

Italeaf: Approved the merger by incorporation of the wholly owned company Softeco Sismat Srl into TerniEnergia S.p.A.

- **The Merger by Incorporation was approved by the Board of Directors of TerniEnergia and by the Shareholders' Meeting of Softeco**
- **The strategic objective of the merger is to generate a "one smart company", focused on the sectors with the greatest added value of digital transformation in energy, networks and energy efficiency, transport, mobility, environmental industry and smart cities, as well as technological and industrial activities in the energy sector.**
- **The transaction envisaged in the Group's Recovery and Relaunch Plan**

The Board of directors of **TerniEnergia**, a smart company listed on the Italian Stock Exchange's electronic share market (MTA) and part of the **Italeaf** Group, and the Shareholders' Meeting of **Softeco Sismat Srl**, meeting in extraordinary session, today approved the merger by incorporation (hereinafter also referred to as the "Merger") into TerniEnergia of Softeco (a company wholly owned by TerniEnergia), by approving the relative merger plan drawn up pursuant to articles 2501-ter and 2505 of the Italian Civil Code and already made public pursuant to law.

The Merger is part of the industrial and strategic plan, already announced to the market with the press release issued by TerniEnergia on October 30, 2019 and with the Recovery and Relaunch Plan, whose effectiveness was announced on September 30, 2019. In particular, the Merger will launch the crucial phase of the Group's industrial and operational turnaround, which aims to complete the process of strengthening the activities included within the scope of the "IT and Digital" segment, reducing the capital-intensive activities of the "Renewable Utilities" segment. In this way, it will be possible to create a "one smart company" with a core business strongly focused on activities with greater added value in smart energy and digital transformation for the sectors of grids and energy efficiency, transport and mobility, environmental industry and smart cities, as well as technological and industrial activities in the energy sector.

From an organizational point of view, it is believed that the merger will optimize the decision-making processes and improve the use and enhancement of resources and expertise currently existing in the merging companies which, by merging activities into a single legal entity, will lead to an improvement in management efficiency (corporate, accounting and administrative), the creation of synergies and the reduction of overall costs, avoiding the duplication of certain activities on two separate legal entities, with a consequent greater rationalization of costs.

The resolution of the Board of Directors of TerniEnergia, resulting from a public deed pursuant to Article 2505, paragraph 2, of the Italian Civil Code, will be published, once registered in the Company Register, on the website www.ternienergia.com, Investor Relations/Extraordinary Transactions section (where the documents relating to the Merger are already present), as well as made available to the public at the registered office and in the manner provided for by current legislation.

The merger deed is expected to be signed by February 2020, once the additional statutory requirements required by law have been met. As provided for by Article 2501-ter, first paragraph, no. 6 of the Italian Civil Code, the Merger will take effect from the day following the date of the last registration of the merger deed with the competent Company Register, or from the first day of the month following the date of registration of the merger deed.

Considering that the Merger is expected to become effective in 2020, for accounting purposes, the operations of the Merged Company will be charged to the financial statements of the Merging Company as from the first day of the current financial year on the date on which the Merger took effect, and, therefore, as from 1 January 2020.

TERNIENERGIA (TER. MI), established in September 2005 and part of the Italeaf Group, is the first Italian global technological enabler, committed to bringing energy solutions and efficient recovery of integrated and sustainable resources to the world. Organized into two strategic business lines (Assets and Smart solutions and services), with about 200 employees and a geographical presence worldwide, with operative and commercial offices, TerniEnergia develops innovative solutions, products and services based on digital and industrial technologies for the energy supply chain, grids, smart mobility, industrial automation and the recovery of marginal resources. TerniEnergia, also through its subsidiaries (Softeco Sismat, Greenled Industry, GreenAsm, GreenAsm, Purify, Wisave, Ant Energy), pursues the objectives of increasing energy production from renewable sources, saving energy and reducing emissions and actively participates in the energy revolution of distributed power generation and smart grids, with innovative digital solutions. TerniEnergia is the ideal partner for large utilities, distribution operators and network operators, energy producers, public administrations, industrial customers and investors who intend to realize large projects for the production of renewable energy, modern systems and plants with high energy efficiency, solutions for the management and maintenance of infrastructure and electrical installations. TerniEnergia has completed its transformation from a leader in the international photovoltaic market into a smart energy company and technological enabler for the sustainable use of resources through a complete commercial offer of solutions, the development and supply of digital technologies and the creation of "intelligent" services and solutions aimed at public and private customers in emerging sectors.

TerniEnergia is listed on the MTA of Borsa Italiana.

This press release is also available on the Company website: www.italeaf.com

Italeaf SpA is obliged to make public this information pursuant to the EU Market Abuse Regulation. The information was submitted for publication, through the agency of the contact person set out below, at 14.00 CET on 3 December 2019.

Certified Adviser

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Italeaf SpA, established in December 2010, is a holding company and a business accelerator for companies and startups in the areas of innovation and cleantech. Italeaf operates as a company builder, promoting the creation and development of industrial startups in the fields of cleantech, smart energy and technological innovation. Italeaf has headquarters and plants in Italy at Nera Montoro (Narni), Terni, and at Milano.

The company controls the smart energy company TerniEnergia, listed on the MTA of the Italian Stock Exchange, Skyrobotic, active in the business development and manufacture of civil and commercial drones in mini and micro classes for the professional market, Numanova, operating in the field of innovative metallurgy and additive manufacturing, and Italeaf RE, a real estate company. Italeaf holds, among others, a minority stake in Vitruviano LAB, a research center active in the R&D sector for special materials, green chemistry, digital transformation and cleantech.