

## CALL NOTICE OF SHAREHOLDERS' MEETING

The shareholders of Edison S.p.A. are called to a meeting, convened in ordinary session, on first calling, on

**Thursday March 31, 2022 at 11:00 a.m.,**

to resolve upon the following

### Agenda

#### Financial Report

1. Financial Statements at December 31, 2021.
2. Determinations concerning the allocation of the year's profit.

#### Report on compensation policy and on compensation paid

3. "Section One" - Compensation policy regarding the period 2021-2022. Approval.
4. "Section Two" - Compensation paid in 2021. 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.

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

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 March 29, 2022 (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, 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.

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

#### Edison Spa

Foro Buonaparte, 31  
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

As permitted by Article 3, paragraph 1, of Legislative Decree no. 228 of December 30, 2021, converted in to Law, which has further extended the provision set out in Article 106, paragraph 4, of Legislative Decree no. 18 of March 17, 2020, converted in to Law no. 27 of April 24, 2020, persisting the COVID-19 health emergency, the **Shareholders' Meeting shall only be held through means of telecommunication and participation at the Shareholders' Meeting and exercise of the voting right 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”), identified in **Computershare S.p.A.** (hereinafter the “**Appointed Representative**” or “**Computershare**”).

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 from the Company's registered office and on its website (<https://www.edison.it/en/shareholders-meeting-march-2022>).

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

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.

The Proxy *135-undecies*, 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 March 29, 2022**). The Proxy *135-undecies* 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/Sub-proxy *135-novies*, with the associated voting instructions and the related documents, must be received **by Wednesday March 30, 2022 at 12:00 p.m.**, without prejudice to the fact that Computershare 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, 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.

The subjects entitled to participate (Chairman, directors, statutory auditors, secretary of the meeting, the Appointed Representative himself and the common representative of the saving shareholders) may exclusively attend 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.

Additional information may be found on the Company website (<https://www.edison.it/en/shareholders-meeting-march-2022>).

The Appointed Representative will be available for clarifications or information through the Help Desk number 02-46776829/11, as well as at the email address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

**3. 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 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 Thursday March 10, 2022**, 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) by sending a registered letter with advice of receipt to the address:

Edison S.p.A.

(Ref. "Corporate Affairs & Governance - Proposte OdG Assemblea Edison SpA 31 marzo 2022")

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 **Thursday March 10, 2022**, 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 16, 2022**), 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-march-2022> and on the "eMarket Storage" authorised storage mechanism ([www.emarketstorage.com](http://www.emarketstorage.com)).

Additional information may be found on the Company website (<https://www.edison.it/en/shareholders-meeting-march-2022>).

**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**

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.

Considering the fact that, with reference to this Shareholders' Meeting, participation is permitted exclusively through the Appointed Representative, the proposals, to be submitted in writing, must be sent to the Company **by Wednesday March 23, 2022**:

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

Edison S.p.A.

(Ref. "*Corporate Affairs & Governance - Proposte OdG Assemblea Edison SpA 31 marzo 2022*")

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).

Filings of proposals 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 and until the Record Date**.

The shareholders are in any event asked to ensure that their proposals are received by the Company's in due time prior to the date specified above, so as to provide prompt disclosure to the market.

As soon as they become available, and in any case **by Friday, March 25, 2022** any resolution proposals on matters already on the agenda shall be announced via publication on the Company's website (<https://www.edison.it/en/shareholders-meeting-march-2022>), so that those with voting rights may view them in order to confer the Proxies to the Appointed Representative with the relative voting instructions.

##### **5. Appointment of the Board of Directors**

Nominations and other proposals for the appointment of the Board of Directors must be submitted by the shareholders **by Wednesday March 23, 2022**.

Proposals, signed by the shareholder, must be submitted to the Company:

a) by sending them to the address:

Edison S.p.A.

(Rif. "*Corporate Affairs & Governance – Candidature Assemblea Edison SpA 31 marzo 2022*")

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).

Filings of proposals 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**.

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 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.

The Shareholders are asked to accompany their nominations with a comment regarding the diversity policies pursued.

The Company invites its Shareholders to ensure that their nominations are received by the Company in due time prior to the date specified above, so as to provide adequate disclosure to the market.

As soon as they become available, and in any case **by Friday March 25, 2022**, nominations for appointment and any additional proposal for the election of the Board of Directors 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-march-2022>, and on the authorized storage mechanism "eMarket Storage" ([www.emarketstorage.com](http://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 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 <http://www.edison.it/en/shareholders-meeting-march-2022> and in the authorised storage mechanism "eMarket Storage" ([www.emarketstorage.com](http://www.emarketstorage.com)).

#### **6. Order of voting proposals**

In the event of proposals for resolutions on the items on the agenda, submitted by Shareholders pursuant to Paragraphs 3, 4 and 5, as alternatives to those (if any) 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 Shareholders who represent the largest percentage of share capital. Only if the proposal put to a vote is rejected, the next proposal in order of amount of capital represented will be put to a vote.

#### **7. 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 March 22, 2022:**

a) by sending a letter to the address:

Edison S.p.A.

(Ref. "Corporate Affairs & Governance - Domande Assemblea Edison SpA 31 marzo 2022")

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, March 29, 2022 - Record Date**), are entitled to receive a response, by sending, within **Friday, March 25, 2022**, 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 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 March 29, 2022**, through publication in the appropriate section of the Company's website. The Company may provide a single response to questions with the same content.

**8. Documentation and information**

The documentation relating to the items on the agenda, required by the regulations in force, will be made available to the public at the Company's registered office, on the Company's website at <http://www.edison.it/en/shareholders-meeting-march-2022> and in the authorised storage mechanism "eMarket Storage" ([www.emarketstorage.com](http://www.emarketstorage.com)) in compliance with terms required by the regulations in force, without prejudice to what specified 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 +39 02.62227465 or +39 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 (<http://www.edison.it/en/shareholders-meeting-march-2022>) as well as in excerpt form in the daily newspaper "Il Sole 24 Ore", and sent to eMarket SDIR and to 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" / "2022 March Ordinary Shareholders' Meeting / Shareholders' Rights").

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The methods of holding of the Shareholders' Meeting indicated in this call notice could change if the regulations in force change or further measures are issued by the competent Authorities in light of the COVID-19 emergency - effective as at March 31, 2022, date of the Shareholders' Meeting. Any changes shall be promptly notified using the same methods envisaged for publication of the call notice.

Milan, February 28, 2022

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

*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.*