

EDISON S.p.A. – Ordinary Shareholders’ Meeting on April 28th, 2020 in first call, and on May 27th, 2020 in second call
Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting
pursuant to article. 106, paragraph 4, Law Decree n. 18 on March, 17th, 2020

Pursuant to Law Decree containing measures to strengthen the National health service and economic support for families, workers and business connected to the epidemiological emergency due to COVID-19 approved by the Italian Council of Ministers on March 16th, 2020 and published on Italian Gazzetta Ufficiale on March the 17th, 2020 and as stated in the notice of call of EDISON S.p.A. Shareholders’ Meeting on April 28th, 2020 in first call, and on May 27th, 2020 in second call, published on March 27th, 2020, the proxy can be conferred to Computershare S.p.A.. The present proxy must be notified as an attachment in PDF format to an e-mail sent to ufficiomilano@pecserviziitolit.it. Computershare S.p.A. is at disposal for any kind of information by phone at no. +39 02 46776826 from 9:00 a.m. to 6:00 pm from Monday to Friday or by e-mail to ufficiomi@computershare.it.

PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

*** mandatory information**

The undersigned * Place of birth * Date of birth*
 Tax code *
 Resident in (town/city) * at (street / address) *
 telephone no * e-mail

(2) entitled to exercise the voting right at **04/24/2020** as: registered share holder - legal representative – attorney/proxy holder with authority to sub-delegate pledgee – Taker in - beneficiary interest holder - official receiver– manager – other (specify)
 for no* of ordinary shares **EDISON S.p.A.**..

(3) registered in the name ofPlace of birth *

Date of birth * TAX CodeResident in (town/city) * at (street / address) *

(4) Registered in the securities account no..... At..... Bank Code (ABI)..... Branch Code (CAB)

(5) as resulting from communication no. ... Made by (Bank).....

DELEGATES/SUBDELEGATES Computershare S.p.A. with registered offices in Milan, Via Lorenzo Mascheroni, 19 to attend and vote to Ordinary Shareholders **EDISON S.p.A.** called for on **April 28th, 2020 in first call, and on May 27th, 2020 in second call**, with reference to the above mentioned shares, in accordance with the instructions provided and

DECLARES that no matter of compatibility or suspension are affecting the vote and he/she is aware that:

- under his/her own liability, as proxy holder the compliance of the proxy form electronically provided to the original document and the identity of the proxy grantor;
- in case of amendment or integration of the proposals presented to the Shareholders' Meeting, or in the absence of the expression of the vote, Computershare S.p.A will express a non-vote
- the proxy/subdelegation will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by the Company before the start of the meeting works.

DATE Form of identification (6) (type)* Issued by * no. * SIGNATURE

EDISON S.p.A. – Ordinary Shareholders’ Meeting on April 28th, 2020 in first call, and on May 27th, 2020 in second call
 Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting
 pursuant to article. 106, paragraph 4, Law Decree n. 18 on March, 17th, 2020

VOTING INSTRUCTION

The undersigned (7)

INSTRUCTS the Appointed Representative to vote at the above indicated shareholders’ meeting as follow (8)

RESOLUTIONS TO BE VOTED (9)	VOTING INSTRUCTION
-----------------------------	--------------------

Financial Report

1. Financial Statements at December 31, 2019.			
Section A – vote for resolution proposed by the Board of Directors	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A

2. Determinations regarding the allocation of the loss for the year.			
Section A – vote for resolution proposed by the Board of Directors	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A

Report on compensation policy and on compensation paid

3. “Section One” – Compensation policy regarding the period 2019-2021. Approval.			
Section A – vote for resolution proposed by the Board of Directors	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A

EDISON S.p.A. – Ordinary Shareholders’ Meeting on April 28th, 2020 in first call, and on May 27th, 2020 in second call
 Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting
 pursuant to article. 106, paragraph 4, Law Decree n. 18 on March, 17th, 2020

4. “Section Two” - Compensation paid in 2019. Advisory vote.			
Section A – vote for resolution proposed by the Board of Directors	F	C	A
Section A2 – vote for proposal published pursuant to article 126-bis of TUF (10)	F	C	A

Board of Directors

5. Election of Directors.			
Section C	<i>Istruzioni di voto</i>		
C2 – vote for resolution proposed by holder of majority/relevant interest (11)(in the case, fill in the shareholder which made the proposal)	F	C	A
C3 – vote for resolution proposed by holder of minority interest (11)(in the case, fill in the shareholder which made the proposal)	F	C	A

Board of Statutory Auditors

6. Election of the Board of Statutory Auditors.			
Section C	<i>Istruzioni di voto</i>		
C2 – vote for resolution proposed by holder of majority/relevant interest (11)(in the case, fill in the shareholder which made the proposal)	F	C	A
C3 – vote for resolution proposed by holder of minority interest (11)(in the case, fill in the shareholder which made the proposal)	F	C	A

EDISON S.p.A. – Ordinary Shareholders’ Meeting on April 28th, 2020 in first call, and on May 27th, 2020 in second call
 Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting
 pursuant to article. 106, paragraph 4, Law Decree n. 18 on March, 17th, 2020

7. Election of the Chairman of the Board of Statutory Auditors			
Section C	<i>Istruzioni di voto</i>		
C2 – vote for resolution proposed by holder of majority/relevant interest (11)(in the case, fill in the shareholder which made the proposal)	F	C	A
C3 – vote for resolution proposed by holder of minority interest (11)(in the case, fill in the shareholder which made the proposal)	F	C	A

8. Determination of the compensation of the Chairman of the Board of Statutory Auditors and of the Statutory Auditors.			
Section C	<i>Istruzioni di voto</i>		
C2 – vote for resolution proposed by holder of majority/relevant interest (11)(in the case, fill in the shareholder which made the proposal)	F	C	A
C3 – vote for resolution proposed by holder of minority interest (11)(in the case, fill in the shareholder which made the proposal)	F	C	A

Independent Statutory Audit

9. Assignment, for the financial years 2020-2028, of the annual independent statutory audit engagement and of the semi-annual accounts audit engagement, as well as of other engagements connected with the audit. Assignment of the independent statutory audit engagement to KPMG			
Section A – vote for resolution proposed by the Board of Directors	F	C	A

9 bis (resolution that will be proposed if motion 9 will not reach the number of votes required) Assignment, for the financial years 2020-2028, of the annual independent statutory audit engagement and of the semi-annual accounts audit engagement, as well as of other engagements connected with the audit. Assignment of the independent statutory audit engagement to PricewaterhouseCoopers S.p.A.			
Section A – vote for resolution proposed by the Board of Directors	F	C	A

EDISON S.p.A. – Ordinary Shareholders’ Meeting on April 28th, 2020 in first call, and on May 27th, 2020 in second call
 Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting
 pursuant to article. 106, paragraph 4, Law Decree n. 18 on March, 17th, 2020

10. Determination of the related fee and of the adjustment criteria. Fee of KPMG if appointed auditor (resolution 9)			
Section A – vote for resolution proposed by the Board of Directors	F	C	A

10 bis Determination of the related fee and of the adjustment criteria. Fee of PriceWaterhousecooperS S.p.A. if appointed auditor (resolution 9 bis)			
Section A – vote for resolution proposed by the Board of Directors	F	C	A

Derivative action against Directors			
Vote for proposed derivative action pursuant art. 2393, subsection 2, of Italian civil code upon approval of the annual financial statements <i>(If no voting instruction are indicated, the Appointed Representative will vote C – against)</i>	F	C	A

DATE

SIGNATURE

EDISON S.p.A. – Ordinary Shareholders’ Meeting on April 28th, 2020 in first call, and on May 27th, 2020 in second call
Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting
pursuant to article. 106, paragraph 4, Law Decree n. 18 on March, 17th, 2020

Instructions for filling in and submitting the form

1. **The Proxy form** must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power) via the Appointed Representative together with the **Voting Instructions** reserved to him within **27th April 2020 (and 26th May 2020 in case of second call)**, using one of the following methods:

- 1) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to ufficiomilano@pecserviziitolitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
- 2) **Common Email address Holders**: as an attachment document (PDF format) sent to ufficiomi@pecserviziitolitoli.it. In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. via Mascheroni 19, 20145 Milano (MI).

The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.

2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
4. Provide the securities account number, Bank Codes and Branch Codes of the Depository, or in any case its name, available in the securities account statement.
5. Reference to the communication made by the intermediary and its name.
6. Provide details of a valid form of identification of the proxy signatory.
7. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
8. In accordance to art. 106 DL 17.3.2020 no. 18, the exclusive appointed representative may receive sub-delegations but it is liability of the proxy holder to provide appropriate voting instruction accordingly to the instructions submitted by the original proxy grantor.
9. The resolutions proposed to the shareholders’ meeting, which are briefly referred to herein, are reported in the Reports published on the company website www.edison.it. Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A and C.
The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).
10. There is the Section A2 to receive instructions when an alternative, complementary or additional resolution to the motion proposed by the Board of Directors had been presented and published pursuant to art. 126-bis of the TUF, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.
11. In the absence of a proposal from the Board of Directors or other proposal published subsequently and reported in the instruction form, the Appointed Representative will be called to approve a proposal from those presented at the meeting by the President on behalf of the proposing subjects. Therefore the voting instructions are collected by the Appointed Representative in Section C as the only expression of vote on the proposals presented by the subjects indicated therein. The voting instructions provided in relation to the different characteristics of the proposers indicated in Section C may also be identical to each other but bind the Appointed Representative to cast the vote only if the proposer has the characteristics indicated in the correspondent instruction. In the case of several proposals submitted by various subjects holding minority interests not previously disclosed and not reported in the instruction form, the Appointed Representative will not be able to cast any vote.
12. Indicate the number of the list or the proposal (as provided on the Company website) that you want to vote “for” or indicate your preference to vote against (C) or to abstain (A) which will apply to all lists/proposals. If only one list/proposal is presented, the voting instructions will relate to that one.

EDISON S.p.A. – Ordinary Shareholders' Meeting on April 28th, 2020 in first call, and on May 27th, 2020 in second call

Proxy form to confer the proxy/sub delegation to the Appointed Representative exclusively entitled to attend to the Meeting pursuant to article. 106, paragraph 4, Law Decree n. 18 on March, 17th, 2020

INFORMATION ON PERSONAL DATA PROCESSING

Notice pursuant to art. 13 of the Regulation(EU) 2016/679 (the "Regulation")

Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, "**Computershare**" or the "**Controller**"), as controller of "**Processing**" (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present "Information on Personal Data Processing", in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

1. PURPOSE AND LEGAL BASIS OF THE PROCESSING

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders' meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies* of TUF.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

2. THIRD PARTIES

Computershare can communicate the Data for the same purposes for which they were collected to Supervisory and Control Authorities and Bodies, or other subjects indicated by them, by virtue of provisions issued by the same, or established by laws, including EU laws, by regulations or from administrative practices.

3. DATA PROCESSING

Computershare processes the Data of the interested parties in a lawful and correct manner and in order to ensure their confidentiality and security. The treatment - which includes the collection and any other operation contemplated in the definition of "treatment" pursuant to art. 4 of the Regulation (including, but not limited to, the registration, organization, processing, communication, storage, destruction of Data) - is carried out using manual, IT and / or telematic tools, with organizational methods and with logic strictly related to the purposes indicated. The Data are kept for the time strictly necessary in relation to the purposes for which they are collected, in compliance with the current legislation on the matter and any provisions of the Supervisory Authority.

4. RIGHTS OF THE DELEGATING PARTY

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed . The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders' meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address dataprotection@computershare.it. For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/Pages/Privacy.aspx>.

Computershare S.p.A.