



*Explanatory Report and Motions*

*Items 6, 7, 8, 9 and 10 on the agenda*

*Board of Directors*

:

**SHAREHOLDERS' MEETING, MARCH 22-23, 2013**



## ***BOARD OF DIRECTORS***

### ***Items 6, 7, 8, 9 and 10 on the agenda Explanatory Report and Motions***

#### ***Dear Shareholders:***

The approval of the 2012 annual financial statements marks the expiration of the mandate of the current Board of Directors due to the end its term of office.

The Shareholders' Meeting is thus asked to elect a new Board of Directors in accordance with the provisions of Article 14 of the Bylaws. In this regard, please note that, even though the common shares were delisted as of September 10, 2012, the current version of the Bylaws requires that Directors be elected based on slates of candidates filed by shareholders who, taking into account the delisting of the common shares and the market capitalization of the savings shares, represent at least 2.5% of the voting shares, equal to 129,538,646 common shares. Information about the modalities and deadlines for filing slates of candidates is provided in the Notice of Shareholders' Meeting.

Please note that the Bylaws also require that the Board of Directors be comprised of at least seven and no more than 13 Directors or, when one or more minority slates are filed, by at least eight and no more than 14 Directors. Based on the information available to the Company regarding the composition of the voting share capital, it seems reasonable to believe that no shareholder other than companies belonging to the EDF Group is entitled to file slates of candidates. In any event, the number of Directors will be determined by a resolution approved by the Shareholders' Meeting.

Candidates shall meet the requirements of the relevant laws and regulations; in addition, the composition of the Board of Directors shall be consistent with the criteria set forth in the provisions concerning the minimum number of independent Directors and gender parity. More specifically, because the Company has announced that it is compliant with the provisions of the Corporate Governance Code promoted by Borsa Italiana, independent Directors shall confirm whether or not they meet the independence requirements both of the relevant laws and the Corporate Governance Code.

Please note that slates containing a number of candidates equal to or greater than three must be structured, in their composition, so as to ensure that at least one-fifth of the candidates belong to the least represented gender. If the implementation of the gender allocation criterion produces a fractional number for the members belonging to the least represented gender, the number shall be rounded up to next integer.



Directors currently in office may be reelected.

Pursuant to the Bylaws, the term of office of the Directors shall run for three years, unless the Shareholders' Meeting sets a shorter duration for the Board of Directors upon its election, and shall end on the date of the Shareholders' Meeting convened to approve the financial statements for the last year of the Directors' term of office. The Shareholders' Meeting may adopt resolutions in this regard as well.

Lastly, pursuant to the Bylaws, the compensation of the Board of Directors shall be determined by the Shareholders' Meeting, which is thus required to adopt the corresponding resolutions. The compensation currently attributed to each Director includes a fixed annual amount of 45,000 euros and an attendance fee of 1,800 euros for each meeting of the Board of Directors or the Committee on which the Director serves. Please note that the Board Committees currently established include the following: Control and Risk Committee, Compensation Committee and Committee of Independent Directors.

Therefore, with regard to the issued discussed above, the Shareholders' Meeting shall:

- determine the number of members of the Board of Directors;
- elect a new Board of Directors taking into account the motions filed by eligible shareholders;
- elect the Chairman of the Board of Directors, who shall be chosen among the elected Directors;
- determine the length of the term of office of the Board of Directors;
- determine the compensation of the Board of Directors.

The Company will make available to the public, on the Edison websites and the website of Borsa Italian (through SDIR-NIS), the slates of candidates filed by shareholders, with the corresponding documents, at least 21 days before the Shareholders' Meeting.

The Company will promptly announce the election of Directors by means of a press release issued via the SDIR-NIS system and published on its website.

Now, therefore, the Shareholders' Meeting is being asked to adopt the following resolutions:

***SIXTH RESOLUTION***

Determination of the number of Directors.

***SEVENTH RESOLUTION***

Voting on the candidates nominated for office.

Each eligible party may vote only for one of the slates filed.



***EIGHTH RESOLUTION***

Election of the Chairman of the Board of Directors.

***NINTH RESOLUTION***

Determination of the term of office of the Directors.

***TENTH RESOLUTION***

Determination of the compensation of the Board of Directors

Milan February 8, 2013

The Board of Directors  
by: Bruno Lescoeur  
*Legal Representative*