



SHAREHOLDERS' MEETING ORDINARY AND EXTRAORDINARY SESSION

REPORTS OF THE BOARD OF DIRECTORS
AND MOTIONS FOR RESOLUTIONS TO THE
SHAREHOLDERS' MEETING

Shareholders' Meeting
March 27, 2024

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

Calling to Shareholders' Meeting

(Published on February 25, 2024)

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 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@pecserviziottitoli.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@pecserviziottitoli.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@pecserviziitoli.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@pecserviziotitoli.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

The Board of Directors
By: Nicola Monti
Chief Executive Officer

ORDINARY SESSION

FINANCIAL REPORT

Items 1, 2 and 3 on the Agenda

Financial statements at December 31, 2023 Allocation of the year's profit Distribution of reserves

(Document published in the 2023 Annual Report)

Dear Shareholders,

like every year, you are called to approve the separate financial statements of your Company, as well as to make the appropriate decisions regarding the allocation of the profit for the year. Given the exceptionally positive trend of the Group in 2023, with the intention of also allowing shareholders to participate in the brilliant consolidated results achieved, as well as the financial solidity of the Company, it is proposed, together with the full distribution of the profit, also to assign a portion of the distributable "retained earnings" reserve.

For each common share it is therefore proposed to pay a total unit amount of 0.075 euros, of which 0.065 euros as dividend (0.022 euros in 2022) and 0.010 euros as reserves, corresponding to 7.5% of the nominal value of common shares; and to each savings share -taking into account that the increase of 3% of the nominal value, compared to common shares, is due to the category on the distribution of profit and not also on the distribution of reserves, as established by the article 25 of the Bylaws-, a total unit amount equal to 0.105 euros per share, of which 0.095 euros as dividend (0.052 euros in 2022) and 0.010 euros as reserves, corresponding to 10.5% of the nominal value of savings shares.

If you concur with the criteria adopted to prepare the financial statements and the accounting principles and methods applied, we recommend that you adopt the following resolutions.

Motions for resolutions to the Shareholders' Meeting

"The Shareholders' Meeting,

- having reviewed the Company's separate financial statements at December 31, 2023, which show a profit of 329,426,038.84 euros, the Group's consolidated financial statements at December 31, 2023, which show a profit of 515 million euros, the Report on Operations submitted by the Board of Directors, the Report on Corporate Governance and the Company's Ownership Structure, as well as the Consolidated Non-Financial Statement;
- taking into account that the financial statements at 31 December 2023 show reserves available for distribution (retained earnings) of 541,837,599.75 euros;
- considering the Report of the Board of Statutory Auditors to the Shareholders' Meeting pursuant to art. 153 of Legislative Decree No. 58/1998 (TUF);

- considering the Reports of the Independent Auditors on the separate and consolidated financial statements at December 31, 2023;
- taking into account the provisions of art. 2430 of the Italian Civil Code regarding the legal reserve, as well as art. 25 of the Bylaws regarding the preferred dividend due to savings shares and the increase compared to the dividend of common shares, as well as regarding the distribution of reserves;
- considering that as at March 27, 2024 capital was 4,736,117,250.00 euros, divided into 4,626,557,357 common shares and 109,559,893 savings shares, all with a nominal value of 1 euro each;

resolves

FIRST RESOLUTION

- i) to approve the Company's separate financial statements for the year ended December 31, 2023, as a whole, and the individual items contained therein, which show a profit of 329,426,038.84 euros, rounded to 329,426,039 euros in the financial statements.

SECOND RESOLUTION

- ii) to allocate 5% of net income for the year, amounting to 329,426,038.84 euros to the statutory reserve for a total of **16,471,301.94 euros**
- iii) to allocate the net income of 312,954,736.90 euros remaining after its partial use for allocation to the legal reserve referred to in point ii) above:
 - a) to dividends for the 109,559,893 savings shares:
 - 5% of the nominal value, i.e. 0.050 euros per share, to a preferred dividend for 2023, for a total of **5,477,994.65 euros**
 - 4.5% of the nominal value, i.e. 0.045 euros per share, taking into account the extent of the dividend assigned to common shares referred to under point (b) and the increase of the dividend assigned to savings shares compared to common shares equal to 3% of the nominal value for a total of **4,930,195.19 euros**

for a total of 0.095 euros for each savings share and therefore for a grand total of **10,408,189.84 euros**
 - b) to a dividend for the 4,626,557,357 common shares:
 - 6.5% of the nominal value, i.e. 0.065 euros per share, for a total of **300,726,228.21 euros**
 - c) to retained earnings for the remaining amount, taking into account what is proposed under points (ii) and (iii) a) and b) above **1,820,318.86 euros**

THIRD RESOLUTION

- iv. to distribute, to each common and savings share, a further amount equal to 0.010 euros per share corresponding to 1% of the relevant nominal value to be withdrawn from the “retained earnings” reserve for a total of **47,361,172.50 euros**
- the “retained earnings” reserve will remain for a total of **494,476,427.25 euros**

As a result of the above resolutions, a total amount of **0.075 euros** will be distributed to each common share and a total amount of **0.105 euros** to each savings share.

The dividend for the savings shares and for the common shares will be paid on **Wednesday April 24, 2024**, with an ex-dividend date of Monday April 22, 2024, and record date of Tuesday April 23, 2024.

Milan, February 12, 2024

The Board of Directors
By: Nicola Monti
Chief Executive Officer

REPORT ON COMPENSATION POLICY AND ON COMPENSATION PAID

Items 4 and 5 on the Agenda

**“Section One” – Compensation policy regarding the period 2023-2024.
Approval**

“Section Two” - Compensation paid in 2023. Advisory vote

(Document published in the 2023 Corporate Governance Report)

Dear Shareholders,

the report on compensation policy for the period 2023-2024 and on compensation paid by Your Company in 2023 (the **2023 Compensation Report**) was developed pursuant to and in implementation of the provisions of Article 123-ter of Legislative Decree 58/1998 and subsequent amendments (known as TUF). The report was prepared in accordance with the guidance provided in Article 84-quarter, introduced by the Consob in the Issuers' Regulations for the purpose of implementing the TUF, as later integrated and amended, and in accordance with scheme 7-bis in the annex 3A of the Issuers' Regulations. In addition, the principles set forth in Article 5 of the Corporate Governance Code for Listed Companies, 2020 edition (to which the Company adheres), and the recommendations of the Corporate Governance Committee are adopted as general reference guidelines on compensation policies for this Report.

The Shareholders' meeting is required to:

- i) approve “Section One” of the 2023 Compensation Report, which outlines the compensation policies adopted by Your Company in 2023 and proposed for 2024, based on the information provided in the report, for the members of the Board of Directors (including executives with special duties, also as members of the Board Committees), executives with strategic responsibilities and the members of the Board of Statutory Auditors, as well as the procedures followed for adopting and implementing said policy. The resolution is binding;
- ii) vote on the "Section Two" of the 2023 Compensation Report, which, by name for the members of the Board of Directors and Control Bodies and, in aggregate form, for executives with strategic responsibilities, indicates the remuneration paid in 2023 for any reason and in any form by the Company and its subsidiaries or associated companies. The resolution is not binding.

If you agree with its contents, we propose you adopt the following resolutions.

Motions for resolutions to the Shareholders' Meeting

"The Shareholders' Meeting,

- having taken note of the 2023 Compensation Report prepared by the Board of Directors, in application of the provisions of Article 123-ter of Legislative Decree 58/1998 and subsequent amendments and of the provisions set forth in Article 84-quater introduced by the Consob in the Issuers' Regulations, as later integrated and amended, and in accordance with scheme 7-bis in the annex 3A of the Issuers' Regulations;
- having examined "Section One" and "Section Two" of the 2023 Compensation Report;
- in consideration of the Corporate Governance Code for listed companies, to which the Company adheres;
- having obtained the favourable opinion of the Compensation Committee;

resolves

FOURTH RESOLUTION

to approve "Section One" of the 2023 Compensation Report.

FIFTH RESOLUTION

in favour of "Section Two" of the 2023 Compensation Report."

Milan, February 12, 2024

The Board of Directors
By: Nicola Monti
Chief Executive Officer

EXTRAORDINARY SESSION

AMENDMENTS TO CERTAIN ARTICLES OF THE BYLAWS

Item 6 on the agenda

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.

Dear Shareholders,

The report given below is drafted in accordance with art. 125-ter of Legislative Decree No. 58 of February 24, 1998, as subsequently amended (the "TUF") and art. 72, section 1-bis of Consob Regulation No. 11971 of May 14, 1999, as subsequently amended (Consob Regulation) and in compliance with Annex 3A of said Consob Regulation.

The purpose of this report is to illustrate the proposal to resolve on certain amendments to the Bylaws of Edison S.p.A. (Edison or the Company), referred to in item 6 of the agenda of this extraordinary meeting.

The proposed amendments, as explained in more detail below, mainly concern the modalities of intervention and representation in the Shareholders' Meetings, as well as the manner in which Board meetings and meetings of the Board of Statutory Auditors are convened and function. There are also proposals for minor changes, mostly consisting of mere linguistic reformulations.

We therefore submit the following changes to the Bylaws for your approval, stating the reasons for the individual changes proposed and comparing, article by article, the current and proposed text, with an illustration of the individual changes.

In order to facilitate the review of these proposals, a table is provided for each statutory provision where:

- (i) the left-hand column shows the current text; and
- (ii) the right-hand column shows the proposed text, highlighting changes compared to the current text,

it being understood that any articles not mentioned are unchanged.

The report will be made available to the public at the Company's office, on its website (www.edison.it) as well as on the authorised storage mechanism "eMarket Storage" at the address www.emarketstorage.it in accordance with the terms set out in the regulatory provisions in force.

* * *

TITLE III - SHAREHOLDERS' MEETINGS

Article 9 - Notice of Shareholders' Meeting

The proposed amendment to Article 9, Section 3 of the Bylaws is made necessary by the proposed introduction - into Article 10, Section 5 below - of the possibility, in certain circumstances, to hold the shareholders' meeting by remote connection only: it is, therefore, merely a textual alignment.

Text in force	Proposed text
Article 9 (Notice of Shareholders' Meeting)	Article 9 (Notice of Shareholders' Meeting)
1. Without prejudice to the rights of other parties to convene Shareholders' Meetings pursuant to specific provisions of the law, Ordinary and Extraordinary Shareholders' Meetings are convened by the Board of Directors.	UNCHANGED
2. Shareholders' Meetings are convened by means of a notice published, within the deadlines required pursuant to applicable law in force from time to time, on the Company website and in any other manner required by the applicable laws and regulations in force from time to time, as well as, when so required by such provisions or so decided by the Board of Directors, in one of the following two newspapers: Il Sole 24 Ore or Corriere della Sera. When permissible, the notice in the newspaper may be published in condensed form.	UNCHANGED
3. The Shareholders' Meeting may take place anywhere in Italy, including outside the municipality where the Company's registered office is located.	3. Without prejudice to the provisions of Article 10, Section 5, the The Shareholders' Meeting may take place anywhere in Italy, including outside the municipality where the Company's registered office is located.
4. It is possible to foresee a second calling for Ordinary Shareholders' Meetings and a second and third calling for Extraordinary Shareholders' Meetings.	UNCHANGED

Article 10 - Attendance and Representation at Shareholders' Meetings

The proposed insertion of Section 3 to Article 10 of the Bylaws is aimed at introducing the option for the Company to designate the subject pursuant to Article 135-*undecies* of the TUF, to whom those entitled can grant a proxy to attend the Shareholders' Meeting (the "Designated Representative") and at establishing that - if permitted by law and/or the regulatory provisions in force from time to time - the participation and voting rights in the shareholders' meeting for those entitled shall be exercised exclusively through the granting of proxy or sub-delegation to the Designated Representative.

The provision is accompanied by the further clarification, in the newly-introduced Section 5, whereby, if the Company should opt for the “mandatory” use of the Designated Representative - and where this is provided for and/or permitted by the law and/or the regulatory provisions in force at the time - participation in the shareholders' meeting by the persons entitled thereto may also, or solely, take place by means of appropriate telecommunications means without the need for the Chairman, Secretary and/or Notary to be in the same place.

The intention to reflect the afore-specified provisions in the Bylaws takes into account, and partly provides advance notice of, the contents of the draft law *“Interventions in support of the competitiveness of capitals and delegation to the Government for the organic reform of provisions governing capital markets set forth by the consolidated act pursuant to Italian Legislative Decree No. 58 of February 24, 1998, and of the provisions on capital companies contained in the Civil Code also applicable to issuers”* (the “Capitals Bill”), most recently approved on February 6, 2024 by the Chamber of Deputies and whose final approval by the Senate of the Republic is expected in the following weeks, which lays down the possibility of adding such provisions to the Bylaws, in the wake of what was permitted *ex lege* by the legislation initially issued to address the COVID-19 health emergency and, specifically, Article 106 of Decree-Law No. 18 of March 17, 2020 (converted, with amendments, by Law No. 23 of April 24, 2020), as subsequently reiterated during the following years (the “Liquidity Decree”).

Provisions, with respect to attendance solely from a remote position, endorsed at a later date by notarial practice (See Maxima No. 187 *“Attendance of Shareholders' Meetings by Conference Call”* of March 11, 2020 and Maxima No. 200 *“Clauses in the Bylaws Legitimising the Convening of Shareholders' Meetings Exclusively by Conference Call”* of November 23, 2021, of the Milan Board of Notaries).

As is well known, the Company has made use of such organisational methods in the last five Shareholders' Meetings and has been able to ascertain, on the one hand, that the figure of the Designated Representative facilitated the attendance of the shareholders and made the proceedings of the meeting more agile without jeopardising its quality and, on the other hand, that the intervention even or exclusively in “remote” mode with only the Designated Representative did not cause any inconvenience.

Moreover, and as also emerges from the *2022 Report on the Corporate Governance of Italian Listed Companies* published by Consob, the figure of the designated representative (to be understood as the exclusive mode of participation and voting in shareholders' meetings) has become the preferred mode of holding company meetings in recent years. According to the report, in 2022, 83% of the meetings were held without the physical participation of the shareholders and through the sole granting of proxies to a designated representative.

As for the clarification, also contained in the new Section 5, of the non-necessity of the co-presence of the Chairman and Secretary for meetings held also by means of telecommunications, it should be underlined that the joint presence of these parties in the same place was originally considered because of its functionality in the simultaneous formation of the Board minutes, signed by both the Chairman and Secretary. However, the requirement is no longer appropriate in cases where the intervention of the participants takes place via conference call means, since in such cases the minutes of the meeting may be drawn up at a later time, with the signature of the Chairman and Secretary. This flexibility, introduced by the Liquidity Decree for

Shareholders' Meetings, was subsequently endorsed by notarial practice (see the aforementioned Maxims n. 187 and n. 200 of the Milan Board of Notaries) and therefore it is considered appropriate to incorporate it into the Bylaws.

Finally, with regard to the further proposed amendments to Sections 1 and 2 of Article 10 of the Bylaws not mentioned in the comments, but nevertheless highlighted in the comparison table below, they consist, respectively, of a rewording of the technical-legal language previously proposed regarding the entitlement to attend the Shareholders' Meeting and a reference to Section 3 whose introduction is proposed. Section 1 also expressly refers to the entitlement to submit proposals for resolutions, referring to the relevant regulations in force from time to time as to procedures and deadlines.

Text in force	Proposed text
Article 10 (Attendance and Representation at Shareholders' Meetings)	Article 10 (Attendance and Representation at Shareholders' Meetings)
<p>1. The right to be present at, to attend the Shareholders' Meeting and exercise the voting rights are disciplined by the applicable laws and regulations in force from time to time for the shares admitted to a centralized clearing system. For the Shareholders' Meeting of shares admitted to trading in a regulated market, the shares must be registered in the account of the holder of the voting right on the date set by the applicable laws and regulations in force from time to time; for the shares not admitted to trading on a regulated market, the shares must be registered at the close of the accounting day of the second working day prior to the date of the Shareholders' Meeting's first calling. Evidence of the right to attend the Meeting must be provided by means of a communication issued by an intermediary, in accordance with its books of accounts, on behalf of the holder of the voting rights attesting that, by the above-mentioned deadlines, the shareholder's shares had been deposited in dematerialised form with the centralized clearing system. Pursuant to law, the issuer must receive the above-mentioned communication before the Shareholders' Meeting is called to order on the first calling.</p>	<p>1. The right to be present at, to attend the Shareholders' Meeting and exercise the voting rights are disciplined by the applicable laws and regulations in force from time to time for the shares admitted to a centralized clearing system. For the legitimate entitlement to attend the Shareholders' Meeting, to exercise voting rights and to submit motions for resolution, the provisions of the law and regulations in force from time to time, provided for holders of shares admitted to centralised management, shall apply. For the Shareholders' Meeting of shares admitted to trading in a regulated market, the shares must be registered in the account of the holder of the voting right on the date set by the applicable laws and regulations in force from time to time; for the shares not admitted to trading on a regulated market, the shares must be registered at the close of the accounting day of the second working day prior to the date of the Shareholders' Meeting's first calling. Evidence of the right to attend the Meeting must be provided by means of a the communication envisaged by provisions of law and regulation in force from time to time issued by an intermediary, in accordance with its books of accounts, on behalf of the holder of the voting rights attesting that, by the above-mentioned deadlines, the shareholder's shares had been deposited in dematerialised form</p>

	with the centralized clearing system. Pursuant to law, the issuer must receive the above-mentioned communication before the Shareholders' Meeting is called to order on the first calling. This is without prejudice to any different deadline for receipt of the notice by the Company as may be set by the legal and regulatory provisions in force from time to time for the submission of motions for resolution.
2. The right to be represented at the Shareholders' Meeting is governed by the applicable statutes.	2. The right to be represented at the Shareholders' Meeting is governed by the applicable statutes, without prejudice to the provisions set forth in Section 3 below.
	3. For each Shareholders' Meeting, the Company may designate a person to whom shareholders may grant proxy with voting instructions on all or some of the proposals on the agenda, in the manner and under the terms provided for by law and the regulatory provisions in force from time to time. The proxy is only effective for proposals in respect of which voting instructions are given. Where provided for and/or permitted by the law and/or the regulatory provisions in force from time to time, the Company may provide that the participation and exercise of voting rights in the Shareholders' Meeting by the persons entitled thereto may also take place exclusively through the granting of a proxy (or sub-delegation) of voting rights to such person, in the manner provided for by such laws and/or regulatory provisions.
3. Notice of the proxy to attend the Shareholders' Meeting may also be given by sending the proxy form to the certified e-mail address provided in the Notice of Shareholders' Meeting.	UNCHANGED, except for the renumbering of the Section
	5. In the event the Company should make use of the option set forth in Section 3 above, and where provided for and/or permitted by law and/or the regulatory provisions in force from time to time, the Company may provide that the attendance of the Shareholders' Meeting by the

	<p>authorised parties may also or purely take place by conference call that guarantee their identification without the need for the Chairman, Secretary and/or Notary to be in the same place.</p>
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Article 14 - Board of Directors

The proposed amendment to Section 6 of Article 14 consists of replacing the generic reference to the rule according to which the individual proposals for nominations for members of the Company's Board of Directors may also be submitted directly to the Shareholders' Meeting by referring, with regard to the manner and timing of their submission, to the laws and provisions applicable from time to time, taking also into account what the Capitals Bill establishes for proposals for individual resolutions in case of participation and vote by proxy exclusively through the Designated Representative.

Text in force	Proposed text
Article 14 (Board of Directors)	Article 14 (Board of Directors)
<p>1. The Company is governed by a Board of Directors comprising of a number of at least 5 (five) Directors and no more than 13 (thirteen) Directors. Directors remain in office for a term of 3 (three) fiscal years, unless a shorter term of office is set by the Shareholders' Meeting that appoints them. The term of office of the Directors expires on the date of the Shareholders' Meeting convened to approve the financial statements for the final year of the Directors' term of office. Directors may be reelected. Upon the expiration of their term of office, Directors cease to be in office when a new Board of Directors is empanelled.</p>	UNCHANGED
<p>2. Directors are required to comply with the requirements set forth in the applicable laws and regulations. When so required by the applicable laws and regulations in force from time to time, (i) at least 1 (one) Director (or any other number that may be required pursuant to the applicable laws and regulations in force from time to time) must meet the independence requirements set forth by the applicable laws and regulations in force from time to time and (ii) the composition of the Board of Directors shall comply with the criteria provided for by applicable laws and regulations in force from time to time with regard to gender</p>	UNCHANGED

parity.	
3. Directors are not bound by the non-compete obligation referred to in Article 2390 of the Italian Civil Code, unless the Shareholders' Meeting resolves otherwise.	UNCHANGED
4. At the time of appointment, the Shareholders' Meeting determines previously the number of members of the Board of Directors.	UNCHANGED
5. If the number of the members of the Board of Directors that has been determined is lower than the maximum number provided, the Shareholders' Meeting can increase such number during the Board of Directors' term of office, proceeding with the appointments of the relating Directors in accordance with the composition criteria, when applicable, set forth in Section 2 above. The office of the new Directors so appointed will cease together with that of the Directors in office at the time of their appointment.	UNCHANGED
6. Nominations, accompanied by the documents required pursuant to law or regulation in force from time to time, must be filed at the Company's registered office within the deadline and according to the formalities set forth in the Notice of Shareholders' Meeting or, in absence of the above-mentioned indications, can be submitted directly in the Shareholders' Meeting.	6. Proposed nominations, accompanied by the documents required pursuant to law or regulation in force from time to time, must be filed at the Company's registered office within the deadline and according to the formalities set forth in the Notice of Shareholders' Meeting, or, in absence of the above-mentioned indications, can be submitted directly in the Shareholders' Meeting in compliance with the provisions of law and regulations in force from time to time relative to the submission of individual motions for resolution.
7. If one or more Directors should cease to be in office for any reason, they shall be replaced in the manner described below: a) If the majority of Directors remaining in office is still comprised of Directors elected by the Shareholders' Meeting, the Board of Directors shall coopt the replacement Director(s), as allowed by Article 2386 of the Italian Civil Code and in accordance with the composition criteria, when applicable, set forth in Section 2 above. b) If, pursuant to law, the Shareholders' Meeting should be	UNCHANGED

<p>required to elect Directors to fill vacancies on the Board of Directors for termination, the composition criteria, when applicable, set forth in Section 2 above shall be complied with. The provisions of Sections 6 shall apply. However, the Shareholders' Meeting may resolve to decrease the number of members of the Board of Directors to the number of Directors still in office, for the remaining period of their office, always in compliance with the provisions concerning the composition of the Board of Directors, when applicable, set forth in Section 2, and until the minimum number set forth in Section 1.</p>	
<p>8. The term of office of Directors elected as replacements by the Shareholders' Meeting expires concurrently with the term of office of Directors who were in office when the replacements were elected.</p>	<p>UNCHANGED</p>
<p>9. Whenever a majority of the members of the Board of Directors elected by the Shareholders' Meeting leaves office for any reason, the entire Board of Directors will be deemed to have resigned and a Shareholders' Meeting must be convened on an urgent basis by the Directors still in office to elect a new Board of Directors.</p>	<p>UNCHANGED</p>

Article 18 – Procedures for Convening and Holding Meetings of the Board of Directors and Approving Resolutions

Section 1 of Article 18 of the Bylaws, which specifies the places where meetings of the Board of Directors may be convened, contains a reference to meetings being held solely by conference call.

The proposed amendment to Section 3 is instead appropriate for the purpose of updating the means of communication by which notices of Board meetings may be sent, eliminating the specific reference to fax and telegram, as they have become totally unused tools.

The amendments to Section 4 introduce the specification that where the Board meeting is held solely by conference call, the relevant notice shall not specify the place of the meeting, as well as a minimum specification as to the characteristics of timeliness and completeness that the information provided to the directors on the matters to be dealt with must have.

The amendments to Section 6 are also mere reformulations and linguistic clarifications, with the exception of the proposed deletion in the last sentence of the provision which stated that, in the case of meetings held by means of telecommunications, the place of the Board meeting was deemed to be the place where the chairman and secretary were both located. This last proposal is justified for the same reasons indicated in the comment of the new Section 5 introduced in the Article 10 regarding Shareholders' Meetings, which expressly excludes the need for the co-presence of the two parties. As this possibility, introduced as mentioned by the Liquidity Decree for shareholders' meetings was, at a later stage, endorsed by recent notarial practice also with regard to meetings of the Board of Directors and other collegial bodies of joint stock companies and cooperatives (see the above-mentioned Maxima No. 187 and Maxima No. 200 of the Milan Board of Notaries).

Finally, with regard to Section 10, it is proposed to include the notary on the list of persons competent to draw up the minutes.

Text in force	Proposed text
Article 18 (Procedures for Convening and Holding Meetings of the Board of Directors and Approving Resolutions)	Article 18 (Procedures for Convening and Holding Meetings of the Board of Directors and Approving Resolutions)
1. The Board of Directors meets at the Company's registered office, or at a different location in Italy, the European Union, Switzerland, the United States of America or any other country in which the Company has operations, at the request of the Chairman of the Board of Directors or the Chief Executive Officer, whenever necessary or appropriate, or at the request of at least two Directors.	1. The Board of Directors (unless the meeting is to be held purely by conference call) meets at the Company's registered office, or at a different location in Italy, the European Union, Switzerland, the United States of America or any other country in which the Company has operations, at the request of the Chairman of the Board of Directors or the Chief Executive Officer, whenever necessary or appropriate, or at the request of at least two Directors.
2. Meetings of the Board of Directors may also be called by the Board of Statutory Auditors, or by any of its members, provided the Chairman of the Board of Directors is informed in advance.	UNCHANGED
3. Meetings of the Board of Directors must be convened by means of a written communication, which must be sent by fax, telegram or e-mail at least 5 (five) days in advance (in urgent cases at least 2 (two) days before the meeting) to the domicile or address provided by each serving Director or Statutory Auditor.	3. Meetings of the Board of Directors must be convened by means of a written communication, which may also be sent by fax, telegram or e-mail or other means providing evidence of due receipt thereof , at least 5 (five) days in advance (in urgent cases at least 2 (two) days before the meeting) to the domicile or address provided by each serving Director or Statutory Auditor.
4. The Notice of the meeting must indicate the day, time and place of the meeting and the meeting's Agenda. Within the limits of confidentiality requirements, the Chairman of the Board of Directors	4. The Notice of the meeting must indicate the day, time and place (unless the meeting is to be held purely by conference call) of the meeting and the meeting's Agenda. Within the limits of

<p>ensures that the Notice contains adequate information about the items on the Agenda.</p>	<p>confidentiality requirements, the Chairman of the Board of Directors ensures that the Notice contains adequate, timely and complete information about the items on the Agenda.</p>
<p>5. However, the Board of Directors can adopt valid resolutions even if a meeting has not been formally convened, provided that all the Directors in office and the serving Statutory Auditors are present, or the majority of the Directors in office and the majority of the serving Statutory Auditors are present and the Agenda of the meeting has been communicated in advance to the absent Directors and serving Statutory Auditors in writing and they have not object to the discussion on these items.</p>	<p>UNCHANGED</p>
<p>6. Meetings of the Board of Directors may be held via teleconferencing or videoconferencing, provided all participants can be identified and are able to follow the proceedings, participate in real time in the discussion of the items on the Agenda and receive, transmit and review documents. If these requirements are met, the meeting of the Board of Directors is deemed to have been held at the place where both the Chairman and the Secretary are located.</p>	<p>6. Meetings of the Board of Directors may be held also or purely by conference call via teleconferencing or videoconferencing, provided all participants can be identified and are able to follow the proceedings, participate in real time in the discussion of the items on the Agenda and be informed in real time, without the need for the Chairman, Secretary and/or Notary to be in the same place. receive, transmit and review documents. If these requirements are met, the meeting of the Board of Directors is deemed to have been held at the place where both the Chairman and the Secretary are located.</p>
<p>7. Meetings of the Board of Directors are chaired by the Chairman of the Board of Directors or, if he or she is absent or incapacitated, by another Director designated by the Board of Directors.</p>	<p>UNCHANGED</p>
<p>8. The Board of Directors is validly convened with the intervention of the majority of the Directors in office.</p>	<p>UNCHANGED</p>
<p>9. The resolutions of the Board of Directors shall be adopted with the favorable vote of the majority of the Directors in attendance, with any abstaining Directors being excluded from the computation.</p>	<p>UNCHANGED</p>
<p>10. Resolutions must be recorded in the Minutes of the meeting, which must be signed by the Chairman and the Secretary appointed in accordance with Article 16,</p>	<p>10. Resolutions must be recorded in the Minutes of the meeting, which must be signed by the Chairman and the Secretary appointed in accordance with Article 16,</p>

Section 3, above.	Section 3, above, or, in cases of law or where deemed appropriate by the Chairman, the Notary.
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TITLE V – BOARD OF STATUTORY AUDITORS AND STATUTORY AUDIT

Article 22 – Board of Statutory Auditors

The proposed amendments to Section 1 of Article 22 of the Bylaws consist in the elimination of the references - introduced at the time - to the transitional rules relating to the rules on the composition of the Board of Statutory Auditors with regard to gender balance since, in the meantime, these rules have become fully effective.

With regard to the proposed amendments to Section 3, which are similar to those proposed for the submission of nominations for the appointment of the Board of Directors in Section 6 of Article 14 of the Bylaws, which have just been commented on, please refer to the reasons stated therein.

With reference to Paragraph 4, it was then deemed necessary to redefine the professionalism requirements in relation to “*matters and sectors of activity closely related to that of the company*”, which the current regulatory provisions (Ministerial Decree No. 162 of March 30, 2000) require to be specified in the Bylaws for members of the Board of Statutory Auditors who are not enrolled in the register of auditors and who have not exercised the activity of statutory audit for at least three years. In view of the importance of the role, it was deemed appropriate, as has been done in the past, to provide for professional criteria in addition to those set out in the aforementioned decree.

Finally, the amendments to Section 11 are also mere reformulations and linguistic clarifications, with the sole exception of the proposed deletion of the last sentence stating that in the case of meetings held by conference call, the place of the meeting was deemed to be the place where the person chairing the meeting and the person taking the minutes were both located. This is for the reasons already explained in the comments of the new Section 5 of Article 10 and for the similar amendment of Section 6 of Article 14 of the Bylaws, which was suggested respectively with regard to the taking of minutes of the Shareholders’ Meetings and the meetings of the Board of Directors.

Text in force	Proposed text
Article 22 (Board of Statutory Auditors)	Article 22 (Board of Statutory Auditors)
1. The Board of Statutory Auditors shall be comprised of 3 (three) Statutory Auditors and 3 (three) Alternates. Starting from the first renewal of the Board of Statutory Auditors made after the date on which the laws and regulations relating to gender parity will be applicable, the composition of the Board of Statutory Auditors shall comply with the criteria provided for by the relevant, applicable laws and regulations	1. The Board of Statutory Auditors shall be comprised of 3 (three) Statutory Auditors and 3 (three) Alternates. Starting from the first renewal of the Board of Statutory Auditors made after the date on which the laws and regulations relating to gender parity will be applicable, The composition of the Board of Statutory Auditors shall comply with the criteria provided for by the relevant, applicable

<p>in force from time to time, when applicable, separately with regard both to the Statutory Auditors and the Alternates.</p>	<p>laws and regulations on gender balance in force from time to time, when applicable, separately with regard both to the Statutory Auditors and the Alternates.</p>
<p>2. Statutory Auditors may be reelected at the end of their term of office.</p>	<p>UNCHANGED</p>
<p>3. Nominations, accompanied by the documents required by the applicable laws and regulations, must be filed at the Company's registered office within the deadline and the formalities set forth in the Notice of Shareholders' Meeting or, in absence of the above-mentioned indication, may be submitted directly in the Shareholders' Meeting.</p>	<p>3. Proposed nominations, accompanied by the documents required by the applicable laws and regulations, must be filed at the Company's registered office within the deadline and the formalities set forth in the Notice of Shareholders' Meeting, in compliance with the provisions of law and regulations in force from time to time relative to the submission of individual motions for resolution. or, in absence of the above-mentioned indication, may be submitted directly in the Shareholders' Meeting.</p>
<p>4. Candidates must meet the following professional requirements:</p> <ul style="list-style-type: none"> - At least 1 (one) of the candidates for the post of Statutory Auditor and at least 1 (one) of the candidates for the post of Alternate Auditor must be listed in the Register of Certified Public Accountants and must have exercised a statutory auditing function for at least 3 (three) years; - The remaining candidates, if they do not meet the requirements listed in the previous section, must have at least three years' uninterrupted experience as: <ul style="list-style-type: none"> • managers of accounting or finance and control departments of publicly traded companies; • professionals or teachers at the university level in the fields of law, economics, finance or energy-related technologies and science; • managers of public agencies or public administrations in the energy field. 	<p>4. Candidates must meet the following requirements of professionalism and integrity laid down by law and the regulatory provisions in force from time to time.</p> <p>–At least 1 (one) of the candidates for the post of Statutory Auditor and at least 1 (one) of the candidates for the post of Alternate Auditor must be listed in the Register of Certified Public Accountants and must have exercised a statutory auditing function for at least 3 (three) years;</p> <p>–The remaining candidates, if they do not meet the requirements listed in the previous section, must have at least three years' uninterrupted experience as:</p> <ul style="list-style-type: none"> • managers of accounting or finance and control departments of publicly traded companies; • professionals or teachers at the university level in the fields of law regarding the sector of commercial businesses, economics, finance or energy-related technologies and science; • managers of public agencies or public administrations in the energy field. <p>Candidates who are not enrolled in the register of statutory auditors and who have not practised statutory auditing for a period of not less than three years must have at least three years'</p>

	<p>experience in the last five years in the practice of:</p> <ul style="list-style-type: none"> a) administration or control activities or management tasks in the areas of administration, finance or control, or in legal or corporate affairs in companies with shares listed on a regulated market; or b) professional activities or tenured university teaching in the fields of civil or commercial law, economics or corporate finance, or in technical-scientific subjects related to the energy sector; or c) managerial functions in the sectors referred to in letter a) above at public bodies or public administrations operating in sectors inherent to the activity carried out by the Company as set out in Article 3 of these Bylaws.
<p>5. The Shareholders' Meeting shall elect the Chairman of the Board of Statutory Auditors from among the candidate nominated for the post of Statutory Auditor.</p>	<p>UNCHANGED</p>
<p>6. Any Statutory Auditor who no longer meets the requirements of the applicable laws and these Bylaws shall be removed from his or her office.</p>	<p>UNCHANGED</p>
<p>7. If a Statutory Auditor should forfeit his/her office for any reason, the vacancy shall be filled, until the next Shareholders' Meeting, by the first among the Alternates listed in consecutive order in the resolution adopted by the Shareholders' Meeting. Starting from the first renewal of the Board of Statutory Auditors following the date when the laws and regulations relating to gender parity will be applicable, if this process does not result in compliance with the gender parity requirements of Section 1 above, the vacancy shall be filled by the first among the Alternates listed in consecutive order in the resolution adopted by the Shareholders' Meeting whose election will make it possible to comply with this requirement.</p>	<p>UNCHANGED</p>
<p>8. If the Chairman of the Board of Statutory Auditors should forfeit his/her office for any reason, he/she shall be replaced by the most senior among the</p>	<p>UNCHANGED</p>

remaining Statutory Auditors, without prejudice to the replacement mechanisms set forth in the preceding Section.	
9. If after the replacements made pursuant to Section 7 and/or Section 8 above, the Shareholders' Meeting is required to elect Statutory Auditors and/or Alternates and the Chairman of the Board of Statutory Auditors to fill vacancies on the Board of Statutory Auditors, compliance with statutory provisions governing issues concerning gender parity shall be complied with. The provisions of Section 3 and Section 4 shall also apply.	UNCHANGED
10. The Board of Statutory Auditors is required to meet at least once every 90 (ninety) days.	UNCHANGED
11. Meetings of the Board of Statutory Auditors may be held via teleconferencing or video-conferencing, provided all participants can be identified and are able to follow the proceedings, participate in real time in the discussion of the items on the Agenda and receive, transmit and review documents. If these requirements are met, the meeting of the Board of Statutory Auditors is deemed to have been held at the place where both the chairman of the meeting and the person drawing up the minutes are located.	11. Meetings of the Board of Statutory Auditors may be held via teleconferencing or video-conferencing also or purely by conference call , provided all participants can be identified and are able to follow the proceedings, participate in real time in the discussion of the items on the Agenda and receive, transmit and review documents and be informed in real time . If these requirements are met, the meeting of the Board of Statutory Auditors is deemed to have been held at the place where both the chairman of the meeting and the person drawing up the minutes are located.

TITLE VIII – GENERAL PROVISIONS

Article 29 – Domicile of Shareholders

The proposed amendment to Article 29 of the Bylaws introduces greater flexibility in the regulation of communications between the Company and shareholders, and takes into account the practices followed over time in particular circumstances: the amendment consists in fact in specifying that, as an alternative to domicile, the Company may address specific communications to a different address or using email, if so indicated by the shareholder.

Text in force	Proposed text
Article 29 (Domicile of Shareholders)	Article 29 (Domicile of Shareholders)
1. 1. For all issues concerning transactions with the Company, the domicile of the shareholders is the one listed in the stock record.	1. For all issues concerning transactions with the Company, the domicile of the shareholders is the one listed in the Shareholder Register, unless the

	shareholder has indicated a different address or contact details, including e-mail address, for specific communications.
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The Board of Directors is of the opinion that none of the proposed amendments to the Bylaws illustrated and justified herein grant the right of withdrawal to the Company's shareholders, as none of the prerequisites set forth in the law are met.

Now, therefore, if you agree with the proposal, you are invited to pass the following resolutions.

Motions for resolutions to the Shareholders' Meeting

SIXTH RESOLUTION – Extraordinary shareholders' meeting

“The Shareholders' Meeting,

- having examined the Board of Directors' Report on the item;
- acknowledged the proposals to amend certain articles of the Bylaws;

resolves

- to approve the additions, supplements, rewording and amendments concerning 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 under the terms set forth above;
- to delegate to the Board of Directors, and on its behalf to the legal representatives *pro tempore*, severally, all necessary powers to introduce to the above resolutions any amendments/additions that are necessary and/or appropriate, also as a result of a request from any competent authority, or that may be required for registration in the Register of Companies and file the new text of the Bylaws.

Milan, February 12, 2024

The Board of Directors
By: Nicola Monti
Chief Executive Officer