

NOTICE OF SHAREHOLDERS' MEETING

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

Tuesday April 2 , 2019 at **11:00 AM**,

to resolve upon the following

Agenda

Financial Report

1. Financial Statements at December 31, 2018.
2. Allocation of net profit of the year 2018.

Compensation Report

2. Consultation on “Section one” of the Compensation Report.

Board of Directors

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

Eligibility to Attend the Shareholders' Meeting

Only shareholders who, based on the evidence provided by an intermediary, held voting rights at the close of business of the second business day prior to the date set for the Shareholders' Meeting on first calling, i.e., **at the close of business of Saturday March 30, 2019 (Record Date)**, will be eligible to exercise their right to vote. Any shareholders holding voting rights after the Record Date will not be eligible to attend and vote at the Shareholders' Meeting. A sale of the shares after the Record Date will have no impact on the eligibility to attend the Shareholders' Meeting. The eligibility to attend must be certified by means of a communication provided by an intermediary, in favor of the party holding the right to vote, in accordance with its accounting records attesting that the shares were credited to the account of that party, at the close of business of the abovementioned date.

In accordance with the applicable regulations, the above communication must be received by the Company before the Shareholders' Meeting is called to order on each calling.

Attendance and Voting by Proxy Including Through the Representative Designated by Edison S.p.A.

Any party who is eligible to attend and vote at the Shareholders' Meeting may choose to be represented at the Meeting by means of a written proxy, with the option of using for this purpose the proxy form available on the relevant page of the Company website (<https://www.edison.it/en/shareholders-meeting-april-02-2019>) and at the Company's registered office. The proxy may also be conveyed with an IT document signed in electronic format.

The proxy may be notified to the Company as follows:

a) by regular mail to the following address:

Computershare S.p.A.

(Rif. "Delega per Assemblea del 02/04/2019 Edison SpA")

Via Lorenzo Mascheroni, 19

20145 MILANO – Italy;

b) by fax to the number +39.02.46776850;

c) as an attachment to a certified e-mail sent to the address:

ufficiomilano@pecserviziotitoli.it.

Together with the proxy form, eligible parties shall also submit a copy of a valid identification document and, in the case of companies, evidence of their powers as representatives (copy of Chamber of Commerce document, power of attorney or other suitable document).

Any documents notified in advance shall not relieve the proxy agent, upon being accredited for access to the Shareholders' Meeting, from the obligation 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.

Alternatively, eligible parties may appoint as their proxy agent, free of charge, not later than the end of the second business day prior to the date of the Shareholders' Meeting (**by Friday March 29, 2019**) the representative designated by the Company (the "Designated Representative") 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 Designated Representative **Computershare S.p.A.**

The appointment of the abovementioned Designated Representative as proxy agent must be granted by filling and signing the proxy form provided for this purpose, available at the Company's registered office or on its website (<https://www.edison.it/en/shareholders-meeting-april-02-2019>).

The original of the proxy must be delivered to the Designated Representative, with voting instructions for all or some of the items on the Agenda, at the following address:

Computershare S.p.A.
Via Lorenzo Mascheroni, 19
20145 MILANO – Italy.

A copy may be sent in advance: a) by fax to the number +39.02.46776850; b) as an attachment to a certified e-mail sent to the address ufficiomilano@pecserviziotitoli.it.

Together with the proxy form, eligible parties shall also submit a copy of a valid identification document and, in the case of companies, evidence of their powers as representatives (copy of Chamber of Commerce document, power of attorney or other suitable document).

The proxy to the Designated Representative shall have no effect with respect to the items for which no voting instructions are provided.

A proxy and the corresponding voting instructions may be revoked by means of a written statement, issued with the same modalities, by the abovementioned deadline (**i.e. by Friday March 29, 2019**).

Additional information is available on the Company website (<https://www.edison.it/en/shareholders-meeting-april-02-2019>).

Starting on **March 1, 2019**, the Designated Representative will be available to answer questions at the Help Desk number +39.02-46776826/39/11 and at the following e-mail address: ufficiomi@computershare.it.

Right to Amend the Agenda or File Additional Motions Regarding Item Already on the Agenda

Pursuant to Article 126-*bis* of the "TUF", shareholders who, individually or jointly, represent at least one-fortieth of the Company's share capital may submit a request, within 10 days from the publication of the Notice of Shareholders' Meeting (i.e., by **Saturday March 9, 2019**), to amend the Meeting's Agenda or file additional motions regarding item already on the Agenda, listing on their request the additional items or the additional motions that they are filing.

Amendments are not allowed for items for which the Shareholders' Meeting is required, pursuant to law, to deliberate based on a motion submitted by the Directors or based on a plan or report prepared by the Directors, different from those referred to in Article 125-*ter*, Section 1, of the TUF.

Requests must be delivered in writing to the Company, together with a communication by an intermediary certifying the ownership of the equity stake on the date of the request, as follows:

a) hand delivered or by registered mail, with return receipt, send to the address:

Edison S.p.A.

(Rif. "Corporate Affairs – Integrazione OdG Assemblea del 02/04/2019 Edison SpA")

Foro Buonaparte, 31

20121 MILANO – Italy;

b) a communication sent by certified e-mail to the following address:

assemblea.azionisti@pec.edison.it.

Requests must also be accompanied by the personal data of the requesting party (first and last name, place and date of birth, or, in the case of entities or companies, name, registered office and tax number).

Requesting shareholders shall deliver to the Company, in the same manner and by the same deadline (**Saturday March 9, 2019**), mentioned above, a report showing the rationale for the motions regarding the items being submitted for discussion or the rationale for additional motions regarding items already on the Agenda.

Additional information is available on the Company website (<https://www.edison.it/en/shareholders-meeting-april-02-2019>).

Right to Submit Questions Prior to the Shareholders' Meeting

Pursuant to Article 127-ter of the TUF, persons eligible to vote may submit questions about the items on the Agenda prior to the Shareholders' Meeting.

Questions must be received **by Thursday March 28, 2019** and must be submitted in writing to the Company as follows:

a) hand delivered or by a letter mailed to the address:

Edison S.p.A.

(Rif. "Corporate Affairs – Domande Assemblea del 02/04/2019 Edison SpA")

Foro Buonaparte, 31

20121 MILANO – Italy;

b) a communication sent by certified e-mail to the following address:
assemblea.azionisti@pec.edison.it.

Requests must also be accompanied by the personal data of the requesting party (first and last name, place and date of birth, or, in the case of entities or companies, name, registered office and tax number).

Persons who can certify that they held their shares on **Saturday March 30, 2019 (Record Date)** are entitled to receive an answer, provided they can deliver, concurrently with or subsequent to the submission of a question, a communication of the intermediary for the purpose of exercising this right, or a copy thereof, or provide reference data from the communication of the intermediary for the purpose of attending the Shareholders' Meeting.

In order to facilitate the organization of the answers provided, questions must contain a reference to the page number of the corresponding Report of the Board of Directors or other document provided to the Shareholders' Meeting.

Questions from eligible parties that are received prior to the Shareholders' Meeting and are pertinent to the items on the Agenda shall be answered at least two days prior to the shareholders' meeting also by publication in a specific section of the company website. The Company may provide a single answer to question with the same content.

Appointment of the Board of Directors

Nominations for the appointment of Directors may be filed up to the day of the Shareholders' Meeting by shareholders who have a right to vote at the Meeting.

The Board of Directors shall be comprised of a minimum of 5 (five) Directors and a maximum of 13 (thirteen) Directors. Directors must meet the requirements of the relevant laws and regulations. At least 1 (one) Director (or any different minimum number required by the applicable laws and regulations) must also meet the independence requirements of the applicable laws and regulations. With regard to the issue of gender parity, the composition of the Board of Directors must be consistent with the criteria set in the relevant laws and regulations.

Nominations for the appointment of Directors, signed by the filing shareholder, must be submitted at the Company's main office:

- a) by delivering them to the following address:
Edison S.p.A.
(Rif. "Corporate Affairs – Candidature Assemblea del 02/04/2019 Edison SpA")
Foro Buonaparte, 31
20121 MILAN – Italy;
- b) by communicating them to the following certified e-mail address:
assemblea.azionisti@pec.edison.it;
- c) by filing them directly at the Shareholders' Meeting.

Filings of nominations for appointment must be accompanied by information that allows the identification of the filing party. Within the date of the Shareholders' Meeting, the filing party shall ensure that a communication issued by a qualified intermediary, attesting the registration of the shares in his/her name on the date the nominations are filed, is duly delivered.

Any entries posted to the account of the filing shareholder subsequent to the nominations' 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 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 Article 3 of the Corporate Governance Code promoted by Borsa Italiana;
- 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.

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.

As soon as they become available, nominations for appointment will be made available to the public at the Company's main office and on its website at the address <http://www.edison.it/en/shareholders-meeting-april-02-2019>, and on the authorized storage mechanism "eMarket Storage" (www.emarketstorage.com).

Documents and Information

The documents concerning the items on the Agenda, required pursuant to the laws currently in effect, will be available to the public at the Company's main office and on its website at the address <https://www.edison.it/en/shareholders-meeting-april-02-2019> and on the authorized storage system "eMarket Storage" (www.emarketstorage.com) within the deadline required by current laws and specified on the abovementioned Company website.

Shareholders, as well as those, if different, who are entitled to take part at the Shareholders' Meeting, have the right to review the abovementioned documents on file at the Company's registered office and obtain a copy of those documents.

Additional information is available from the Corporate Affairs Department by calling the telephone numbers +39.02.62227465, +39.02.62227514 or +39.02.62227985.

The subscribed and paid-in share capital of Edison S.p.A. amounts to 5,377,000,671.00 euros, divided into 5,266,845,824 ordinary shares and 110,154,847 savings shares, all with par value of 1 euro.

This Notice is published on the Company website (<https://www.edison.it/en/shareholders-meeting-april-02-2019>) and, as an excerpt, in the newspaper *Il Sole 24 Ore*, and was sent to Borsa Italiana S.p.A., through the eMarket SDIR system, and the authorized storage system "eMarket Storage" (www.emarketstorage.com).

Milan, February 27, 2019

The Board of Directors
by: Marc Benayoun
Chief Executive Officer