

CALL NOTICE OF SHAREHOLDERS' MEETING

The ordinary 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 paragraphs 2 and 3, on

Thursday, April 3, 2025 at 11:00 a.m.

to resolve upon the following

Agenda

Ordinary Session

Financial Report

1. Financial Statements at December 31, 2024.
2. Allocation of the year's profit.

Report on compensation policy and on compensation paid

3. "Section One" - Compensation policy regarding the period 2024-2025. Approval.
4. "Section Two" - Compensation paid in 2024. Advisory vote.

Board of Directors

5. Determination of the number of Directors.
6. Appointment of the Board of Directors.
7. Appointment of the Chairman of the Board of Directors.
8. Determination of the term of office of the Directors.
9. Determination of the compensation of the Board of Directors.

Extraordinary Session

Amendments of the Bylaws

10. Integration of Article 21 (Corporate Accounting Documents Officer) of the Bylaws to regulate the appointment process and the professional requirements for the manager who issues the certification referred to in Article 154-bis, paragraph 5-ter of Legislative Decree No. 58 of 24 February 1998, concerning sustainability reporting.

1. 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 Tuesday April 1, 2025 (Record Date)**, are entitled to take part in the Shareholders' Meeting and to exercise the

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20121 Milano
Tel. +39 02 6222 1

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

voting right, according exclusively to the methods indicated in paragraph 2. 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 by the Company in compliance with applicable regulations, by the beginning of the Shareholders' Meeting proceedings.

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

As determined by the Company and permitted by Article 10, Section 3 of the Bylaws, **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*.1 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:

- i) pursuant to Article 135-*undecies* of the TUF directly by the person holding the voting right;
- ii) in derogation of Article 135-*undecies*, paragraph 4 of the TUF, by the person delegated pursuant to Article 135-*novies* of the TUF by the person holding the voting right;

by filling in and signing the specific form, prepared by said Appointed Representative, in agreement with the Company (hereinafter, respectively, the "**Proxy**" and the "**Proxy Form**").

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

The Proxy Form will be available **from Friday February 28, 2025** from the Company's registered office and on its website (<https://www.edison.it/en/shareholders-meeting-april-2025>).

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

The Proxy Form 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@pecserviziolitoli.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 April 3, 2025 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 April 3, 2025 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 April 3, 2025 Edison SpA”). In this case, the hard copy of the Proxy Form, 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, 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 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.

The Proxy, 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 Tuesday April 1, 2025**). The Proxy 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 is not effective with regards to proposals for which voting instructions have not been conferred.

It should be noted that, considering the exercise the voting right only through the Appointed Representative, 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-april-2025>).

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.

3. Participation of the subjects entitled also by means of telecommunication

As determined by the Company and permitted by Article 10, Section 5 of the Bylaws in the event of participation and vote by proxy exclusively through the representative appointed, the participation at the Shareholders' Meeting of the **subjects entitled** (Chairman, directors, statutory auditors, 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, and without prejudice, in consideration of the provisions of Maxima 187 of the Milan Board of Notaries, to the presence of the secretary of the meeting at the Company's registered office.

4. 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 Monday March 10, 2025**, 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, April 3, 2025")
Foro Buonaparte, 31
20121 MILAN - Italy.

Requesting shareholders must also send the Company, with the same methods and **within the same term of Monday March 10, 2025**, 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 Wednesday, March 19, 2025**), 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-april-2025> 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-april-2025>).

5. Submission of individual resolution proposals on matters already on the agenda pursuant to Art. 135-undecies.1, paragraph 2, of the TUF

Without prejudice to the provisions of Article 126-bis, paragraph 1, first sentence of the TUF, those entitled with voting rights may **individually submit resolution proposals** on the matters on the agenda, or proposals whose submission is otherwise permitted by law, by the fifteenth day prior to the date of the Shareholders' Meeting on first call (**by Wednesday March 19, 2025**):

- 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 – Individual proposals on matters already on the agenda of Edison SpA Shareholders' Meeting, April 3, 2025")
Foro Buonaparte, 31
20121 MILAN – Italy.

Entitlement to submit individual resolution proposals is subject to receipt by the Company of the communication of the intermediary attesting to ownership of the investment **on the date of the request and until the Record Date**.

Filings of proposals must be accompanied by the personal data of the subject entitled with voting rights (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.

Any individual resolution proposal shall be announced via publication on the Company's website (<https://www.edison.it/en/shareholders-meeting-april-2025>) within two days following the aforementioned deadline (i.e. **by Friday March 21, 2025**).

It should be noted that, considering the fact that those entitled can attend the Shareholders' Meeting and exercise their voting rights exclusively through the Appointed Representative, **no resolution proposals may be presented directly during the Shareholders' Meeting.**

6. Appointment of the Board of Directors

Nominations and other proposals for the appointment of the Board of Directors may be submitted by all the holders of voting rights in the same manner and within the same time deadlines as set forth in paragraph 5 above.

Any entries posted to the account of the filing shareholder subsequent to the proposals' filing date will have no effect on the eligibility to exercise this right.

Together with the nominations, the following documents shall be filed for each candidate:

- a) an affidavit stating that he/she accepts the nomination and will accept the post if elected;
- b) an affidavit attesting that there are no reasons making him/her unelectable or incompatible or which would cause him/her to be removed from office or interdicted, and that he/she has the qualifications required for this post pursuant to the relevant regulations and the Bylaws;
- c) an affidavit attesting that he/she meets the integrity requirements of the applicable regulations and the Bylaws;
- d) an affidavit attesting that he/she meets the independence requirements of Article 148, Section 3, of the TUF, as referring to Article 147-ter, section 4 of the TUF, and of Article 2, Principle VI and Recommendations 6 and 7 of the Corporate Governance Code; and
- e) a curriculum vitae providing exhaustive information about his/her personal and professional background, with a listing of any posts held in administration and control bodies at other companies.

Those entitled with voting rights are asked to accompany their nominations with a comment regarding the diversity policies pursued.

Nominations for appointment and any additional proposal for the election of the Board of Directors will be made available to the public, within the deadline referred to in paragraph 5 above, at the Company's registered office and on its website at the address <https://www.edison.it/en/shareholders-meeting-april-2025>, and on the authorized storage mechanism "eMarket Storage" (www.emarketstorage.com), so that those with voting rights may view them in order to confer the Proxies to the Appointed Representative with the relative voting instructions.

Any change that may occur in the communicated data prior to the date when the Shareholders' Meeting is effectively held shall be promptly communicated to the Company.

For the purpose of submitting proposals, it should be noted that Edison's By-Laws requires that the Board of Directors shall be comprised of a minimum of 5 (five) Directors and a maximum of 13 (thirteen) Directors, who must meet the requirements of the relevant laws and regulations in force from time to time.

The composition of the Board of Directors must be compliant with the requirements of gender balance provisions and, therefore, at least 2/5 (two-fifths) of the elected Directors must belong to the less represented gender (such number is to be rounded up to the nearest whole number).

Furthermore, at least 1 (one) Director, if the Board of Directors has at most 7 (seven) members, or at least 2 (two) Directors, if the Board of Directors has more than 7 (seven) members, must also meet the independence requirements set forth for Statutory Auditors by art. 148, paragraph 3 of the TUF and, considering that Edison adheres to the *Corporate Governance Code*, must be independent according to the criteria indicated in the Code (Article 2, Principle VI and Recommendations 6 and 7).

Considering that the procedure of voting nominations will not concern single candidates, but all the members to be elected as a whole, the proposals for the appointment of the Board of Directors must indicate the entire composition of the Board of Directors, and therefore they must contain a number of nominations between five and thirteen.

For further information about the criteria in terms of the diversity, composition of the Board of Directors and the number of posts compliant with the office, please refer to the report of the Board of Directors, available to the public at the Company's registered office, on the Company's website at <https://www.edison.it/en/shareholders-meeting-april-2025> and in the authorised storage mechanism "eMarket Storage" (www.emarketstorage.com).

7. *Order of voting proposals*

In the event of proposals for resolutions on the items on the agenda, submitted by Shareholders pursuant to paragraphs 4, 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 by the proposer.

8. *Right to ask questions before the Shareholders' Meeting*

Considering the fact that those entitled can attend the Shareholders' Meeting and exercise their voting rights exclusively through the Appointed Representative pursuant Article 135-undecies.1, paragraph 3 of the TUF, the right to ask questions on the items on the agenda pursuant to Article 127-ter of the TUF is allowed to those entitled to vote exclusively before the Shareholders' Meeting.

Questions, to be submitted in writing, must be accompanied by the personal data of the subject entitled with voting rights (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 March 25, 2025:**

- 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 April 3, 2025 Edison SpA").
Foro Buonaparte, 31
20121 MILAN – Italy.

Parties who certify that they own shares (at the date of **Monday, April 1, 2025 - Record Date**), are entitled to receive a response, by sending, **within Friday 28, 2025**, 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 from legitimately entitled persons and which concern the items on the agenda, at least **3 days before the Shareholders' Meeting on first call, and therefore starting from Monday, March 31, 2025**, 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. Composition of Share Capital

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. Each ordinary share is attributed 1 (one) vote. Holders of savings shares are not entitled to vote in ordinary and extraordinary shareholders' meetings.

10. Documentation and information

The report of the Board of Directors illustrating the items on the agenda concerning the appointment of the Board of Directors and the amendments of the Bylaws 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-april-2025> as well as on the authorized storage mechanism "eMarket Storage" (www.emarketstorage.com) simultaneously with the publication of this notice, and therefore on **Friday February 28, 2025**.

The Annual Financial Report at December 31, 2024, which includes the Draft Financial Statements, the Consolidated Financial Statements and the Report on Operations (including in its turn the Consolidated Sustainability Report and the Report on Corporate Governance and on the Company's Ownership Structure) together with the Auditing Reports and the

Report on compensation policy and on compensation paid, are made available to the public **from Friday February 28, 2025**, 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 2024 Report of the Board of Statutory Auditors, pursuant to Art. 153 of legislative decree 58/1998, will be available to the public **by Thursday March 13, 2025** 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.

This notice is published on the Company's website (<https://www.edison.it/en/shareholders-meeting-april-2025>) 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 April 2025 / Shareholders' Rights").

Milan, February 28, 2025

For the Board of Directors
The Chief Executive Officer
Nicola Monti

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