

## 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

**Wednesday, April 5, 2023 at 11:00 a.m.**

to resolve upon the following

### Agenda

#### Financial Report

1. Financial Statements at December 31, 2022.
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 2022-2023. Approval.
4. "Section Two" - Compensation paid in 2022. Advisory vote.

#### Board of Directors

5. Election of one Director.

#### Board of Statutory Auditors

6. Election of the Board of Statutory Auditors.
7. Election of the Chairman of the Board of Statutory Auditors.
8. Determination of the compensation of the Chairman of the Board of Statutory Auditors and Standing Auditors.

#### *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 Monday April 3, 2023 (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.

#### 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

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

As permitted by Article 3, paragraph 10-*undecies*, of Legislative Decree no. 198 of December 29, 2022, converted in to Law no. 14 of February 24, 2023, 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, 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-*undecies* 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-*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-april-2023>).

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@pecserviziottoli.it](mailto:ufficiomilano@pecserviziottoli.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 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.

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 Monday April 3, 2023**). 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 Tuesday April 4, 2023 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-april-2023>).

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](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, 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 13, 2023**, 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](mailto: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 5 2023")  
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 13, 2023**, 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 Tuesday, March 21, 2023**), 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-2023> and on the "eMarket Storage" authorised storage mechanism ([www.emarketstorage.com](http://www.emarketstorage.com)).

Further information may be found on the Company's website (<https://www.edison.it/en/shareholders-meeting-april-2023>).

**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 Friday March 24, 2023**:

- a) to the certified email address:  
[assemblea.azionisti@pec.edison.it](mailto: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 – Proposals on matters already on the agenda of Edison SpA Shareholders' Meeting, April 5 2023")  
Foro Buonaparte, 31  
20121 MILAN – Italy.

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**.

As soon as they become available, and in any case **by Monday, March 27, 2023** 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-april-2023>), 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. Election of one Director**

Shareholders are entitled to submit nominations for the election of one Director **by Friday, March 24, 2023**.

Nominations, signed by the nominating shareholder, must be submitted to the Company:

- (a) to the certified e-mail address:  
[assemblea.azionisti@pec.edison.it](mailto:assemblea.azionisti@pec.edison.it);
- (b) by sending them to the address:  
Edison S.p.A.  
(Ref. "Corporate Affairs & Governance - Nominations of Director at the Ordinary Shareholders' Meeting of Edison SpA 2023").  
Foro Buonaparte, 31  
20121 MILAN - Italy.

The submission of nominations must be accompanied by information enabling the identification of the person proposing them and the communication made by the authorized intermediaries, in accordance with applicable regulations, proving the registration of shares in his or her favor **on the date of the submission of the nominations**.

Any registrations made on the accounts of the presenting shareholder after the day of the submission of nominations shall be irrelevant for the purposes of eligibility to exercise the right.

The composition of the Board of Directors must be in accordance with the criteria indicated by the provisions on gender balance; in this regard, it should be noted that, in the current composition, there are 4 women and 6 men on the Board and therefore the 2/5 criterion provided for by the applicable regulations is met.

Candidates should meet the requirements of the law and relevant regulatory standards. It is suggested that the additional diversity criteria recommended by the Corporate Governance Code also be taken into consideration.

Along with the nominations should be attached 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 in case the independence requirements of Article 148, Section 3, of the TUF, as referring to Article 147-ter, section 4 of the TUF, and of Recommendation 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.

Shareholders are asked to also send their proposals to the Company in advance of the specified date so that the market can be adequately informed.

Any changes in the disclosed data that occur up to the actual day of the Shareholders' Meeting must be promptly notified to the Company.

As soon they become available, and in any case **by Monday, March 27, 2023** the nominations will be made available to the public on the Company's website at <https://www.edison.it/en/shareholders-meeting-april-2023>, and at the authorized storage mechanism "eMarket Storage" ([www.emarketstorage.com](http://www.emarketstorage.com)).

For further information about the election of one Director, please refer to the Directors' Explanatory Report, available at the time of publication of this call notice at the Company's registered office and on the Company's website at <https://www.edison.it/en/shareholders-meeting-april-2023>, as well as on the authorized storage mechanism "eMarket Storage" ([www.emarketstorage.com](http://www.emarketstorage.com)).

## **6. Election of the Board of Statutory Auditors**

Shareholders are entitled to submit nominations and ancillary proposals for the election of the Board of Statutory Auditors **by Friday, March 24, 2023**.



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

- (a) to the certified e-mail address:  
[assemblea.azionisti@pec.edison.it](mailto:assemblea.azionisti@pec.edison.it).
- (b) by sending them to the address:  
Edison S.p.A.  
(Ref. "Corporate Affairs & Governance- Proposals Board of Statutory Auditors  
Ordinary Shareholders' Meeting Edison SpA 2023")  
Foro Buonaparte, 31  
20121 MILAN – Italy.

The submission of proposals must be accompanied by the information enabling the identification of the person proposing them and the communication made by the authorized intermediaries, in accordance with applicable regulations, proving the registration of the shares in his or her favor **on the date of the submission of the proposals**.

Any registrations made on the accounts of the presenting shareholder after the day of the submission of proposals shall be irrelevant for the purpose of entitlement to exercise the right.

The Board of Statutory Auditors is composed of 3 (three) standing auditors and 3 (three) alternate auditors.

On the subject of gender balance, the composition of the Board of Statutory Auditors must comply, separately with regard to both standing auditors and alternate auditors, with the criteria indicated in the relevant laws and regulations. In this regard, it is specified that, in cases - such as Edison's - of Boards of Statutory Auditors composed of three members, given the mathematical impossibility of applying the arithmetic criterion of two-fifths provided for the less representative gender in the provisions of Article 148, section 1-bis of the TUF, rounding off will have to be carried out by rounding down to the lower unit, as specified by Consob in its Communication No. 1/20 of January 30, 2020.

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 Statutory Auditors must refer to the entire composition of the Board of Statutory Auditors.

Those who already hold the maximum number of posts as members of an administrative or control body determined in accordance with applicable regulations, or who do not meet the requirements of independence, professionalism and honorability required by the relevant regulations and the Bylaws or for whom grounds for ineligibility or disqualification exist in accordance with the law or regulations, may not be candidates, and if elected as auditors, shall forfeit their office.

Together with the nominations must be attached 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 the possession of the requirements of independence, professionalism and honorability required by the applicable regulations and by the Bylaws;
- d) the eligibility to qualify as independent also based on the criteria provided, with the necessary adjustments, by the Corporate Governance Code with reference to directors;
- 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.

Shareholders are also invited to send the proposals to the Company in advance of the indicated date so that the market can be adequately informed.

Any changes in the disclosed data that occur up to the day of the actual holding of the Shareholders' Meeting must be promptly notified to the Company.

As soon they become available, and in any case **by Monday, March 27, 2023**, the proposals will be made available to the public on the Company's website at <https://www.edison.it/en/shareholders-meeting-april-2023>, and at the authorized storage mechanism "eMarket Storage" ([www.emarketstorage.com](http://www.emarketstorage.com)).

For further information about the election of the Board of Statutory Auditors, please refer to the Directors' Explanatory Report, available at the time of publication of this call notice at the Company's registered office and on the Company's website at <https://www.edison.it/en/shareholders-meeting-april-2023>, as well as on the authorized storage mechanism "eMarket Storage" ([www.emarketstorage.com](http://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 3, 4, 5 and 6 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 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.

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

Pursuant to Article 127-ter of the TUF, those entitled to vote may ask questions on the items on the agenda even 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 Monday March 27, 2023:**

- a) to the certified e-mail address:  
[assemblea.azionisti@pec.edison.it](mailto:assemblea.azionisti@pec.edison.it).
- b) by sending them to the address:



Edison S.p.A.  
(Ref. "Corporate Affairs - Questions for the Shareholders' Meeting of 05/04/2023 Edison SpA").  
Foro Buonaparte, 31  
20121 MILAN – Italy.

Parties who certify that they own shares (at the date of **Monday, April 3, 2023 - Record Date**), are entitled to receive a response, by sending, within **Thursday, March 30, 2023**, 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, before the Shareholders' Meeting, from legitimately entitled persons and which concern the items on the agenda, at least **2 days before the Shareholders' Meeting on first call, and therefore starting from Monday, April 3, 2023**, 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. Documentation and information**

Documents relating to the agenda items required by current regulations will be 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-2023> as well as on the authorized storage mechanism "eMarket Storage" ([www.emarketstorage.com](http://www.emarketstorage.com)) within the terms provided for by current regulations, unless otherwise specified in this notice of call or on the aforementioned Company website.

The Annual Financial Report at December 31, 2022, together with the Auditing Reports, the Report on Corporate Governance with the Report on compensation policy and on compensation paid, and the 2022 Consolidated Non-Financial Statement, have been made available to the public **from Monday February 27, 2023**, 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](http://www.emarketstorage.com)).

The 2022 Report of the Board of Statutory Auditors, pursuant to Art. 153 of legislative decree 58/1998, will be available to the public **by Tuesday March 14, 2023** 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 or 02.62227985.

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.

This notice is published on the Company's website (<https://www.edison.it/en/shareholders-meeting-april-2023>) 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](http://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](http://www.edison.it) ("Governance" / "Ordinary Shareholders' Meeting April 2023 / 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 - effective as at April 5, 2023, date of the Shareholders' Meeting. Any changes shall be promptly notified using the same methods envisaged for publication of the call notice.

Milan, March 3, 2023

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.*