

Election of the boards of statutory auditors

Parties Entitled to Submit Names of Candidates

Shareholders who are entitled to vote may submit names of candidates up to the day of the Shareholders' Meeting.

Pursuant to Article 22.1 of the Bylaws, the Board of Statutory Auditors shall be comprised of 3 (three) Statutory Auditors and 3 (three) Alternates. With regard to gender parity, starting with this Shareholders' Meeting, the composition of the Board of Statutory Auditors must be compliant, separately for Statutory Auditors and Alternates, with the criteria provided in the relevant laws and regulations.

Individuals who already hold the maximum allowable number of posts in a management and control body, as determined in accordance with the applicable regulations, or who fail to meet the requirements of independence, professionalism and integrity required by the applicable statutes and by these Bylaws, and who would otherwise be unfit for election or be required to resign under the applicable laws and regulations, may not be nominated and, if elected, must forfeit their office.

Pursuant to Article 22.4 of the Bylaws, candidates must meet the following professional requirements:

- a) At least 1 (one) of the candidates for the post of Statutory Auditor and at least 1 (one) of the candidates for the post of Alternate Auditor must be listed in the Register of Certified Public Accountants and must have exercised a statutory auditing function for at least 3 (three) years;
- b) The remaining candidates, if they do not meet the requirements listed in the section a) above, must have at least three years' uninterrupted experience as:
 - i. managers of accounting or finance and control departments of publicly traded companies;
 - ii. professionals or tenured university professor in the fields of law, economics, finance or energy-related technologies and science;
 - iii. managers of public agencies or public administrations in the energy field.

Deadline and Methods for Nominating Candidates

Nomination, signed by the shareholder, must be filed at the Company's registered office as follows:

-delivery to the following address:

Edison Spa
Rif. Corporate Affairs - "Candidature Assemblea Ordinaria Edison 2014"

Foro Buonaparte, 31
20121 MILANO - Italy

- communication sent by certified E-mail to the following address:

ASSEMBLEAORDINARIA2014@PEC.EDISON.IT

- filing directly at the Shareholders' Meeting.

Nominations of candidates must be accompanied by information allowing the identification of the party submitting them. By the date of the Shareholders' Meeting, the filing party shall deliver a communication by a qualified intermediary, in accordance with the applicable regulations, providing evidence that the shares were registered in the filing party's name on the date the nominations of candidates were filed.

Any entries posted to the accounts of filing shareholders after the slate filing date are irrelevant for the purpose of determining their eligibility to exercise this right.

Pursuant to Article 22.3 of the Bylaws, nominations of Statutory Auditors shall be accompanied by the following declarations and information concerning the candidate

- a declaration accepting the nomination and potential election;
- a declaration by which the candidate attests that there are no issues that would make him/her unelectable or incompatible or would cause him/her to be removed from office and that he/she meets the requirements for election as Statutory Auditors pursuant to law and these Bylaws;
- a declaration attesting that the candidate meets the requirements of independence, professionalism and integrity required by the applicable regulations and the Bylaws;
- the eligibility, if any, to qualify as independent also in accordance with the criteria provided for Directors in the Corporate Governance Code promoted by Borsa Italiana, adjusted as necessary;
- a curriculum vitae providing detailed information about the personal and professional background of each candidate, listing any management and control posts held at any other companies.

Any change to the data provided that may occur up to the date when the Shareholders' Meeting is actually held must be promptly communicated to the Company.

Nominations of candidates shall be made available to the public, as soon as they are available, at the Company's registered office. They will also be published on the website of Borsa Italiana Spa and will be available at the following Web address [www.edison.it/en/Governance/agm/Ordinary Shareholders' Meeting/Ordinary Shareholders' Meeting of March 28/29, 2014](http://www.edison.it/en/Governance/agm/Ordinary_Shareholders'_Meeting/Ordinary_Shareholders'_Meeting_of_March_28/29,_2014)