

CALL NOTICE OF SHAREHOLDERS' MEETING

The shareholders of Edison S.p.A. are called to a meeting, convened in ordinary and extraordinary session, on first calling, at the Company's registered office in Milan, Foro Buonaparte 31, without prejudice to what is indicated in the following paragraph 1, on

Wednesday, March 27, 2024 at 11:00 a.m.

to resolve upon the following

Agenda

Ordinary Session

Financial Report

1. Financial Statements at December 31, 2023.
2. Allocation of the year's profit.
3. Distribution of reserves.

Report on compensation policy and on compensation paid

4. "Section One" - Compensation policy regarding the period 2023-2024. Approval.
5. "Section Two" - Compensation paid in 2023. Advisory vote.

Extraordinary Session

Amendments to certain articles of the Bylaws

6. Amendments to certain sections of the articles: 9 (Notice of Shareholders' Meeting), 10 (Attendance and Representation at Shareholders' Meetings), 14 (Board of Directors), 18 (Procedures for Convening and Holding Meetings of the Board of Directors and Approving Resolutions), 22 (Board of Statutory Auditors) and 29 (Domicile of Shareholders) of the Bylaws.

1. Procedures for participation in the Shareholders' Meeting and exercise of voting rights

If the provisions contained in the conversion law, with amendments, of Decree Law December 30, 2023 no. 215 (so-called Milleproroghe Decree), or the provisions contained in the Bill "*Interventions to support the competitiveness of capital and delegation to the Government for the organic reform of the provisions relating to capital markets contained in the consolidated text referred to in the legislative decree of February 24, 1998, no. 58, and the provisions regarding joint-stock companies contained in the civil code also applicable to issuers*" (so-called Capital DDL), **which extend, respectively to April 30, 2024 and to December 31, 2024, the provisions set out in art. 106 of decree law March 17, 2020, no. 18**, converted into law, with amendments, by law April 24, 2020, no. 27, which allow the Company, even if not provided for in the Bylaws, to establish that: (i) the

Edison Spa

Foro Buonaparte, 31
20121 Milano
Tel. +39 02 6222 1

Capitale Soc. 4.736.117.250,00 euro i.v.
Reg. Imprese di Milano - Monza - Brianza - Lodi e C.F. 06722600019
Partita IVA 08263330014 - REA di Milano 1698754
Codice destinatario RWYUTBX

participation and exercise of the right to vote takes place exclusively through the representative appointed by the Company and (ii) the participation of the legitimated parties is permitted also or only with connection via telecommunications means (the **Conditions**), **come into force by March 8, 2024**, it is established that:

- attendance at the Shareholders' Meetings by the holders of voting rights and the exercise of voting rights shall be carried out **exclusively through the Appointed Representative** (Computershare S.p.A.) in accordance with the methods set forth in paragraph 4 below, and the Appointed Representative may take part at the Meeting **also by means of connection through telecommunication media** (the **Alternative Methods of Holding the Meeting**).

The Company will notify shareholders of the possible use of the Alternative Methods of Holding the Meeting in the same method as for the publication of this notice **by the aforementioned date of March 8, 2024**.

2. Legitimate entitlement to attend the Shareholders' Meeting by holders of voting rights

Those who, based on the information of the intermediary, are holders of voting rights at the end of the accounting day of the **second business day before the date set for the Shareholders' Meeting on first call, and therefore, at the end of Monday March 25, 2024 (Record Date)**, are entitled to take part in the Shareholders' Meeting and to exercise the voting right, according to the alternative methods indicated respectively in paragraphs 3 and 4. Those who obtain voting rights subsequent to the Record Date shall not have the right to participate and to vote, while any disposal of shares subsequent to the Record Date will have no effects for the purposes of this entitlement. Entitlement is attested to by a communication made by the intermediary, in favour of the party with voting rights, in accordance with its accounting entries proving the registration of the crediting of shares at the end of the date specified above. The communication must be received in compliance with applicable regulations, by the beginning of the Shareholders' Meeting proceedings.

3. Participation and Vote by proxy including through the Representative Appointed by Edison S.p.A.

Without prejudice to what is specified in the previous paragraph 1 applying the Conditions provided therein, any party who is entitled to attend and vote at the Shareholders' Meeting **may choose to be represented** at the Meeting:

- A - by means of a written proxy, in compliance with the provisions of the art. 2372 of the civil code, with the option of using for this purpose the proxy form available by Friday March 8, 2024 on the relevant page of the Company website (<https://www.edison.it/en/shareholders-meeting-march-2024>) and at the Company's registered office.

The proxy can also be conferred via a digital document with electronic signature.

The proxy may be notified to the Company as follows:

- a) as an attachment to a certified e-mail sent to the address:
ufficiomilano@pecserviziotitoli.it
(Ref. “Proxy to the Shareholders’ Meeting of March 27, 2024 Edison SpA”);
- b) by regular mail to the following address:
Computershare S.p.A.
(Ref. “Proxy to the Shareholders’ Meeting of March 27, 2024 Edison SpA”)
Via Lorenzo Mascheroni, 19
20145 MILAN – Italy.

Together with the proxy form, entitled party must send a copy of a valid identity document and, if a legal entity, also evidence of the powers of representation (copy of chamber of commerce search, power of attorney or other appropriate deed).

The proxy notified in advance shall not relieve the proxy agent, upon being accredited for access to the Shareholders’ Meeting, from the obligation to show the original or to certify that the notified copy matches the original and the identity of the principal.

The principal shall have the right to give instructions to the proxy agent, revoke the proxy given, designate one or more substitutes.

- B -** Entitled parties may appoint as their proxy agent, by the end of the second stock market trading day before the Shareholders’ Meeting (and therefore **by Monday March 25, 2024**) the representative designated by the Company pursuant to Article 135-undecies of Legislative Decree No. 58/1998 (“**TUF**”). For the purposes of the abovementioned Shareholders’ Meeting, the Company selected as its appointed representative Computershare S.p.A. (hereinafter the “**Appointed Representative**” or “**Computershare**”).

The appointment of the abovementioned Appointed Representative as proxy agent must be granted by filling and signing the proxy form provided for this purpose, available by Friday March 8, 2024 at the Company’s registered office or on its website (<https://www.edison.it/en/shareholders-meeting-march-2024>).

The conferral of the proxy to the Appointed Representative does not involve expenses, with the exception of transmission or shipping expenses.

The proxy to the Appointed Representative can also be conferred via a digital document with electronic signature.

The proxy to the Appointed Representative must be sent to the Appointed Representative, accompanied by the **voting instructions** for all or some of the items on the agenda, through one of the following alternative methods:

- a) **Registered Email Holders (PEC):** as an attachment document (PDF format) sent to ufficiomilano@pecserviziotitoli.it in the event that the Proxy Grantor (as

Individual or as Legal Entity) is a Registered Email Holder - (Ref. “Proxy to the Shareholders’ Meeting of March 27, 2024 Edison SpA”);

- b) **Digital Signature Holders (FEA):** as an attachment document with digital signature sent to ufficiomilano@pecserviziolitoli.it in the event that the Proxy Grantor is a Digital Signature Holder - (Ref. “Proxy to the Shareholders’ Meeting of March 27, 2024 Edison SpA”);
- c) **Common Email address Holders:** as an attachment document (PDF format) sent to ufficiomilano@pecserviziolitoli.it - (Ref. “Proxy to the Shareholders’ Meeting of March 27, 2024 Edison SpA”). In this case, the hard copy of the Proxy Form to the Appointed Representative, together with the voting instructions and the documents indicated below, shall be sent via ordinary mail service to Computershare S.p.A., via Lorenzo Mascheroni,19, 20145 Milano, as soon as possible.

Together with the proxy form to the Appointed Representative, the delegating person must send a copy of a valid identity document and, if a legal entity, also evidence of the powers of representation (copy of chamber of commerce search, power of attorney or other appropriate deed).

The transmission of the proxy form to the Appointed Representative with methods and terms different than those mentioned above, as well as the only use of ordinary mail service, will not ensure to the delegating person the correct submission of the proxy to the Appointed Representative.

The proxy to the Appointed Representative and voting instructions can be revoked by means of a written declaration, issued with the same methods, by the same deadline as above (and therefore **by Monday March 25, 2024**).

The proxy to the Appointed Representative is not effective with regards to proposals for which voting instructions have not been conferred.

It should be noted that, in the event unknown circumstances are verified, or in the event of an amendment or addition to the proposals presented at the Shareholders’ Meeting, Computershare, as Appointed Representative, cannot be authorised to express a vote inconsistent with that indicated in the instructions received.

It should also be noted that no provision is made for expressing a vote electronically or by correspondence.

Additional information may be found on the Company website (<https://www.edison.it/en/shareholders-meeting-march-2024>).

The Appointed Representative will be available for clarifications or information through the Help Desk number 02-46776829/14, as well as at the email address ufficiomi@computershare.it.

4. Participation and Vote by proxy exclusively through the Representative Appointed by Edison S.p.A.

Applying the Conditions referred to in paragraph 1 above, **those entitled to exercise voting right shall participate at the Shareholders' Meeting and exercise the voting right only through the representative appointed** by the Company pursuant to Article 135-*undecies* of Legislative Decree no. 58/1998 and subsequent amendments (“**TUF**”), identified in **Computershare S.p.A.** (hereinafter the “**Appointed Representative**” or “**Computershare**”).

The proxy to the Appointed Representative can be conferred:

- pursuant to Article 135-*undecies* of the TUF, directly by the person holding the voting right (the “**Proxy 135-undecies**”), by filling in and signing the specific form, prepared by said Appointed Representative, in agreement with the Company, called “**Proxy Form 135-undecies**”;
- or, in derogation of Article 135-*undecies*, paragraph 4 of the TUF, by the person holding the voting right or the person delegated by the latter pursuant to Article 135-*novies* of the TUF (the “**Proxy/Sub-proxy 135-novies**”), by filling in and signing the specific form, prepared by said Appointed Representative, in agreement with the Company, called “**Proxy/Sub-proxy Form 135-novies**”;

(hereinafter the Proxy 135-*undecies* and the Proxy/Sub-proxy 135-*novies*, together, the “**Proxy to the Appointed Representative**” and the Proxy Form 135-*undecies* and the Proxy/Sub-proxy Form 135-*novies*, together, the “**Proxy Form to the Appointed Representative**”).

The conferral of the Proxy to the Appointed Representative does not involve expenses, with the exception of transmission or shipping expenses.

The Proxy Forms to the Appointed Representative will be available by Friday March 8, 2024 from the Company's registered office and on its website (<https://www.edison.it/en/shareholders-meeting-march-2024>).

The Proxy to the Appointed Representative can also be conferred via a digital document with electronic signature.

The Proxy Form to the Appointed Representative must be sent to the Appointed Representative, accompanied by the **voting instructions** for all or some of the items on the agenda, through one of the following alternative methods:

- a) **Registered Email Holders (PEC):** as an attachment document (PDF format) sent to ufficiomilano@pecserviziotitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder - (Ref. “Proxy to the Shareholders' Meeting of March 27, 2024 Edison SpA”);
- b) **Digital Signature Holders (FEA):** as an attachment document with digital signature sent to ufficiomilano@pecserviziotitoli.it in the event that the Proxy Grantor is a Digital Signature Holder - (Ref. “Proxy to the Shareholders' Meeting of March 27, 2024 Edison SpA”);

- c) **Common Email address Holders:** as an attachment document (PDF format) sent to ufficiomilano@pecserviziottitoli.it - (Ref. “Proxy to the Shareholders’ Meeting of March 27, 2024 Edison SpA”). In this case, the hard copy of the Proxy Form to the Appointed Representative, together with the voting instructions and the documents indicated below, shall be sent via ordinary mail service to Computershare S.p.A., via Lorenzo Mascheroni,19, 20145 Milano, as soon as possible.

Together with the Proxy Form to the Appointed Representative, the delegating person or the sub-delegating person must send a copy of a valid identity document and, if a legal entity, also evidence of the powers of representation (copy of chamber of commerce search, power of attorney or other appropriate deed).

The transmission of the Proxy Form to the Appointed Representative with methods and terms different than those mentioned above, as well as the only use of ordinary mail service, will not ensure to the delegating person or the sub-delegating person the correct submission of the Proxy to the Appointed Representative.

The Proxy 135-*undecies*, with the associated voting instructions and the related documents, must be received by the Appointed Representative by the end of the second stock market trading day before the Shareholders’ Meeting (and therefore **by Monday March 25, 2024**). The Proxy 135-*undecies* and voting instructions can be revoked by means of a written declaration, issued with the same methods, by the same deadline as above.

The Proxy/Sub-proxy 135-*novies*, with the associated voting instructions and the related documents, must be received **by Tuesday March 26, 2024 at 12:00 p.m.**, without prejudice to the fact that Computershare may accept the Proxies/Sub-proxies 135-*novies* and/or voting instructions including after the above-mentioned term and until the opening of Shareholders’ Meeting proceedings. The Proxy/Sub-proxy 135-*novies* and the associated voting instructions can be revoked by means of a written statement, provided with the same methods, within the opening of the Shareholders’ Meeting proceedings.

The Proxy to the Appointed Representative is not effective with regards to proposals for which voting instructions have not been conferred.

It should be noted that, in the event unknown circumstances are verified, or in the event of an amendment or addition to the proposals presented at the Shareholders’ Meeting, Computershare, as Appointed Representative, cannot be authorised to express a vote inconsistent with that indicated in the instructions received.

It should also be noted that no provision is made for expressing a vote electronically or by correspondence.

The participation at the Shareholders’ Meeting of the **subjects entitled** (Chairman, directors, statutory auditors, secretary of the meeting, the Representative Appointed himself and the common representative of the saving shareholders), may also take place, as well as at the Company’s registered office, **by means of telecommunication** that guarantee their identification, according to the instructions communicated to them individually by the Company, without it being in any case necessary for the Chairman and the secretary of the meeting to be in the same place.

Additional information may be found on the Company website

(<https://www.edison.it/en/shareholders-meeting-march-2024>).

The Appointed Representative will be available for clarifications or information through the Help Desk number 02-46776829/14, as well as at the email address ufficiomi@computershare.it.

5. Right to add to the agenda or submit resolution proposals on matters already on the agenda pursuant to Art. 126-bis, paragraph 1, first sentence, of the TUF

Pursuant to Article 126-bis, paragraph 1, first sentence of the TUF, those shareholders who, including jointly, represent at least one-fortieth of the share capital may request, within 10 days of the publication of the call notice, and therefore **by Wednesday March 6, 2024**, to add to the list of matters to be discussed, specifying in the request the additional topics they are submitting, or submit resolution proposals on matters already on the agenda.

Adding to the agenda is not permitted for topics on which the Shareholders' Meeting passes resolutions, according to the law, on proposal of the directors or on the basis of a project or a report they have prepared, other than those pursuant to Article 125-ter, paragraph 1, of the TUF.

The requests, to be submitted in writing, must be accompanied by the personal data of the requesting shareholder (surname and name, place and date of birth) for natural persons, or the name and tax code for entities or companies, and sent to the Company, along with the communication of the intermediary attesting to ownership of the investment **on the date of the request**:

- (a) to the certified e-mail address:
assemblea.azionisti@pec.edison.it;
- (b) by sending a registered letter with return receipt to the address:
Edison S.p.A.
(Ref. "Corporate Affairs & Governance - Addendum to the Agenda of Edison SpA Shareholders' Meeting, March 27 2024")
Foro Buonaparte, 31
20121 MILAN - Italy.

Requesting shareholders must also send the Company, with the same methods and **within the same term of Wednesday March 6, 2024**, as specified above, a report indicating the justification of the resolution proposals on the new matters for which discussion is proposed, or the justification relating to the additional resolution proposals submitted on matters already on the agenda.

Any additions to the agenda or the submission of additional resolution proposals on matters already on the agenda will be disclosed at least fifteen days before the date scheduled for the Shareholders' Meeting (therefore **by Tuesday, March 12, 2024**), in the same forms as those set forth for the publication of this notice. At the same time, the reports prepared by those requesting an addition to the agenda and/or submitting additional resolution proposals, accompanied by any assessments of the Board of Directors, will be made available to the

public at the registered office, on the Company's website at <https://www.edison.it/en/shareholders-meeting-march-2024> and on the "eMarket Storage" authorised storage mechanism (www.emarketstorage.com).

Further information may be found on the Company's website (<https://www.edison.it/en/shareholders-meeting-march-2024>).

6. Submission of resolution proposals on matters already on the agenda pursuant to Art. 126-bis, paragraph 1, second-to-last sentence, of the TUF

Those entitled with voting rights may individually submit, pursuant to Art. 126-bis, paragraph 1, second-to-last sentence of the TUF, resolution proposals on the matters on the agenda.

In the case the Shareholders' Meeting is **held solely at the Company's registered office**, those entitled with voting rights will be able to **submit individual proposals directly at the Meeting**.

In the event that the Conditions for holding the Shareholders' Meeting according to the **Alternative Methods of Holding the Meeting referred to in paragraph 1 above are met**, considering the fact that participation by the holders of voting rights is permitted **exclusively** through the Appointed Representative, the individual proposals, to be submitted in writing, **must be sent to the Company by Tuesday March 12, 2024:**

- a) to the certified email address:
assemblea.azionisti@pec.edison.it.
- b) by sending a registered letter with advice of receipt to the address:
Edison S.p.A.
(Ref. "Corporate Affairs & Governance – Proposals on matters already on the agenda of Edison SpA Shareholders' Meeting, March 27 2024")
Foro Buonaparte, 31
20121 MILAN – Italy.

Filings of proposals must be accompanied by the personal data of the requesting shareholder (surname and name, place and date of birth) for natural persons, or the name and tax code for entities or companies, and sent to the Company, along with the communication of the intermediary attesting to ownership of the investment **on the date of the request and until the Record Date**.

As soon as they become available, and in any case **by Thursday, March 14, 2024** any resolution proposals on matters already on the agenda shall be announced via publication on the Company's website (<https://www.edison.it/en/shareholders-meeting-march-2024>), so that those with voting rights may view them in order to confer the Proxies to the Appointed Representative with the relative voting instructions.

7. Order of voting proposals

In the event of proposals for resolutions on the items on the agenda, submitted by Shareholders pursuant to paragraphs 5 and 6 as alternatives to those submitted by the Board, the Board proposal will be first put to a vote and, only if this proposal is rejected or even without a proposal from the Board, will the Shareholders' proposals be put to a vote. These proposals will be submitted to the Shareholders' Meeting starting from the proposal submitted by the Shareholder who owns the largest percentage of share capital. Only if the proposal put to a vote is rejected, the additional proposals will be put to the vote following the descending order of the capital held.

8. Right to ask questions before the Shareholders' Meeting

Pursuant to Article 127-ter of the TUF, those entitled to vote may ask questions on the items on the agenda even before the Shareholders' Meeting.

Questions, to be submitted in writing, must be accompanied by the personal data of the requesting shareholder (surname and name, place and date of birth) for natural persons, or the name and tax code for entities or companies, and sent to the Company **within 7 (seven) open stock market trading days before** the date set for the Shareholders' Meeting on first call and, therefore, **by Monday March 18, 2024:**

a) to the certified e-mail address:

assemblea.azionisti@pec.edison.it.

b) by sending them to the address:

Edison S.p.A.

(Ref. "Corporate Affairs - Questions for the Shareholders' Meeting March 27, 2024 Edison SpA").

Foro Buonaparte, 31

20121 MILAN – Italy.

Parties who certify that they own shares (at the date of **Monday, March 25, 2024 - Record Date**), are entitled to receive a response, by sending, within **Thursday, March 21, 2024**, the certification of the intermediary for the exercising of said right or the copy, or references, of the communication of the intermediary for participation in the Shareholders' Meeting.

In order to facilitate the organization of the responses, the requests must contain the reference to the page number of the associated Directors' Report or any other document made available for the Shareholders' Meeting.

A response shall be provided to the questions received, before the Shareholders' Meeting, from legitimately entitled persons and which concern the items on the agenda, at least **2 days before the Shareholders' Meeting on first call, and therefore starting from Monday, March 25, 2024**, through publication in the appropriate section of the Company's website. The Company may provide a single response to questions with the same content.

9. Documentation and information

The report of the Board of Directors illustrating the items on the agenda of the extraordinary session is made available to the public at the Company's registered office and on the Company's website at <https://www.edison.it/en/shareholders-meeting-march-2024> as well as on the authorized storage mechanism "eMarket Storage" (www.emarketstorage.com) within the thirtieth day before the date set for the Shareholders' Meeting, and therefore **by Monday February 26, 2024**.

The Annual Financial Report at December 31, 2023, together with the Auditing Reports, the Report on Corporate Governance with the Report on compensation policy and on compensation paid, and the 2023 Consolidated Non-Financial Statement, have been made available to the public **from Friday February 23, 2024**, at the Company's registered office, on the website of Edison Spa (<https://www.edison.it>), and at the authorized storage mechanism "eMarket Storage" (www.emarketstorage.com).

The 2023 Report of the Board of Statutory Auditors, pursuant to Art. 153 of legislative decree 58/1998, will be available to the public **by Tuesday March 5, 2024** in the same manner as above.

Shareholders are entitled to obtain copies.

Further information may be obtained from Corporate Affairs & Governance by calling 02.62227465.

The subscribed and paid-up share capital of Edison S.p.A. is 4,736,117,250.00 euros divided into 4,626,557,357 ordinary shares and 109,559,893 savings shares all with a par value of 1 euro.

This notice is published on the Company's website (<https://www.edison.it/en/shareholders-meeting-march-2024>) and in excerpt in the daily newspaper "Il Sole 24 Ore," as well as sent through eMarket SDIR, and to the authorized storage mechanism "eMarket Storage" (www.emarketstorage.com).

Pursuant to European Regulation 2016/679 and Legislative Decree 196/2003 and subsequent amendments and additions, the Data Controller is Edison S.p.A. Full information on data processing in connection with the exercise of rights related to the Shareholders' Meeting is provided at www.edison.it ("Governance" / "Ordinary and Extraordinary Shareholders' Meeting March 2024 / Shareholders' Rights").

Milan, February 25, 2024

For the Board of Directors
The Chief Executive Officer
Nicola Monti

This call notice has been translated into English for the convenience of readers outside of Italy. The original Italian document should be considered the authoritative version.