

COMPANY OVERVIEW

20 MAY 2020 ITALIAN EQUITY DIGITAL SUMMIT



DISCLAIMER

This document contains certain forward-looking information that is subject to a number of factors that may influence the accuracy of the statements and the projections upon which the statements are based.

There can be non assurance that the projections or forecasts will ultimately prove to be accurate; accordingly, the Company makes no representation or warranty as to the accuracy of such information or the likelihood that the Company will perform as projected.

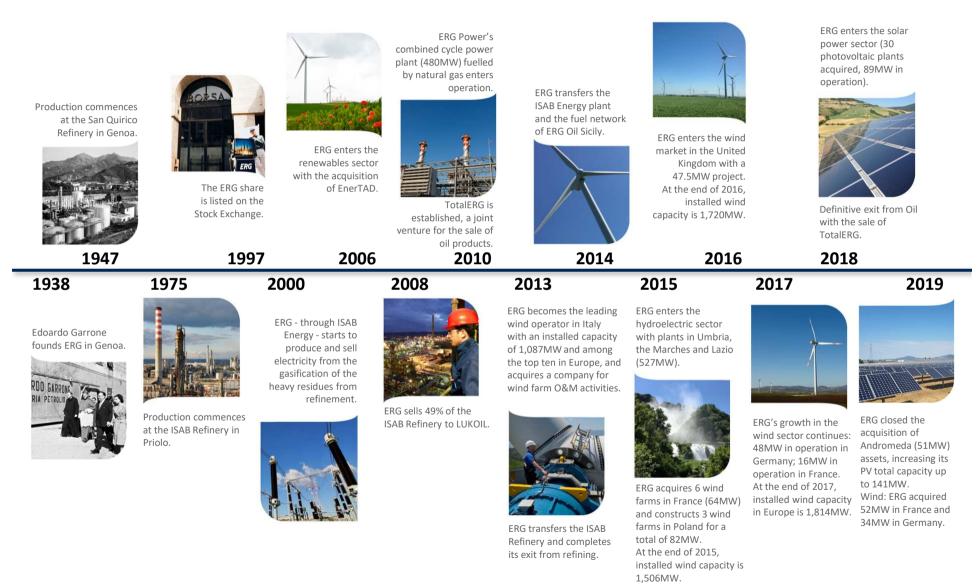
AGENDA

- □ A successful industrial Transformation
- □ 2018-2022 Strategy, recent Developments & Guidance
- Group Debt Structure
- □ 1Q 2020 Results
- □ A focus on Sustainability
- Appendix
- Management Profiles

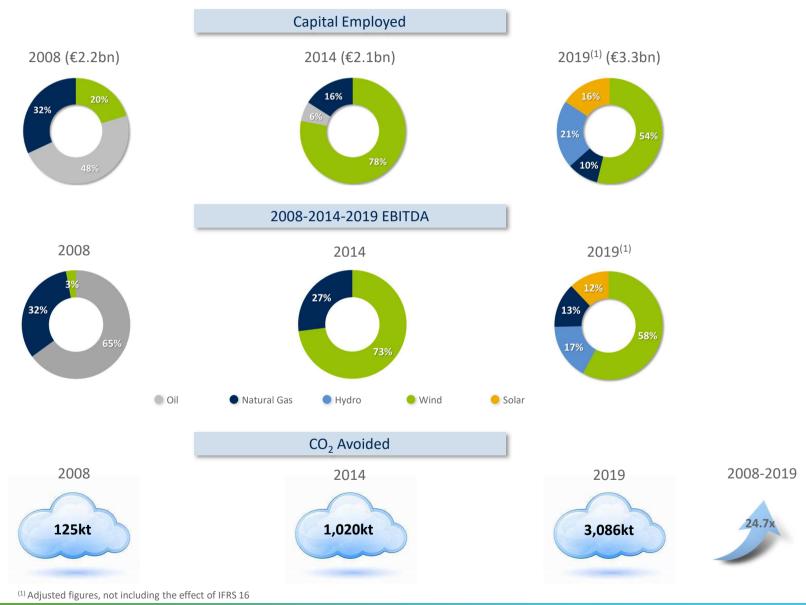
A SUCCESSFUL INDUSTRIAL TRANSFORMATION

A LONG HISTORY...





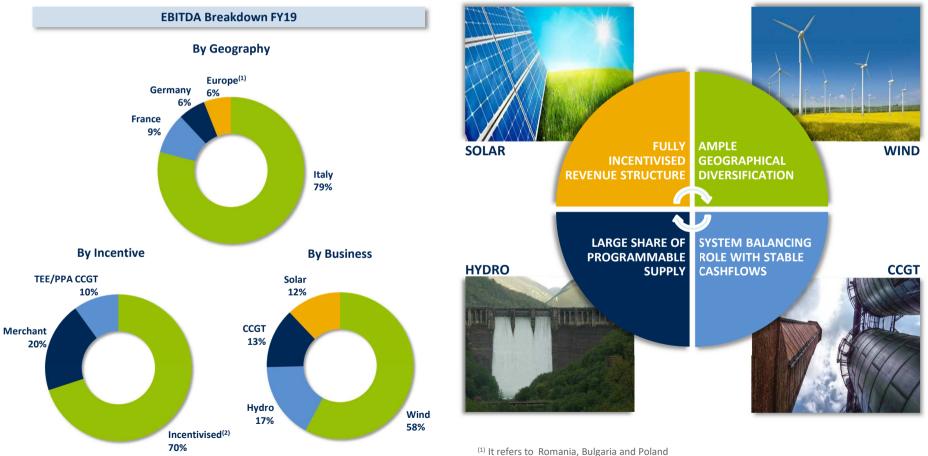
... BUT A RAPID TRANSFORMATION



STEADY AND WELL BALANCED PORTFOLIO

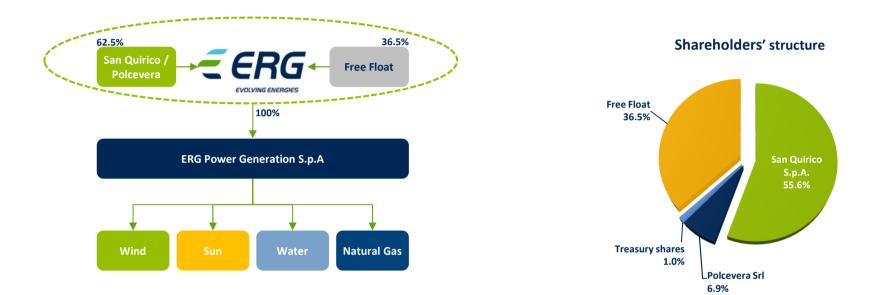
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- 70% of EBITDA from incentives
- EBITDA well balanced across different generation assets
- Geographical and seasonal diversification, allowing for complementarity of the different energy sources
- Earnings stability sustained by priority of dispachtment



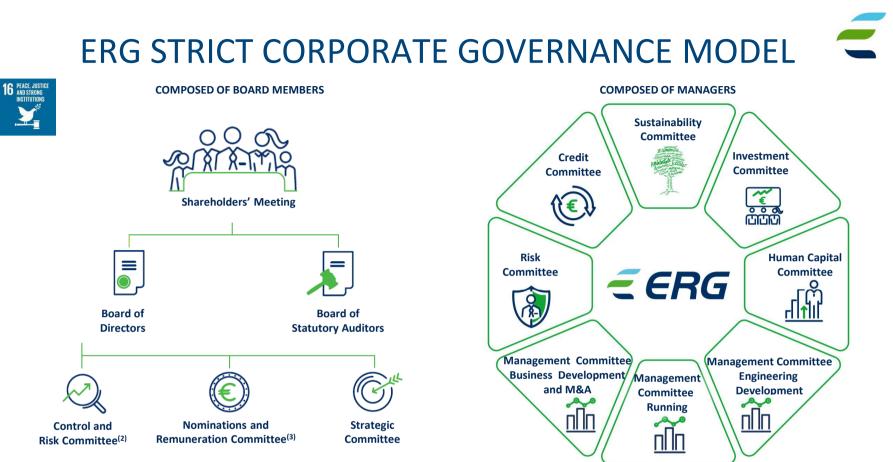
⁽²⁾ Wind EBITDA with incentive, Hydro EBITDA with incentive, 100% Solar EBITDA

BALANCED GROUP STRUCTURE SERVING INTERESTS <



Fully independent and experienced management team paired with a constructive involvement by majority shareholder

- San Quirico S.p.A. and Polcevera S.A. are controlled by ERG founding family
- The Garrone family holds key positions in ERG (Chairman and Executive Deputy Chairman) and defines ERG long-term strategy along with the Top Management through the Strategic Committee, whilst the Board of Directors is composed mainly (6 out of 12) of independent directors and it is fully committed to the interests of every stakeholder
- The top management operates within a strict financial discipline, while following a strong risk management policy



- A strict financial discipline on investments (organic and M&A) through:
 - Strategic Committee (EVP, VP, CEO, CGM&CFO, 2 Board Members⁽¹⁾)
 - Investment Committee (CEO, CGM&CFO, Management Team)
- Strong risk management policy:
 - Best practice risk policy to ensure the hedging policy of the generation portfolio
- Full Alignment of interests between Top Management and shareholders through:
 - Launch in 2018 of a 3 year LTI compensation scheme fully based on shares

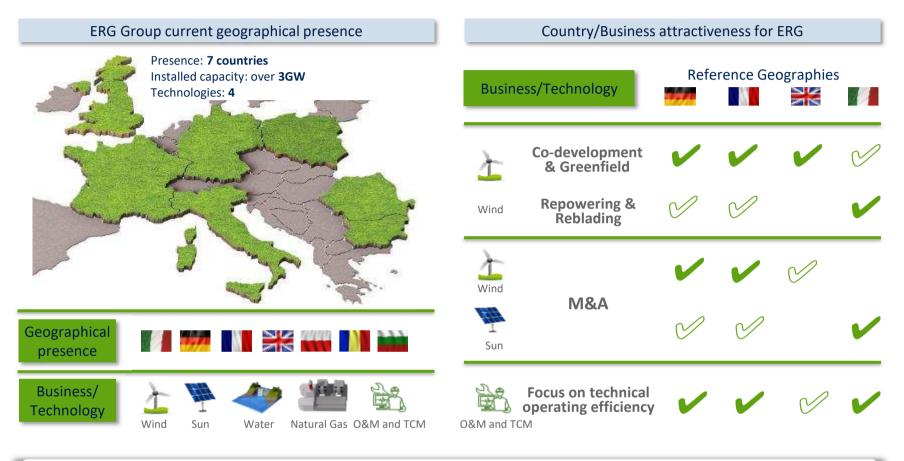
⁽²⁾ Committee composed of 3 independent Board Members, of which 2 Independent referring to the Corporate Governance Code set out by the Italian Stock Exchange, and 1 Independent referring only to the Consolidated Finance Act.

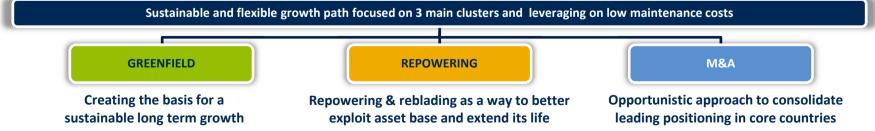
(3) Committee composed of 2 independent Board Members referring to the Corporate Governance Code set out by the Italian Stock Exchange, and 1 non-executive Board Member

 $^{^{(1)}}$ 1 non-executive and 1 independent referring to the Corporate Governance Code set out by the Italian Stock Exchange

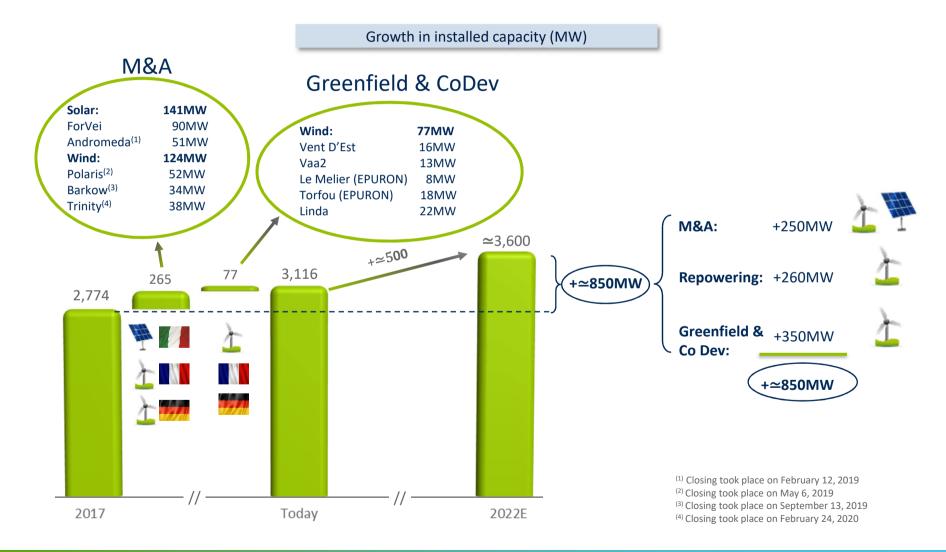
2018-2022 STRATEGY, RECENT DEVELOPMENTS & GUIDANCE

SUSTAINABLE GROWTH STRATEGY

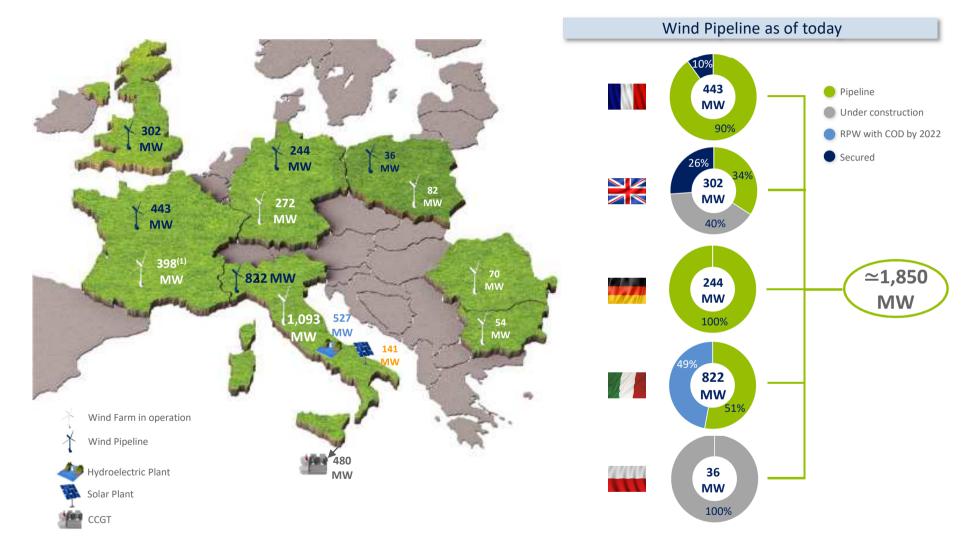




ERG KEEPS GROWING ON TRACK WITH BP TARGETS *STRONG EXECUTION FROM 2018 TO DATE*



A SOLID PIPELINE TO BOOST FUTURE GROWTH



⁽¹⁾ It includes Trinity acquisition of 38MW, whose closing took place on February 24, 2020

NEW CAPACITY IN SERVICE IN 2019: +198MW



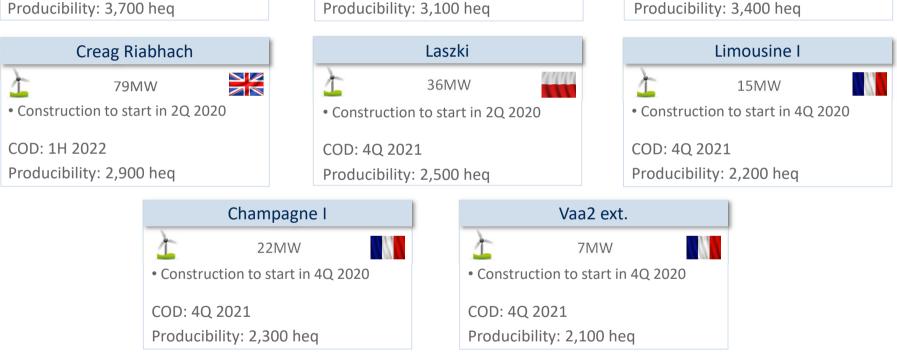


All those assets are based on incentivized tariffs with an avg duration of 11 years

 $^{(1)}$ Entered into operation as of end of 2018, thus starting to contribute in 2019 $^{(2)}$ Acquired in 2020

Sandy Knowe 47MW Somw Craiggore • Construction started on January 2020 • Construction to start in 1Q 2020 • Construction to start in 1Q 2020

COD: 2Q 2021



✓ 280MW to go Under Construction in 2020 in UK, France and Poland

COD: 40 2021

✓ Green Field Development well on track: BP Target of 350MW@2022 fully secured⁽¹⁾

Possible 3-6 months delay due to Covid-19 lockdown

⁽¹⁾ Including 77MW already brought into operation in 2018-2019

COD: 1H 2021

REPOWERING & REBLADING IN PROGRESS

No. of projects	MW AS IS	MW post RPW	Grid Connection	Advancement of Authorization	Expected COD
3	92	218	Secured	Positive opinion Commissione VIA, positive opinion Fine Arts Ministry (F.A.M.)	2022
2	69	146	Secured	Positive opinion Commissione VIA, waiting for F.A.M. opinion	2022
2	21	42	Secured	Waiting for Commissione VIA opinion	2022
7	182	407	Secured	Projects well advanced with expected COD by 2022	
1	43	113	Secured	Positive opinion Commissione VIA, F.A.M. negative opinion under recourse	2023+
2	37	67	Applied ⁽¹⁾	Positive opinion Commissione VIA, waiting for F.A.M. opinion	2023+
4	92	195	Secured	Applied for Authorization to Commissione VIA	2023+
1	18	40	Applied ⁽¹⁾	Engineering for Authorization	2023+
8	190	415		Projects with expected COD 2023+	
15	372	822		TOTAL	

Repowering Project Portfolio in Italy

Reblading Project Portfolio

No. of projects	MW		Expected COD
1	13	In operation in 2Q 2019	2Q 2019
1	2	In construction	2Q 2020
1	20	Obtained VIA Decreee	1Q 2021
1	40	Applied for Authorization to Commissione VIA	2Q 2021
4	75		

Possible 3-6 months delay due to Covid-19 lockdown

⁽¹⁾ Waiting for TSO confirmation

IMMEDIATE REACTION TOWARDS COVID-19

- Smart working extended, ahead of legal provisions, to over 70% of corporate population, nearly 100% of office staff
- Adoption of appropriate safety measures for employees in the production sites
- Reorganization of O&M activities and production plant & Control room
- Enhanced IT resources : 10X rise in remote meetings thanks to most advanced platforms
- Covid-19 health insurance for all the employees
- No reduction in staff and no mandatory temporary leaves

- ERG allocated €2mn to support the healthcare system where its production sites operate
- ERG's people donated 2,300 hours of their work to the Civil Protection Department
- ERG's majority shareholder, allocated €1mn in favour of Genoa's front-line hospitals

- Set a Daily WAR-cabinet meeting with top-mgmt to ensuring business continuity
- Electricity supply among the essential services in this period of emergency
- Put in place a set of measures to guarantee the best-in-class H&S standards for ERG people
- Some delays in construction investment program and authorization process
- Tough trading environment, although most of the electricity production already hedged

Employees







3 GOOD HEALTH

8 DECENT WORK AM

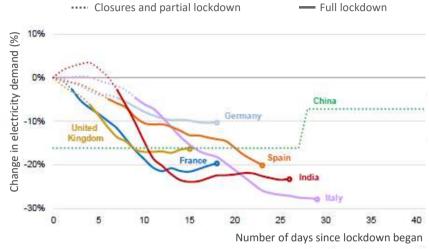
M

9 INDUSTRY, INNO AND INFRASTRU

COVID-19: A TOUGH TRADING ENVIRONMENT

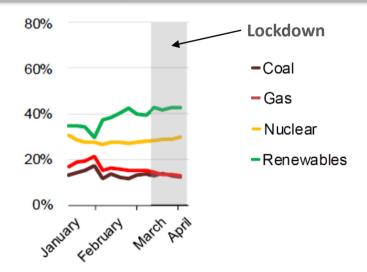


Source: IEA Global Energy Review 2020 and Company Data



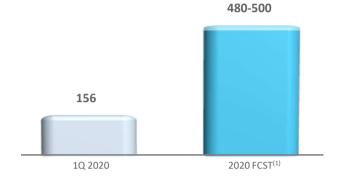
Worldwide collapse in Electricity Demand

EU Electricity Mix more shifted to Renewables

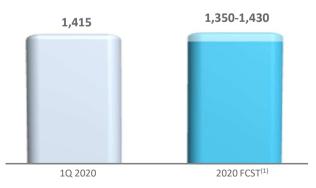


2020 GUIDANCE





61 1Q 2020 2020 FCST



⁽¹⁾ 2020 Guidance does not include IFRS 16 effects

Adj. EBITDA:

- ✓ Guidance revised from €500-520mn to €480-500mn
 - Tough price scenario since Covid-19
 - Weak wind and Hydro conditions in April

CAPEX:

 ✓ Guidance revised from €185-215mn to €150-180mn to include some delays in investment programme due to lockdown

Adj. NFP:

✓ Guidance revised from €1.36-1.44bn to €1.35-1.43bn

GROUP DEBT STRUCTURE

GROUP DEBT STRUCTURE



● Corporate Loan ● Project Finance ● Bond

- Debt structure mainly composed of medium term loans with 93% fixed rate portion
- ERG's operating assets grant a steady flow of cash upstream to ERG S.p.A.:
 - Hydro & Natural Gas assets fully unlevered without any external financing constraints
 - Wind & Solar SPVs financed by long term loans with maturities consistent with incentive life and able to upstream a relevant amount of cash

New financial strategy completed: move from Project Financing to corporate/DCM financing

(1) ERG S.p.A. owns all the operating assets through ERG Power Generation S.p.A., a 100% owned operating subsidiary, free of debt and in cash pooling with ERG S.p.A.



RATING AGENCY VIEW FitchRatings

Long-term Issuer Default Rating (IDR): BBB-

Senior unsecured Rating: BBB-

Outlook on the IDR: Stable

Elexible Free Cash Flow

Last update: Affirmed 14 May 2020

Key Rating Drivers:

Manageable Impact from the Pandemic

Strategy Confirmed

Broadly Flat EBITDA

- Large Secured Greenfield Pipeline
- Preserving Incentivised Business Key
 Increased Repowering
 - Additional M&A

- Additional Capacity Incentivizes
- Track Record of Stability
- Solid Liquidity
- Progress in Centralising Funding Structure
- Key Considerations:
- "Fitch Ratings has affirmed Italian renewable generation company ERG S.p.A.'s Long-Term Issuer Default Rating (IDR) and senior unsecured rating at 'BBB-'. The Outlook on the IDR is Stable."
- "ERG's 'BBB-' IDR affirmation reflects robust business profile, and a diversified and clean asset base, with quasi-regulated activities averaging 70%-75% of consolidated EBITDA"
- "The business is proving to be resilient in the current tough market environment, due to hedging, predominantly incentivised revenues and the absence of exposure to supply."
- "The ratings also take into account ERG's growth ambitions in the context of a clearly stated financial policy of up to 3.0x net debt/EBITDA"
- "Our forecasts lead to an average funds from operations (FFO) adjusted net leverage of 3.5x over 2020-2024, compared with a negative sensitivity of 3.8x, which we revised upward from 3.5x, due mainly to ERG's business resilience and track record."

CONSERVATIVE FINANCIAL POLICY



Net Debt/EBITDA Ratio and Capex Evolution



Liquidity Evolution (€ mn) ⁽¹⁾



Conservative financial policy focused on:

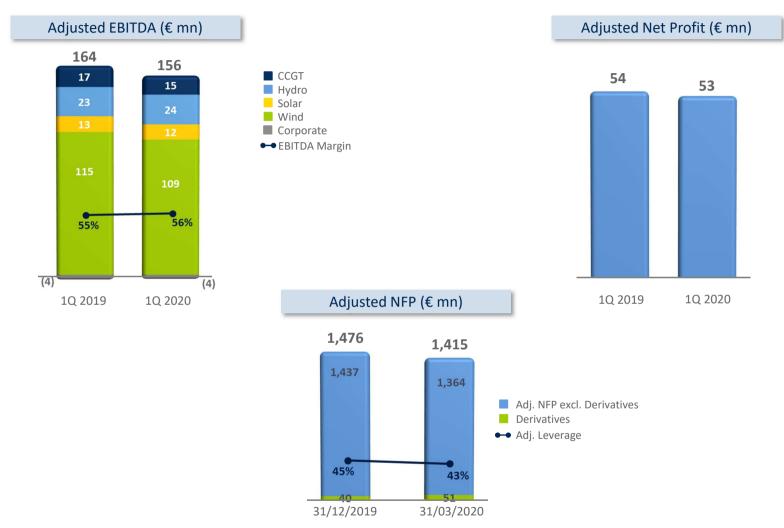
- consolidated Net debt / EBITDA less than 3.0x on a sustained basis
- limited maintenance capex offering the flexibility to deleverage quickly when necessary (e.g. 2017)
- maintaining a solid liquidity profile with an average of €700m in the last three years

Prudent financial policy coupled with sizeable bulk of liquidity

(1) Liquidity is equal to the following components of the Net Financial Position: (i) short-term banking liabilities (ii) cash and cash equivalent

1Q 2020 RESULTS

HIGHLIGHTS: KEY FIGURES



Reduced windiness in Italy partly offset by contribution of new wind assets in FR and GE, against a backdrop of weaker price environment exacerbated by Covid-19

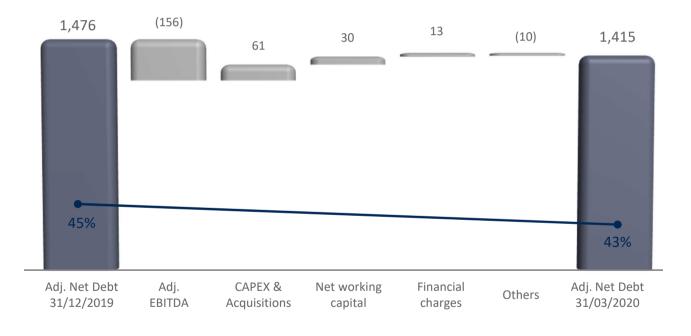
ADJUSTED P&L



4Q 2019	Euro millions	1Q 2020	1Q 2019
124	Adjusted EBITDA	156	164
(76)	Amortization and depreciation	(75)	(72)
48	Adjusted EBIT	82	92
(13)	Net financial income (expenses)	(13)	(18)
0	Net income (loss) from equity investments	0	0
34	Adjusted Results before taxes	68	74
(6)	Income taxes	(15)	(20)
29	Adjusted Results for the period	53	54
0	Minority interests	0	0
29	Adjusted Net Profit	53	54
16%	Tax Rate	22%	27%

Note: figures based on NO GAAP measures





Adj. Leverage

A FOCUS ON SUSTAINABILITY

2018-2022 CSR DRIVERS



The 2018–2022 Business Plan is focused on a continuous development of plants producing energy from renewable sources and sets targets on three main priority areas:

Tackling climate change	Avoided CO ₂ : 15 m tons Carbon Index ⁽¹⁾ : down 14% to 2022		AFFORDABLE AN CLEAN ENERGY
	Continous efforts on extracting value from our technology	64,04% CCGT plant CAR performance index 89% of indirect consumption supplied by "green" energy	2 RESPONSIBLE CONSUMPTION AND PRODUCTION
	Enhancing our integrated generation portfolio		CLIMATE ACTION

People enhancing		More than 46thousand training hours, 7,8 days/man, 84% of training on technical and managerial topics, 98% of our employees Power of Diversity project supported by Valore D	
a B	P New leadership model	Human Capital Coverage +3% compared to 2018	

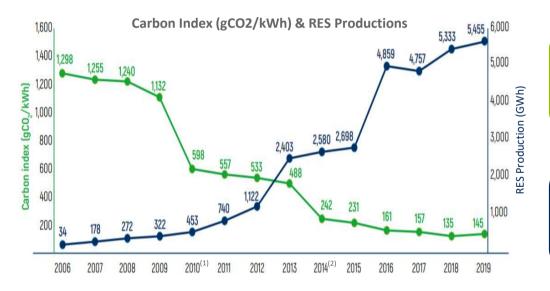
Integration of HSE certifications according to ONE Company Model	100% ISO 14001 and/or OHSAS 18001-ISO 450001 certified italian companies consistent with their activities	8 DECENT WORK A
Technological development	Repowering & reblading projects for our Italian wind farms	10 RESPONSIBLE
	CDP Climate Change - Rating B	12 RESPONSIBLE CONSUMPTION AND PRODUCTION
CDP reporting	ESG rating & indexes	
Consolidating relations with communities	Sustainable Procurement and Suppliers Code of Conducts	17 PARTNERSHIP FOR THE GOAL
	More than 10,500 students involved in our local activities	8

 $^{\rm (1)}$ Carbon index (gCO2/kWh) reveals the quantity of $\rm CO_2$ included in every kWh produced

ERG SUSTAINABLE EVOLUTION

Decarbonising ERG's electricity production

- ERG's business transformation: increasing production of electricity from renewable sources
- In this way, by the end of 2019 ERG had reduced the carbon intensity of its production by 90% since it entered the renewable energies sector and by 37% in the last 4 years



ERG's Sustainability numbers



2.6GW Installed capacity from renewable sources

100%

ISO 14001 and/or OHSAS 18001-ISO 450001 certified Italian companies consistent with their activities

Source: non financial information statements

⁽¹⁾ The Carbon index drop in 2010 was due to the entrance into operation of the ERG Power plant which replaced the existing oil fed power plants.

⁽²⁾ The Carbon index drop in 2014 was due to the sale of the ISAB Energy plant.



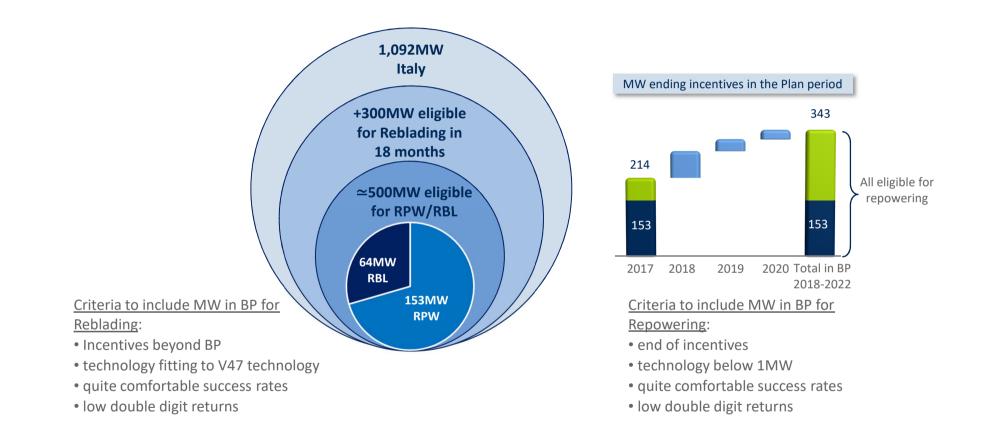
ESG ACHIEVEMENTS AND RATINGS



APPENDIX

REPOWERING & REBLADING

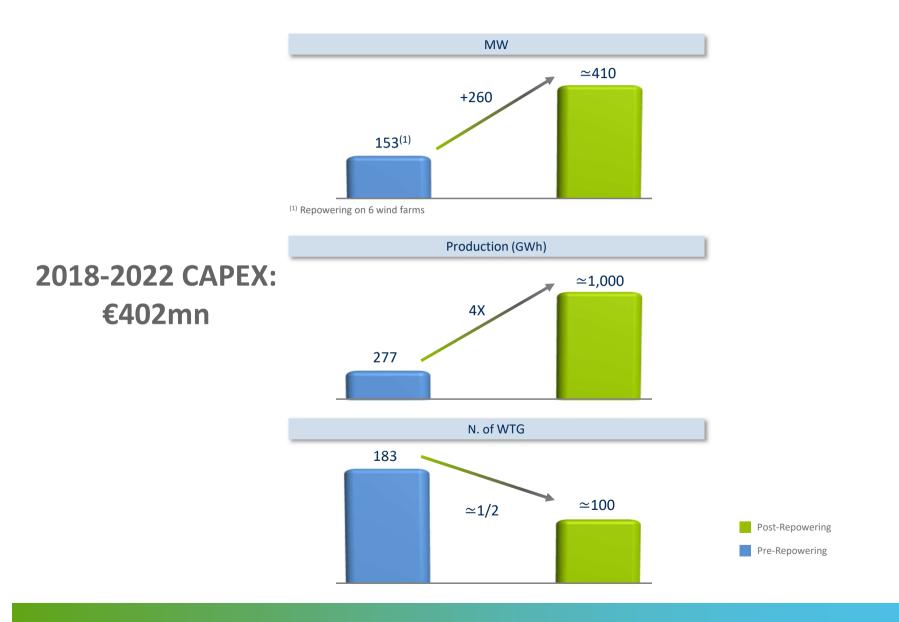




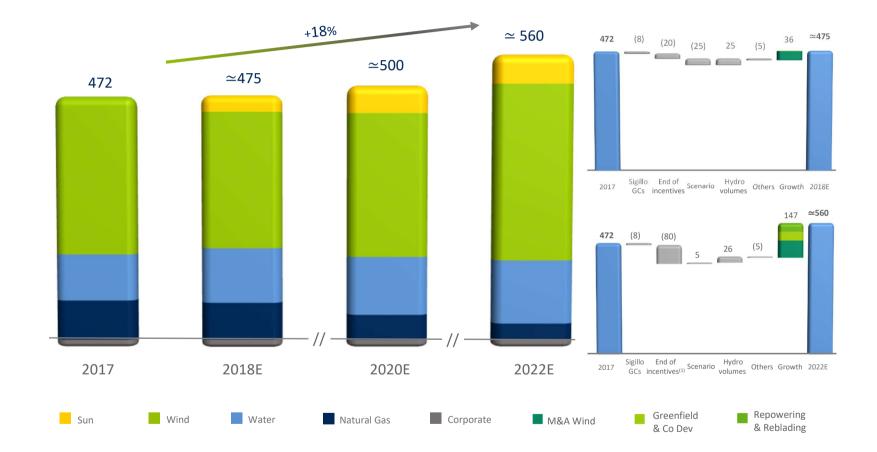
Repowering & Reblading as a way to exploit asset base with new technologies and extend its technical life Flexible investment plan potentially upgradable



REPOWERING IN A NUTSHELL



2018-2022 EBITDA EVOLUTION

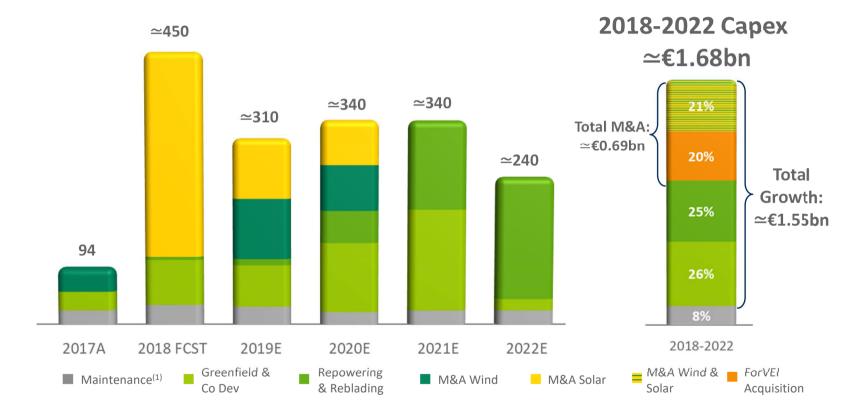


EBITDA growth based on industrial efficiency and strong rise in renewable asset base

 $^{(1)}$ It includes wind incentives phasing out and white certificates termination as of 2020



CAPEX EVOLUTION



A massive and flexible investment plan for growth

⁽¹⁾ It includes CAPEX for Mini Hydro for €13mn



ERG 2018-2022: FINANCIAL STRATEGY



From an Asset based financing to a Corporate/Debt Capital Market based financing

MANAGEMENT PROFILES

LUCA BETTONTE - CEO



Born in Rovigo on 30th September 1963. Graduated in economics and business at the University of Bologna. Chartered Accountant and Auditor.

Chief Executive Officer of ERG S.p.A.

From June 2012 to January 2018 Director of TotalErg S.p.A.
From July 2016 to December 2016 Chief Executive Officer of ERG Renew S.p.A.
From April 2012 to July 2016 Director of ERG Renew S.p.A.
From July 2011 to April 2012 Chairman of the Board of Directors of ERG Renew S.p.A.
From December 2009 to April 2012 General Manager Corporate and Director of ERG S.p.A.
From November 2007 to December 2009 CFO of ERG S.p.A.

As from 2003 up to 2007 he has been CFO of Atlantia S.p.A., Finance Director of Autostrade per l'Italia S.p.A., Chairman of Autostrade International US Holdings, Director of Impregilo S.p.A., Autostrade Sud America Srl and of Emittenti Titoli S.p.A.

As from 1998 up to 2003 he worked at Indesit Company S.p.A. both as Group Financial Controller at first and lately, starting from year 2000, as CFO, respectively.

As from 1990 up to 1998 he worked for Pricewaterhouse Coopers S.p.A. in Italy and Great Britain.

Professor at the Faculty of Economics and Commerce of the "Università Cattolica Sacro Cuore" in Milan from 2008 to 2010 and of the University of Bologna as from 2004 up to 2008, respectively.

PAOLO MERLI – CORPORATE GENERAL MANAGER & CFO



Born in Milan on 24th June 1971, he graduated in Electrical Engineering from the University of Pavia in March 1996. After doing his national service at the Italian Red Cross, in June 1998 he was awarded an MBA in Finance from the Eni "Scuola Superiore Enrico Mattei".

He joined the ERG Group in September 2006, where he is currently **Corporate General Manager and Chief Financial Officer**, in charge of activities pertaining to Investor Relations, Mergers & Acquisitions, Group Administration, Finance, Planning, Control & Reporting, Group Risk Management & Corporate Finance, Procurement and Human Capital & ICT.

He is member of the Strategic Committee, Board Director of ERG Power Generation S.p.A., beside being member of other internal committees such as Management Committee, Investment Committee, Risk Committee and Human Capital Committee. As from 2014 he is the Manager Responsible for preparing the Company's financial reports.

Other positions held in the past:

From October 2015 to January 2018 he was a member of the Board of Directors of TotalErg S.p.A. He previously worked for around 7 years as a financial analyst covering the European Energy and Motorways sectors at Intermonte, a leading brokerage firm owned by the Monte dei Paschi Banking Group. At Intermonte he was also a "specialist" in ERG stock when ERG joined the STAR segment.

From 1998 to 2000 he worked in the sales department at Snam S.p.A. (current Gas & Power division of Eni Group).

Outside of work, his biggest passion is sport, particularly cycling (racing and mountain biking) and skiing (alpine and cross-country).

He is married, with two children.

EMANUELA DELUCCHI – HEAD OF IR



Born in Genoa on 18th December 1975, she graduated in Economics from the University of Genoa in March 1999. She joined the ERG Group in February 2008 where she is currently Head of IR, reporting directly to the Corporate General Manager & CFO.

Other positions held in the past:

From February 2008 to January 2011 she was Head of IR and Planning & Control at ERG Renew.

She previously worked for 3 years as a financial analyst covering the Italian Utilities & Motorways sectors at Intermonte, a leading brokerage firm owned by the Monte dei Paschi Banking Group.

Prior to that she was a financial analyst covering European Utilities & Motorways sector at Lehman Brothers.

She is married, with three children.