

Filing of slates of candidates

Slates of Candidates for Election to the Board of Directors Eligibility to File Slates of Candidates

Pursuant to Article 14.5 of the Bylaws, only shareholders who, alone or in combination with other shareholders, represent in the aggregate, on the date their slate is filed with the Company, at least 1% of the shares conveying the right to vote at an Ordinary Shareholders' Meeting, equal to 51,811,083 common shares, are entitled to file a slate of candidates.

Pursuant to Article 14.6 of the Bylaws, individual shareholders or shareholders who are deemed to be linked together, directly or indirectly, pursuant to Article 144-quinquies of the Issuers' Regulations published by the Consob (Resolution No. 11971/1999, as amended), may file, contribute to filing and vote for only one slate, either directly or through a representative or nominee, and each candidate may stand for election only on one slate, on penalty of losing the right to be elected. In any case, the parties listed below may not file, contribute to filing or vote for a slate other than the slate filed by or voted by the shareholder who owns a controlling interest in the Company (in accordance with the definition of control set forth in Article 2359 of the Italian Civil Code). These parties are:

- (a) parties who own an interest equal to at least half the share capital of the shareholder who owns a controlling interest in the Company;
- (b) shareholders of the parties referred to in Letter (a) above;
- (c) other companies or entities that control, are controlled by or are under the joint control of the parties referred to in Letters (a) and (b) above and their shareholders.

Pursuant to Article 14.2 of the Bylaws, Directors must meet the requirements of the applicable laws and regulations. At least two Directors must meet the independence requirements applicable to Statutory Auditors pursuant to Article 148, Section 3, of the Uniform Financial Code.

Deadline and Procedure for Filing Slates of Candidates

The slates, signed by the filing shareholder or shareholders (who may delegate one of them to represent them) must be filed at the Company's registered office, at the following address:

Edison Spa

Rif. Affari Societari - "Liste Assemblea Ordinaria 2012"

Foro Buonaparte, 31

20121 MILAN – Italy

on the day falling twenty-five days before the date of the Shareholders' Meeting first calling, i.e., precisely - by 5:30 PM on Friday, March 30, 2012.

The slates must be filed together with information suitable for determining the identity of the filer.

In order to prove their ownership of the total equity interest needed to file slates of candidates, shareholders are required to deliver communications issued by authorized intermediaries, in accordance with the applicable laws, attesting that the required shares were registered in their name on the date the slate was filed with the Company.

Any entries posted to the accounts of a filing shareholder after the slate filing date are irrelevant for the purpose of determining eligibility to exercise this right. Certifications issued by intermediaries attesting to the aggregate percentage interest held on the slate filing date must reach the Company by 5:30 PM on Tuesday, April 3, 2012.

Pursuant to Article 14.9 of the Bylaws, the following documents must be filed, together with the slates:

- by the individual candidates:
- a statement accepting the nomination;
- an affidavit attesting that there are no issues that would make them incompatible or unelectable or would cause them to be removed from office and that they meet the requirements for election;
- if applicable, an affidavit attesting that they meet the independence requirements of Article 148, Section 3, of the Uniform Financial Code;
- curricula vitae providing detailed information about the personal and professional background of each candidate, listing any management and control posts held at other companies.

Any change in the information thus provided that may occur until the date when the Shareholders' Meeting is called to order must be promptly communicated to the Company.

- by shareholders filing a slate:
- information about their identity and the total equity interest they hold;
- an affidavit by shareholders different from those who own, individually or jointly, a controlling interest in or a relative majority of the Company's capital, attesting that they are not parties to any direct or indirect relationship, as referred to in Article 147-ter, Section 3, of the Uniform Financial Code and Article 144 quinquies of the Consob Issuers' Regulations (Resolution No. 11971/1999, as amended), with the abovementioned controlling or relative majority shareholders, pursuant to the abovementioned Article 14.6 of the Bylaws, when identifiable based on the disclosures of ownerships of significant equity interest, as required by Article 120 of the Uniform Financial Code, or on shareholders' agreements published pursuant to Article 122 of the Uniform Financial Code, stating any relationships that may exist with the abovementioned controlling or relative majority shareholders (Consob Communication DEM/9017893 of February 26, 2009).

Properly filed slates of candidates will be available to the public at the Company's registered office and will be published by Borsa Italiana Spa. They will also be posted on the Company website (www.edison.it/Governance/Shareholders' Meeting/Ordinary and Extraordinary Shareholders' Meeting of April 24/26, 2012) by April 3, 2012.

Unacceptable Slates

Any slates of candidates or individual nominations that are not filed in compliance with all of the requirements of Article 14, from Section 1 to section 9, of the Bylaws will be treated as if they had never been filed.

Slates of Candidates for Election to the Board of Statutory Auditors Eligibility to File Slates of Candidates

Pursuant to Article 22.3 of the Bylaws, a slate of candidates may be filed only by shareholders who, alone or in combination with other shareholders, represent in the aggregate, on the date their slate is filed with the Company, at least 1% of the shares conveying the right to vote at an Ordinary Shareholders' Meeting, equal to 51,811,083 common shares, or, in the event of a situation such as the one described below, in the section entitled "Deadline and Procedure for Filing Slates of Candidates," at least 0.5% of the abovementioned shares, equal to 25,905,542 common shares."

Pursuant to Article 22.4 of the Bylaws, individual shareholders or shareholders who are deemed to be linked together, directly or indirectly, pursuant to Article 144 quinquies of the Consob Issuers' Regulations (Resolution No. 11971/1999, as amended), may file, contribute to filing and vote for only one slate, either directly or through a representative or nominee, and each candidate may stand for election only on one slate, on penalty of losing the right to be elected. In any case, the parties listed below may not file, contribute to filing or vote for a slate other than the slate filed by or voted by the shareholder who owns a controlling interest in the Company (in accordance with the definition of control set forth in Article 2359 of the Italian Civil Code). These parties are:

- a) parties who own an interest equal to at least half the share capital of the shareholder who owns a controlling interest in the Company;
- b) shareholders of the parties referred to in Letter (a) above;
- c) other companies or entities that control, are controlled by or are under the joint control of the parties referred to in Letters (a) and (b) above and their shareholders.

Pursuant to Article 22.5 of the Bylaws, 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 of the applicable regulations and the Bylaws, and who would otherwise be unfit for election or be required to resign from office under the applicable laws and regulations, may not be listed on a slate and, if elected, must forfeit their office.

Pursuant to Article 22.9 of the Bylaws, candidates listed on the slates 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 Item a) above, must have at least three years' uninterrupted experience as:
 - i. manager of accounting or finance and control departments of publicly traded companies;
 - ii. professional practitioner or tenured university professor in the fields of law, economics, finance or energy-related technologies and science;

iii. manager of a public agency or public administration in the energy field.

Deadline and Procedure for Filing Slates of Candidates

The slates, signed by the filing shareholder or shareholders (who may delegate one of them to represent them) must be filed at the Company's registered office as follows: hand delivered to the following address:

Edison Spa

Rif. Affari Societari - "Liste Assemblea Ordinaria 2011"

Foro Buonaparte, 31

20121 MILAN – Italy;

- as an attachment to a certified E-mail message sent to assembleaordinaria2011@pec.edison.it;

- faxed to the number +39.02.62227954;

on the day falling twenty-five days before the date of the Shareholders' Meeting first calling, i.e., precisely by 5:30 PM on Friday, April 1, 2011.

The slates must be filed together with information suitable for determining the identity of the filer.

In order to prove their ownership of the aggregate equity interest required to file slates of candidates, shareholders must submit certifications issued by authorized intermediaries, in accordance with the applicable laws, attesting that the required shares were registered in their name on the date the slate was filed with the Company.

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

Certifications issued by intermediaries attesting to the total percentage interest held on the slate filing date must reach the Company by 5:30 PM on Tuesday, April 1, 2011.

However, if no slate is filed by the abovementioned deadline of 5:30 PM on Tuesday, April 1, 2011, or if just one slate or slates presented by shareholders who are linked with each other, pursuant to Article 144 quinquies of the Consob Issuers' Regulations (Resolution No. 11971/1999, as amended), the deadline for filing slates of candidates shall be extended by 3 (three) days, i.e., until 5:30 PM on Monday, April 4, 2011, and the ownership percentage required to file slates of candidates shall be reduced to 0.5% of the voting common shares, equal to 25,905,542 common shares.

Pursuant to Article 22.7 of the Bylaws, the following documents must be filed, together with the slates:

- by the individual candidates:

- a statement accepting the nomination;

- an affidavit attesting that there are no issues that would make them incompatible or unelectable or would cause them to be removed from office, including those set forth in Article 22.5 of the Bylaws, and that they meet the requirements for election of the applicable laws and the Bylaws;

- an affidavit attesting that they meet the requirements of independence, professionalism and integrity of the applicable regulations and the Bylaws;

- curricula vitae providing detailed information about the personal and professional background of each candidate, listing any management and control posts held at other companies.

Any change in the information thus provided that may occur until the date when the Shareholders' Meeting is called to order must be promptly communicated to the Company.

- by shareholders filing a slate:
- information about their identity and the total equity interest they hold;
- an affidavit by shareholders different from those who own, individually or jointly, a controlling interest in or a relative majority of the Company's capital, attesting that they are not parties to any direct or indirect relationship, as referred to in Article 148, Section 2, of the Uniform Financial Code and Article 144 quinquies of the Consob Issuers' Regulations (Resolution No. 11971/1999, as amended) with the abovementioned controlling or relative majority shareholders, pursuant to the abovementioned Article 14.6 of the Bylaws, when identifiable based on the disclosures of ownerships of significant equity interest, as required by Article 120 of the Uniform Financial Code, or on shareholders' agreements published pursuant to Article 122 of the Uniform Financial Code, stating any relationships that may exist with the abovementioned controlling or relative majority shareholders (Consob Communication DEM/9017893 of February 26, 2009).

Properly filed slates of candidates will be available to the public at the Company's registered office and will be published by Borsa Italiana Spa. They will also be posted on the Company website (www.edison.it/Governance/Shareholders' Meeting/Shareholders' Meeting of April 26/27, 2011) by April 5, 2011.

Unacceptable Slates

Any slates of candidates or individual nominations that are not filed in compliance with all of the requirements of Article 14, from Section 1 to section 9, of the Bylaws will be treated as if they had never been filed.