

## **How to attend the shareholders' meeting and vote by proxy**

### Eligibility to attend the shareholders' meeting

Only shareholders who, based on evidence provided by an intermediary, held voting rights at the close of business on the day falling seven stock market trading days before the date of the Shareholders' Meeting first calling, i.e., as of the end of Wednesday, April 13, 2012 (Record Date) will be eligible to attend the Shareholder's Meeting and vote.

Shareholders who became holders of voting rights after the Record Date will not be eligible to attend and vote at the Shareholders' Meeting. The sale of Company shares after the Record Date has no impact on the eligibility to attend the Shareholders' Meeting.

The eligibility to attend the Shareholders' Meeting must be certified by a communication issued by an intermediary for the benefit of the party holding the voting rights, based on the data in the intermediary's accounting records, attesting that, as of the expiration of the abovementioned deadline, the shares were credited to the abovementioned party's account, in dematerialized form, through the centralized clearing system. As required by the applicable regulations, the Company must receive the intermediary's communication before a Shareholders' Meeting convened on a single notice is called to order.

### Procedure to participate and vote by proxy

Any party who is eligible to attend and vote at the Shareholders' Meeting may be represented at the Meeting by means of a written proxy, the incompatibility exceptions and limitations of the laws currently in force notwithstanding. A proxy form is available on this page of the Company website, in printable form, or at the Company's registered office (copies of the form may be requested on business days, between 10:00 AM and 12:30 PM, by calling the following telephone numbers: +39.02.62227465 or +39.02.62227985). If, due to technical reasons, the proxy form cannot be made available electronically, copies of the form will be provided upon request.

The principal has the right to give instructions to the proxy agent, revoke a previously granted proxy, designate one or more replacements, and authorize the proxy agent to use a third-party representative.

Voting proxies may be notified to the Company in one of the following manners:

- mailed to the following address:

Servizio Titoli Spa

Rif. Delega per Assemblea Ordinaria e Straordinaria 2012 Edison Spa

Via Mascheroni, 19

20145 MILAN – Italy

- faxed to +39.02.46776850

- as an attachment to a certified E-mail message sent to edison@pecserviziotitoli.it

When sending a proxy form, an eligible party must also provide a copy of a valid identification document or, for a legal entity, evidence of corporate powers (copy of company registration, power of attorney, etc.).

An early submission of a copy of the proxy form does not relieve the proxy agent, upon being accredited and allowed to attend the Shareholders' Meeting, of the obligation to show that the notified copy matches the original and verify the principal's identity.

Generic proxy form for the Ordinary and Extraordinary Shareholders' Meeting (pdf file)

#### Designated Company Representative

For the Ordinary and Extraordinary Shareholders' Meeting convened on April 24 and 26, 2012, Edison designated Servizio Titoli Spa as the designated representative (hereinafter the "Designated Representative"), pursuant to Article 135-undecies of the Uniform Financial Code, whom parties eligible to attend and vote at the Shareholders' Meeting may appoint as their proxy agent to vote at the Shareholders' Meeting. The proxy appointment is free of charge, except for transmission and shipping costs.

The appointment of the abovementioned Designated Representative as proxy agent must be carried out by filling out and signing a proxy form prepared for this purpose by the Designated Representative, in concert with the Company, which will be available by April 4, 2012:

- at the Company's registered office, upon request, on business days, between 10:00 AM and 12:30 PM, by calling the following telephone numbers: +39.02.62227465 or +39.02.62227985;
- on this website, in printable format.

The original of the proxy form must be delivered to the attention of the Designated Representative, with voting instructions for all or some of the motions on the Meeting's Agenda, not later than end of the day falling two stock market trading days before the date of the Shareholders' Meeting first calling (i.e., by April 20, 2012):

- the following address:

Servizio Titoli Spa  
Via Lorenzo Mascheroni, 19  
20145 MILAN – Italy

A copy, with an affidavit attesting its conformity with the original, may be sent in advance:

- by fax to the number +39.02.46776850
- as an attachment to an e-mail addressed to: ufficiomilano@pecserviziotitoli.it

When sending a proxy form, an eligible party must also provide a copy a valid identification document or, for a legal entity, evidence of corporate powers (copy of company registration, power of attorney, etc.).

The transmission of a copy of the proxy form to the Designated Representative by fax or e-mail does not relieve the eligible party of the obligation to deliver to the Designated Representative the original proxy form.

The proxy awarded to the Company's Designated Representative will have no effect with regard to motions for which no voting instructions are provided.

A proxy and the corresponding voting instructions may be revoked up to the abovementioned deadline (i.e., by April 20, 2012).

Please note that, in the event of unforeseeable circumstances or if the motions submitted to the Shareholders' Meeting are amended, Servizio Titoli Spa, in its capacity as Delegated Representative, cannot be authorized to cast a vote that deviates from the instructions it received.

Starting on April 4, 2012, any additional information concerning the Designated Representative will be available through the Help Desk, at the telephone number 02-46776826/39/11, active Monday to Friday, from 9:00 AM to 6:00 PM, and by e-mail at the address: [ufficiomi@serviziotitoli.it](mailto:ufficiomi@serviziotitoli.it)

The proxy form for the Designated Representative (pdf file)