

The dates 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 April 12, 2021 or April 13, 2021 or April 14, 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.

NOTICE OF SPECIAL SHAREHOLDERS' MEETING OF THE HOLDERS OF SAVINGS SHARES

The holders of Edison S.p.A. savings shares are called to a Special Meeting, convened in session, in Milan, Foro Buonaparte, 31 on:

- **Monday, April 12, 2021 at 3:30 p.m.** on the first calling and, if necessary,
- **Tuesday, April 13, 2021 at 3:30 p.m.** on the second calling or
- **Wednesday, April 14, 2021 at 3:30 p.m.** on the third calling

to resolve upon the following

Agenda

1. Approval of the report of the fund established for the expenses needed to protect the common interest.
2. Election of the Common Representative of the Savings Shareholders.
3. Determination of the length of the term of office of the Common Representative of the Savings Shareholders.
4. Determination of the compensation of the Common Representative of the Savings Shareholders.

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 seven stock market trading days before the date set for the Shareholders' Meeting on the first call, and therefore, **at the end of Tuesday, March 30 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'

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Partita IVA 08263330014 - REA di Milano 1698754

Meeting proceedings on single call 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 proxy/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 Art. 3, paragraph 6, of Decree Law no. 183 of December 31, 2020, converted into Law no. 21 of February 26, 2021, which extended the provision set forth in Art. 106, paragraph 4, of Decree Law no. 18 of March, 17, 2020, converted into Law no. 27 of April 24, 2020. For this Shareholders' Meeting, the Company identified **Computershare S.p.A.** as the Appointed Representative.

The proxy to the Appointed Representative can be conferred:

- pursuant to Article 135-*undieces* of the TUF, directly by the person holding the voting right (the "**Proxy 135-undieces**"), by filling in and signing the specific form, prepared by said Appointed Representative, in agreement with the Company, called "**Proxy Form 135-undieces**";
- or, in derogation of Article 135-*undieces*, 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-undieces** and the **Proxy/Sub-proxy 135-novies**, together, the "**Proxy to the Appointed Representative**" and the **Proxy Form 135-undieces** 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 on the Company's website (<https://www.edison.it/en/special-shareholders-meeting-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@pecserviziottoli.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 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. 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 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.

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 Thursday, April 8, 2021 for the first calling, or Friday, April 9, 2021 for the second calling and Monday, April 12, 2021 for the third calling**). 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 **no later than Friday, April 9, 2021 at 12:00 p.m. for the first calling, or by Monday, April 12, 2021 at 12:00 p.m. for the second calling, or by Tuesday, April 13, 2021 at 12:00 p.m. for the third calling**, without prejudice to the fact that Computershare S.p.A. may accept the Proxies/Sub-proxies 135-*novies* and/or voting instructions even after the above-mentioned term and before 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 by the opening of 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, through the Common Representative of the savings shareholders, individually to those legitimately entitled to attend.

Additional information may be found on the Company website

(<https://www.edison.it/en/special-shareholders-meeting-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.

2. *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 of the TUF, those holders of savings shares who, including jointly, represent at least one-fortieth of the share capital represented by shares of this class may request, within 10 days of the publication of the call notice, and therefore **by Monday March 22, 2021**, additions to the list of items 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.

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 Common Representative of the savings shareholders, along with the communication of the intermediary attesting to ownership of the investment on the date of the request:

- a) by means of a communication to the certified email address: lucianoduccio.castelli@milano.pecavvocati.it
- b) by means of a communication to the email address: luciano.castelli@lcalex.it

The requesting shareholders must also send the Common Representative of the savings shareholders, with the same methods and within the same term of **Monday March 22, 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 on first calling (or **by Sunday, March 28, 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 and/or additional resolution proposals submitted will be made available to the public at the registered office, on the Company's website at <https://www.edison.it/it/assemblea-speciale-2021>, and on the "eMarket Storage" authorised storage mechanism (www.emarketstorage.com), accompanied by any assessments of the Common Representative of the savings shareholders.

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

4. *Submission of resolution proposals on matters already on the agenda pursuant to Art. 126-bis, paragraph 1, second-to-last sentence, of the TUF*

Considering the fact that participation in the Shareholders' Meeting is permitted exclusively through the Appointed Representative, with reference to this Shareholders' Meeting, those 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 by **Tuesday, March 30, 2021 (Record Date)**.

The proposals, to be submitted in writing, must be accompanied by the personal data of the proposing 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 Common Representative of Savings Shareholders, along with the communication of the intermediary attesting to ownership of the equity investment on the **Record Date**:

- a) to the certified email address: lucianoduccio.castelli@milano.pecavvocati.it
- b) to the email address: luciano.castelli@lcalex.it

Any resolution proposals on matters already on the agenda shall be announced by **Thursday, April 1, 2021** via publication on the Company's website (<https://www.edison.it/en/special-shareholders-meeting-2021>), so that those with voting rights may view them in order to confer the Proxies to the Appointed Representative with the relative voting instructions. Savings shareholders are in any event asked to ensure that their proposals are received by the Common Representative of Savings Shareholders in due time prior to the date specified above, so as to provide prompt disclosure to the market.

5. Proposals for the appointment of the Common Representative of Savings Shareholders

In addition to what is set forth above in points 3 and 4, the submission of a proposal for nomination to the office of Common Representative of Savings Shareholders must be accompanied by:

- a) information that allows for the identification of the candidate;
- b) the declaration of acceptance of the nomination and any appointment;
- c) the CV containing an exhaustive disclosure on the personal and professional characteristics of the candidate, including the offices held in other listed companies;
- d) the statement that he/she meets the eligibility requirements laid out by Art. 2417 of the Italian Civil Code, as referenced in Art. 147 of the TUF, and that there are no causes for his/her ineligibility for, or removal from, the office.

As soon as they are available, the nominations, as well as the proposals concerning the term of office and the compensation of the Common Representative of Savings Shareholders, shall be made available to the public according to the methods laid out in points 3 and 4, respectively.

6. 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 must be received **within 7 (seven) open stock market trading days before** the date set for the Special Shareholders' Meeting on first calling and, therefore, **by Tuesday, March 30, 2021**. These must be presented in writing to the Common Representative of the savings shareholders:

- a) by means of a communication to the certified email address: lucianoduccio.castelli@milano.pecavvocati.it
- b) by means of a communication to the email address: luciano.castelli@lcalex.it.

The requests 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.

Parties who certify that they own shares (at the date of **Tuesday, March 30, 2021 - Record Date**), are entitled to receive a response, by sending, within **Friday, April 2, 2021**, 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.

A response shall be provided by the Common Representative of Savings Shareholders to the questions received before the Shareholders' Meeting from legitimately entitled persons and which concern the items on the agenda, **at the latest on April 9, 2021**, through publication in the appropriate section of the Company's website. The Common Representative of the Savings Shareholders may provide a single response to questions with the same content.

7. 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/special-shareholders-meeting-2021> and in the authorised storage mechanism "eMarket Storage" (www.emarketstorage.com) in the 30 days prior to the Shareholders' Meeting, when not specified otherwise in this notice or on the Company website mentioned above.

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

Additional information may be requested from the Common Representative of the savings shareholders by sending a request:

- a) to the certified email address: lucianoduccio.castelli@milano.pecavvocati.it;
- b) to the email address: luciano.castelli@lcalex.it;

Edison S.p.A.'s subscribed and paid up share capital totals 5,377,000,671.00 euros, divided into 5,267,390,650 common shares and 109,610,021 savings shares, all with a par value of 1 euro each.

This notice is published on the Company website (<https://www.edison.it/en/special-shareholders-meeting-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).

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 Special Shareholders' Meeting is available on the website www.edison.it ("Governance" / "Special Meeting of the Holders of Savings Shares April 12, 13, 14, 2021" / "Shareholders' Rights").

Milan, March 12, 2021

Signed by
*The Common Representative
of the savings shareholders*