2019 in compliance with art. 114-*bis* of Legislative Decree No. 58/98: related and consequent resolutions;
4. Appointment of the Board of Directors: determination of the number of members of the Board of Directors; determination of the term of office; appointment of the members of the Board of Directors; determination of the remuneration of the members of the Board of Directors;
5. Appointment of the Board of Statutory Auditors: appointment of regular auditors and alternate auditors; determination of the term of the relevant office; appointment of the Chairman of the Board of Statutory Auditors; determination of the remuneration of the members of the Board of Statutory Auditors.

Share Capital and shares with voting rights (art. 125-*quater* of Legislative Decree No. 58/98)

To date, the share capital of Falck Renewables S.p.A. (hereinafter the "**Company**") subscribed and fully paid up, amounts to € 291, 413, 891.00, and is divided into 291, 413, 891 shares, with a nominal value of Euro 1 each. Each share entitles its owner to one vote. At present the Company owns 1,510,000 shares with suspended voting rights.

Entitlement to participate and vote (art. 83-sexies of Legislative Decree No. 58/98)

In relation to the intervention and vote from the entitled individuals we are providing the following information (in compliance with art.125-*bis* of the Legislative Decree 58/98):

- Under art. 83-sexies of the Legislative Decree 58/98 the entitlement to attend and exercise voting rights at Shareholders' Meeting is established pursuant to a notice to be made to the Company by an authorised intermediary, based on the latter's accounting records at the end of the seventh trading day preceding the scheduled date of the Shareholders' Meeting on first call, i.e., 18th of April 2017 (*record date*). Any persons that prove to be shareholders of the Company following such date, based on accounting records, shall not be entitled to participate or vote at the Shareholders' Meeting. The intermediary's notice must reach the Company by the end of the third trading day preceding the scheduled date of the Shareholders' Meeting, i.e., no later than April 24, 2017. This is without prejudice to legitimate attendance and voting, if the notice is received by Company after the specified term of the April 24, 2017, provided that it is received before the start of works of the meeting on single call;
- No voting procedures by correspondence or electronic message are foreseen.

The participation in the Shareholders' Meeting is governed by the applicable laws and regulations, and by the provisions of the Corporate By-laws and Procedural Rules for Shareholders' Meetings, which are available on the corporate website www.falckrenewables.eu under section Corporate Governance.

Proxy Voting (art. 135-novies of Legislative Decree No. 58/98)

The owner of right of vote at the Shareholders' Meeting may be represented by a written proxy to be transmitted in accordance with the applicable laws provisions, with the possibility to sign the proxy form available in printable version on the Company's website www.falckrenewables.com.

The voting proxies can be forwarded to the Company, together with a copy of an identity document of the proxy grantor, by registered letter with acknowledgment of receipt or certified electronic mail at the following addresses: Falck Renewables S.p.A., Corso Venezia 16, 20121 Milano, e-mail: FKR.societario@legalmail.it

The proxy can be granted with voting instructions on all or some of the items on the Agenda to the following representative of the shareholders especially designated by the Company in compliance with article 135-*undecies* of the Legislative Decree 58/98 Società per Amministrazioni Fiduciarie "SPAFID" S.p.A., without expenses for the proxy grantor (save for delivery expenses) The proxy shall be granted with execution of the specific module (available on the internet site of the Company www.falckrenewables.eu or at the registered offices) by means of autographic signature or electronic qualified signature or digital signature in compliance with the Italian laws and regulation currently in force. Such duly executed module shall be delivered to SPAFID in original together with copy of a valid identity document of the proxy grantor (or, if the proxy grantor is a moral person, copy of a valid identity document of the *pro tempore* legal representative or of another individual granted with appropriate powers. Duly evidence of such powers shall be provided) no later than the second trading day preceding the date of the scheduled Shareholders' Meeting also in second call (i.e. within 25th of April 2017, 11:59 p.m. or, if in second call, within 27th of April 2017, 11:59 p.m.). If the proxy is granted with autographic execution, then it shall be delivered to SPAFID premises (Foro Bonaparte 10, 20121 Milan "Rif. Delega Assemblea Falck Renewables S.p.A. 2017") either by hands during office hours (from 9 a.m. till 5 p.m.) or by via courier or by registered letter with acknowledgment of receipt. If the proxy

is granted by electronic qualified signature or digital signature, then it shall be delivered by certified electronic mail at the following address: assemblee@pec.spafid.it. Within the same deadlines mentioned above, the proxy and the voting instructions can be revoked. The proxy won't be valid in respect of the items without voting instructions.

Right to request integrations and to present new proposals of resolutions (art. 126-bis of Legislative Decree No. 58/98)

The Shareholders, who individually or jointly account for at least one fortieth of the share capital may request, within ten days of publication of this notice of calling (i.e. within March 27, 2017), the integration of the list of items on the Agenda, specifying in the request the additional proposed items, or present proposals of resolutions on items already on the Agenda.

Are entitled to request integration of the list of items on the Agenda or present proposals of resolutions the Shareholder for whom the Company has received the notice from an authorised intermediary pursuant to the applicable laws.

The requests, together with the certificate attesting entitlement to participate, must be presented in writing and be submitted to the Company within to the deadline specified above, also by correspondence, at registered offices in Corso Venezia 16, Milan or via certified electronic email at the address FKR.societario@legalmail.it.

By the said deadline and in the same manner, the Shareholders shall submit to the Board of Directors a report giving a report for the proposals of resolutions on the new items for which they require discussion or for the proposal of resolutions presented on items already on the Agenda.

The notice of additional items placed on the Agenda or the presentation of further proposals of resolutions on items already on the Agenda is given in the same form prescribed for the publication of this notice of calling, at least fifteen days prior to the scheduled date of the Shareholders' Meeting, in first call.

Simultaneously with the publication of the notice of additional items placed on the Agenda or presentation of further proposals of resolutions on items already on the Agenda, a report drawn up by the requesting Shareholders, accompanied by any and all observations by the Board of Directors, shall be made available to the public in the same form prescribed for the dissemination of documents pertaining to Shareholders' Meetings.

The Agenda cannot be integrated with items on which, in accordance with the law, the Shareholders' Meeting resolves 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, paragraph 1, of Legislative Decree No. 58 of February 24, 1998.

Right to ask questions on items on the Agenda (art. 127-ter of Legislative Decree No. 58/98)

The Shareholders with voting rights and in relation to whom the Company has received a specific notice (with relevant certification evidencing the capacity as shareholder from an authorised intermediary) within and no later than April 24, 2017 may ask questions concerning the items on the agenda prior to the Shareholders' Meeting, by submitting them by registered letter with acknowledgement of receipt or by using the certified electronic mail to the following addresses: Falck Renewables S.p.A., Corso Venezia 16, Milano, e-mail:

FKR.societario@legalmail.it. The aforementioned certification is not necessary, if the specific notice is received from the authorised intermediary itself.

The questions received prior to the Shareholders' Meeting shall, at the latest, be answered during the Meeting, with the right for the Company to provide a unique answer for questions with the same contents.

Appointment of the Board of Directors

The Board of Directors of the Company, pursuant to article 17 of the Company's Articles of Association, shall be composed of no less than five and no more than fifteen Directors, as determined by the General Meeting. The appointment of the Board of Directors is regulated by art. 17 of Company's Articles of Association, which is expressly recalled hereby for the provisions not referred here below.

The Directors are appointed from the General Shareholders' Meeting on the basis of slates submitted by the Shareholders, where the candidates must be numbered in sequential order.

Pursuant to CONSOB Resolution No. 19856 of January 25, 2017, are entitled to submit slates the Shareholders who, alone or together with other Shareholders, represent at least 2.5% of the share capital of the Company. The slates shall identify the shareholders who submitted it and the total percentage of shares they hold. The shareholders who individually or jointly represent overall less than 10% of the share capital with voting right are entitled to present slates with no more than three candidates. The lists containing three or more candidates must comprise candidates representing both genders, such that at least one third of the candidates belong to the least represented gender. No shareholder can present or contribute to the presentation of more than one list.

Together with each slates the shareholders shall submit declarations by which the individual candidates accept their candidature and certify, under their own responsibility, that no basis for ineligibility and incompatibility exists and the existence of the requirements prescribed by the law in force as well as a curriculum vitae regarding the personal and professional characteristics and indicating whether a candidate qualifies as independent. In case of irregular or incomplete documentation, the single candidature shall be cancelled from the relevant slate.

The slates of candidates, duly signed by the shareholders, shall be submitted at the registered offices of the Company within the twenty-fifth day preceding the date of the General Meeting in first call (April 3, 2017). The slates can be filed, as follows: (i) by hand delivery to the registered office of the Company at Corso Venezia 16, Milan; or (ii) by certified email to FKR.societario@legalmail.it. It is specified that the minimum percentage required for the submission of the slates (as indicated above) shall be determined with reference to the shares registered in favor of the relevant shareholder on the day on which the slates are deposited at the Company. The related certification, though, can be provided subsequent to the filing of the list, but at least twenty-one days before the date of the General Meeting (i.e. within April 6, 2017), by means of the communication released by the authorized intermediary in compliance with the laws and regulations in force.

In addition to that, it's reminded that those who submit a "minority slate" are subject to the recommendations drawn up by CONSOB in its Communication No. DEM/9017893 of 26 February 2009. Therefore, they are required to file a declaration indicating the absence of any connection pursuant to Article 144-*quinquies* of the Consob resolution No. 11971 of May 14, 1999.

It is eventually reminded that, in the event it has been presented or admitted just one slate, all directors shall be appointed from that slate, without prejudice to the observance of the provisions regarding the gender balance. Conversely, if no slate has been submitted or an inferior number of directors has been appointed, then the General Meeting shall be recalled for the appointment of the whole Board of Directors.

APPOINTMENT OF THE BOARD OF AUDITORS

The Board of Statutory Auditors of the Company is appointed pursuant to article 24 of the Company's Articles of Association which is hereby expressly recalled for the provisions not referred here below.

The auditors, either regular or alternate, are appointed on the basis of slates presented by the shareholders who, alone or together with other Shareholders, represent at least 2.5% of the share capital of the Company (pursuant to Consob Resolution No. 19856 of 25th of January 2017).

The lists containing three or more candidates must comprise candidates representing both genders, such that at least one third of the candidate effective auditors and at least one third of the candidate alternate auditors belong to the least represented gender.

The candidates for the office of auditors shall be in possession of the requisites of professionalism and independence required by the Decree of the Ministry of Justice dated March 30, 2000 No. 162. Such candidates shall also be in possession of the independence requisites foreseen by the laws and regulations currently in force and of the professionalism requirements set forth under art. 24 of the Articles of Association. As to the non-eligibility situations and the limits in respect of the cumulative offices of administration and control that can be held by the auditors laws and regulations currently in force shall apply.

The slates of candidates shall be submitted by the shareholders within April 3, 2017. The slates can be filed, as follows: (i) by hand delivery to the registered office of the Company at Corso Venezia 16, Milan; or (ii) by certified email to FKR.societario@legalmail.it. In any case, upon filing, all information necessary to identify the individual transmitting such slates shall be provided. It is specified that the minimum percentage required for the submission of the slates (as indicated above) shall be determined with reference to the shares registered in favor of the relevant shareholder on the day on which the slates are deposited at the Company. The related certification, though, can be provided subsequent to the filing of the list, but at least twenty-one days before the date of the General Meeting (i.e. within April 6, 2017), by means of the communication released by the authorized intermediary in compliance with the laws and regulations in force.

The slates shall be submitted together with the documentation and information required by laws and regulations currently in force. To this purpose, it is reminded that, together with the slates, the following documentation shall be filed: (i) information regarding the identity of the shareholders who presented a slate and the total percentage they hold; (ii) exhaustive information regarding the personal and professional characteristics of the candidates as well as the declarations by which the individual candidates accept their own candidature and certify, under their own liability, to be in possession of the requisites foreseen under the laws and regulations currently in force, together with the list of administration and control offices held in other companies, taking also into account the provisions on cumulative offices under art. 148-*bis* of the Legislative Decree No. 58/98; (iii) declaration by shareholders other than those who hold, including jointly, a controlling or majority interest, certifying the absence of relationships within the meaning of article 144-*quinquies* of Issuers Regulation with the latter, also considering the recommendations drawn up by Consob in its Communication No.

DEM/9017893 of February 26, 2009.

It is eventually reminded that, if at the expiry of the aforementioned deadline for the filing of lists (April 3, 2017) only one list has been filed or only lists have been filed which are submitted by Shareholders with the relationships or connections within the meaning of article *144-quinquies* of the Issuers Regulation, lists may be submitted up until the third day after that date (i.e. until March 20, 2017); in this case, the participation threshold for the submission of lists will be reduced by half, and, therefore, will be 1.25% .

DOCUMENTATION

The documents regarding the Shareholders' Meeting, as provided for by applicable laws, including the Annual Financial Report with a report on Corporate Governance and Proprietary Structure, the Statutory Auditors' Report, the Legal Auditing Firms' Report, the Remuneration Report, the Illustrative Report regarding the appointment of the Board of Directors and the Board of Auditors, the Informative Document and the Illustrative Report regarding the stock grant plan, the lists of candidates for the appointments of the Board of Directors and the Board of Auditors shall be made available to the public, in accordance with the law, at the Company's registered office in Corso Venezia 16, Milano, on the Company's website at www.falckrenewables.eu, and on the authorised storage system "eMarket STORAGE".

Those entitled to attend to the Shareholders' Meeting have the right to obtain copy of the documentation regarding the Shareholders' Meeting.

Those entitled to attend the Shareholders' Meeting are invited to arrive sufficiently in advance of the scheduled starting time of the Meeting, so as to facilitate registration and admission procedures which will start from 10.30 a.m. They are also invited to show copy of the notice received from the designated intermediary in order to facilitate the accreditation process.

The full text of this notice of calling has been published on today's date, on the Company's website www.falckrenewables.eu and on the authorized storage system "eMarket STORAGE", and on the newspaper "Milano Finanza".

Milano, March 17, 2017

The Chairman
Enrico Falck
On behalf of the Board of Directors