

## CALL NOTICE OF SHAREHOLDERS' MEETING

The shareholders of Edison S.p.A. are called to a meeting, convened in ordinary session, in Milan, Foro Buonaparte 31 on

**Thursday June 24, 2021 at 11:00 a.m.,**

to resolve upon the following

### Agenda

Posting to the financial statements, pursuant to Article 110 of Law Decree no. 104 of August 14, 2020, converted with amendments by Law no. 126 of October 13, 2020, and subsequently supplemented by Article 1, paragraph 83 of Law no. 178 of December 30, 2020, of a tax restriction on a portion of the share capital for an amount of 1,572,280,356.02 euros.

#### ***1. Legitimate entitlement to attend the Shareholders' Meeting***

Without prejudice to the provisions of the next paragraph, 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 Tuesday June 22, 2021 (Record Date)**, are entitled to take part in the Shareholders' Meeting, and to exercise the voting right, exclusively on the basis of conferral of the appropriate proxy or proxy/sub-proxy to the appointed representative (Computershare S.p.A.), as specified below. 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 and without prejudice to the principle according to which participation and voting at the Shareholders' Meeting can take place exclusively through conferral of the appropriate proxy or sub-proxy to the appointed representative (Computershare S.p.A.).

#### ***2. Participation and Vote by proxy through the Representative Appointed by Edison S.p.A.***

In order to reduce the risks stemming from the COVID-19 health emergency, **participation at the Shareholders' Meeting can only take place through the representative appointed** by the Company pursuant to Article 135-*undieces* of Legislative Decree no. 58/1998 and subsequent amendments ("TUF") (hereinafter the "**Appointed Representative**"), as permitted by Article 3, paragraph 6, of Legislative Decree no. 183 of December 31, 2020, converted into Law no. 21 of February 26, 2021, which has extended the provision set out

#### Edison Spa

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

in Article 106, paragraph 4, of Legislative Decree no. 18 of March 17, 2020, converted into Law no. 27 of April 24, 2020. For this communication, the Company identified **Computershare S.p.A.** as the Appointed Representative.

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 are available from the Company’s registered office and on its website (<https://www.edison.it/en/shareholders-meeting-june-2021>).

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** reserved to him, through one of the following alternative methods:

- a) **Registered Email Holders (PEC)**: as an attachment document (PDF format) sent to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
- b) **Digital Signature Holders (FEA)**: as an attachment document with digital signature sent to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it) in the event that the Proxy Grantor is a Digital Signature Holder;
- c) **Common Email address Holders**: as an attachment document (PDF format) sent to [ufficiomilano@pecserviziotitoli.it](mailto:ufficiomilano@pecserviziotitoli.it). In this case, the hard copy of the Proxy Form to the Appointed Representative shall be sent via ordinary mail service to Computershare S.p.A. via Lorenzo Mascheroni, 19, 20145 Milano, as soon as possible.

The transmission of the Proxy 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.

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 his powers of representation (copy of chamber of commerce search, power of attorney or other appropriate deed).

The Proxy 135-*undecies*, with the associated voting instructions, must be received by the Appointed Representative by the end of the second stock market trading day before the Shareholders' Meeting (and therefore **by Tuesday June 22, 2021**). The Proxy 135-*undecies* and voting instructions to the Appointed Representative 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, must be received **by Wednesday June 23, 2021 at 12:00 p.m.**, without prejudice to the fact that Computershare S.p.A. 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, the company Computershare S.p.A., 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 Shareholders' Meeting shall only be held through telecommunication methods, and the instructions relating to the methods of participation shall be communicated by the Company individually to those legitimately entitled to attend.

Additional information may be found on the Company website (<https://www.edison.it/en/shareholders-meeting-june-2021>).

The Appointed Representative will be available for clarifications or information through the Help Desk number 02-46776826/11, as well as at the email address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

### ***3. Additions to the agenda or submission of resolution proposals on matters already on the agenda***

Pursuant to Article 126-*bis* 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 Monday May 31, 2021**, to add to the list of matters to be discussed, or submit resolution proposals on matters already on the agenda, specifying in the request the additional topics or the resolution proposals they are submitting.

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) by sending a registered letter with advice of receipt to the address:

Edison S.p.A.

(Ref. “*Corporate Affairs & Governance - Integrazione OdG Assemblea Edison SpA 24 giugno 2021*”)

Foro Buonaparte, 31

20121 MILAN – Italy;

b) by means of a communication to the certified email address:  
[assemblea.azionisti@pec.edison.it](mailto:assemblea.azionisti@pec.edison.it).

Requesting shareholders must also send the Company, with the same methods and within the same term of **Monday May 31, 2021**, as specified above, a report indicating the justification of the resolution proposals on the matters for which discussion is proposed, or the justification relating to the resolution proposals submitted on matters already on the agenda.

Any additions to the agenda or the submission of 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 Wednesday June 9, 2021**), 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 resolution proposals will be made available to the public at the registered office, on the Company’s website at <https://www.edison.it/en/shareholders-meeting-june-2021> and on the “eMarket Storage” authorised storage mechanism ([www.emarketstorage.com](http://www.emarketstorage.com)), accompanied by any assessments of the Board of Directors.

Additional information may be found on the Company website (<https://www.edison.it/en/shareholders-meeting-june-2021>).

#### **4. Right to ask questions before the Shareholders’ Meeting**

Pursuant to Article 127-ter of the TUF, those entitled to vote may ask questions about the items on the agenda 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 Tuesday June 15, 2021**:

a) by sending a letter to the address:

Edison S.p.A.

(Ref. “*Corporate Affairs & Governance - Domande Assemblea Edison SpA 24 giugno 2021*”)

Foro Buonaparte, 31

20121 MILAN – Italy;

b) by means of a communication to the certified email address:

[assemblea.azionisti@pec.edison.it](mailto:assemblea.azionisti@pec.edison.it).

Parties who certify that they own shares (at the date of **Tuesday June 22, 2021 - Record Date**), are entitled to receive a response, by sending, within **Friday June 18, 2021**, the communication 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 organisation 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 the latest at least **2 days before the Shareholders' Meeting on first call, and therefore by Tuesday June 22, 2021**, through publication in the appropriate section of the Company's website. The Company may provide a single response to questions with the same content.

### **5. Documentation and information**

The documentation relating to the items on the agenda will be made available to the public at the Company's registered office, on the Company's website at <https://www.edison.it/en/shareholders-meeting-june-2021> and in the authorised storage mechanism "eMarket Storage" ([www.emarketstorage.com](http://www.emarketstorage.com)) within 30 days prior to the Shareholders' Meeting, without prejudice to what specified at paragraph no. 3 in this call notice or on the Company website mentioned above.

The shareholders and other parties entitled to participate in the Shareholders' Meeting are entitled to obtain a copy of it.

Additional information may be requested from *Corporate Affairs & Governance* by calling 02.62227465 or 02.62227985.

Edison S.p.A.'s subscribed and paid up share capital totals 4,736,117,250.00 euros, divided into 4,626,557,357 common shares and 109,559,893 savings shares, all with a par value of 1 euro each.

This notice is published on the Company website (<https://www.edison.it/en/shareholders-meeting-june-2021>) as well as in excerpt form in the daily newspaper "*Il Sole 24 Ore*", and sent to Borsa Italiana S.p.A., through eMarket SDIR, and the authorised storage mechanism "eMarket Storage" ([www.emarketstorage.com](http://www.emarketstorage.com)).

Pursuant to European Regulation 2016/679 and Legislative Decree 196/2003 as amended, the Data Controller for personal data is Edison S.p.A. A full disclosure on data processing in relation to the exercise of rights correlated with the Shareholders' Meeting is available on the website [www.edison.it](http://www.edison.it) ("Governance" / "2021 June Ordinary Shareholders' Meeting / Shareholders' Rights").

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The date and/or location and/or methods of holding of the Shareholders' Meeting indicated in this call notice could change if further measures are issued by the competent Authorities in light of the COVID-19 emergency - effective as at June 24, 2021 - in relation to the current



epidemic and its developments which are currently unforeseeable. Any changes shall be promptly notified using the same methods envisaged for publication of the call notice.

Milan, May 21, 2021

The Board of Directors  
by: Nicola Monti  
*Chief Executive Officer*