

Foreword

EDISON S.p.A. (the Company) has appointed **Computershare S.p.A. (Computershare)**, through its employee or duly entrusted staff member, to exclusively participate acting as Appointed Representative pursuant to article **135-undecies.1** of Italian Legislative Decree no. 58/98 (TUF) and to the Company’s Articles of Association to collect proxies for the Ordinary and Extraordinary Shareholders’ Meeting convened on **April 3, 2025 at 11:00 a.m.** in first call, in accordance with the terms and conditions stated in the Notice of call of the Meeting published on the company’s website <https://www.edison.it/en/shareholders-meeting-april-2025> (“Governance” Section).

Computershare collects proxy and sub-proxy, together with the voting instructions, to be conferred by April 1^o, 2025. The proxy and sub-proxy may be revoked within the same date with the procedures used for the conferral.

Conferral of proxy and voting instructions by signing and submitting this form is **free of charge**, except where transmission or postal charges apply.

Computershare, acting as Appointed Representative, is not subject to any conflicts of interest as defined under Article **135-decies** of Legislative Decree 58/98. However, in the event of unknown circumstances or in the event of amendment or integration to the motions presented to the meeting, **Computershare does not intend** to vote in a manner incompatible with the instructions received.

It is not possible to grant this proxy form without the voting instructions. The form should be downloaded from the company’s website <https://www.edison.it/en/shareholders-meeting-april-2025>. The proxy and voting instruction form can be requested by phone at +390246776829/14.

EDISON S.p.A. – Ordinary and Extraordinary Shareholders’ Meeting April 3, 2025
Proxy and sub-proxy form and Voting instructions to Computershare S.p.A. as Appointed Representative
pursuant article 135-undecies.1 Legislative Decree no. 58 of 24 February 1998

PROXY FORM

Fill in the requested information on the basis of the Instructions below. The Company will be notified by Computershare S.p.A. (1)

*** mandatory information**

The undersigned **(natural person)*.....
 Place of birth *..... Date of birth*.....Tax code*(or equivalent).....Resident in
*(town/city) **..... at *(street / address) **.....telephone no *, e-mail

(2) entitled to exercise the voting right at **01/04/2025 (Record Date)** as: registered share holder - legal representative – pledgee – taker in -
 beneficiary interest holder - official receiver – manager – proxy grantor conferring **sub-proxy**

*In the event that the signatory is a **sub-proxy**, information on all proxies with voting instructions given by each proxy shall be set out in a list attached to this Proxy Form.*

for no*..... of ordinary shares **EDISON** *(please fill in a proxy for each intermediary record)*

(3) Registered in the securities account no.....at.....Bank code (ABI).....Branch code (CAB).....

(4) as resulting from communication no. sent by *(Bank)*.....

(5) registered in the name of *(natural person or legal entity if different from the signing person)*.....

Place of birth *.....Date of birth *..... Tax Code *(or equivalent)*

Resident in *(town/city) **..... at *(street / address) **.....

DELEGATES/SUBDELEGATES

Computershare to attend and vote at the abovementioned shareholders’ general meeting, with reference to the shares above, in accordance with the instructions provided and

DECLARES that no matter of incompatibility or suspension are affecting the right to vote and he/she is aware that:

- the proxy to the Appointed Representative may contain voting instructions even on just a number of proposals on the agenda and that, in this event, the vote shall be exercised only for the proposals in relation to which voting instructions have been conferred **(6)**
- the proxy will be valid only if the statement to the issuer from the intermediary, in compliance with intermediary accounting records, on behalf of the person with the right to vote to legitimate attendance and voting, has been received by the Company before the start of the meeting works;

STATES under his/her own liability as proxy holder, pursuant article 135-novies, par. 4 and 5, TUF, the compliance of the proxy form provided to the original document and the identity of the proxy grantor.

DATE	Form of identification (7) <i>(type)*</i>	Issued by *	no. *	SIGNATURE
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VOTING INSTRUCTIONS

(For use of Appointed Representative only - tick relevant boxes and send to Computershare S.p.A. as per the instructions for filling in)

The undersigned **(8)**

INSTRUCTS the Appointed Representative to vote at the above indicated shareholders’ meeting as follow

RESOLUTIONS TO BE VOTED	VOTING INSTRUCTIONS
	F (for), C (against), A (abstain)
<i>This voting instructions form could be amended to include any proposal of resolution and/or vote on the items on the agenda that were presented by shareholders until March 19, 2025, in line with the notice of call. In that case, the voting instruction form will be supplemented and republished on the website with the new proposals to be voted on.</i>	

ORDINARY SESSION

Financial Report

(0010)	1. Financial Statements at December 31, 2024.			
Section A – vote for resolution proposed by the Board of Directors (9)		F	C	A

(0020)	2. Allocation of the year’s profit			
Section A – vote for resolution proposed by the Board of Directors (9)		F	C	A
Section A2 – vote for proposal published pursuant to article 126 bis, par. 1, first period of TUF or to article 135-undecies.1, par. 2, of TUF (10)		F	C	A
<i>_____ (Indicate the shareholder who submitted the proposal)</i>				

Report on compensation policy and on compensation paid

(0030)	3. “Section One” - Compensation policy regarding the period 2024-2025. Approval.		
Section A – vote for resolution proposed by the Board of Directors (9)			F C A
Section A2 – vote for proposal published pursuant to article 126 bis, par. 1, first period of TUF or to article 135-undecies.1, par. 2, of TUF (10) _____ (Indicate the shareholder who submitted the proposal)			F C A

(0040)	4. “Section Two” - Compensation paid in 2024. Advisory vote.		
Section A – vote for resolution proposed by the Board of Directors (9)			F C A

Board of Directors

(0050)	5. Determination of the number of Directors.		
Section A2 – vote for proposal published by holder of majority (10) (11) TRANSALPINA DI ENERGIA S.P.A.			F C A
Section A2 – vote for proposal published by holder of minority (10) (11) _____ (Indicate the shareholder who submitted the proposal)			F C A

(0060)	6. Appointment of the Board of Directors		
Section A2 – vote for proposal published by holder of majority 10) (11) TRANSALPINA DI ENERGIA S.P.A.			F C A
Section A2 – vote for proposal published by holder of minority (10) (11) _____ (Indicate the shareholder who submitted the proposal)			F C A

(0070)	7. Appointment of the Chairman of the Board of Directors			
Section A2 – vote for proposal published by holder of majority (10) (11) TRANSALPINA DI ENERGIA S.P.A.		F	C	A
Section A2 – vote for proposal published by holder of minority (10) (11) _____ <i>(Indicate the shareholder who submitted the proposal)</i>		F	C	A

(0080)	8. Determination of the term of office of the Directors			
Section A2 – vote for proposal published by holder of majority (10) (11) TRANSALPINA DI ENERGIA S.P.A.		F	C	A
Section A2 – vote for proposal published by holder of minority (10) (11) _____ <i>(Indicate the shareholder who submitted the proposal)</i>		F	C	A

(0090)	9. Determination of the compensation of the Board of Directors			
Section A2 – vote for proposal published by holder of majority (10) (11) TRANSALPINA DI ENERGIA S.P.A.		F	C	A
Section A2 – vote for proposal published by holder of minority (10) (11) _____ <i>(Indicate the shareholder who submitted the proposal)</i>		F	C	A

EXTRAORDINARY SESSION

Amendments of the Bylaws

(0010)	10. Integration of Article 21 (Corporate Accounting Documents Officer) of the Bylaws to regulate the appointment process and the professional requirements for the manager who issues the certification referred to in Article 154-bis, paragraph 5-ter of Legislative Decree No. 58 of 24 February 1998, concerning sustainability reporting			
Section A – vote for resolution proposed by the Board of Directors (9)		F	C	A
Derivative action against Directors				
Vote for proposed derivative action pursuant art. 2393, subsection 2, of Italian civil code upon approval of the annual financial statements <i>(If no voting instruction are indicated, the Appointed Representative will vote C – against)</i>		F	C	A

DATE

SIGNATURE

EDISON S.p.A. – Ordinary and Extraordinary Shareholders’ Meeting April 3, 2025
Proxy and sub-proxy form and Voting instructions to Computershare S.p.A. as Appointed Representative
pursuant article 135-undecies.1 Legislative Decree no. 58 of 24 February 1998

Instructions for filling in and submitting the form

1. **The Proxy form** must be notified to the Company (together with a valid ID document and, in case, the documentation providing proof of the signatory power) via the Appointed Representative together with the **Voting Instructions** reserved to him within **April 1, 2025**, using one of the following methods:

- 1) **Registered Email Holders (PEC):** as an attachment document (PDF format) sent to ufficiomilano@pecserviziottoli.it (Reference: “Proxy to the Shareholders’ Meeting of April 3, 2025 Edison S.p.A.”) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder;
- 2) **Digital Signature Holders (FEA):** as an attachment document with digital signature sent to ufficiomilano@pecserviziottoli.it (Reference: “Proxy to the Shareholders’ Meeting of April 3, 2025 Edison S.p.A.”) in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Digital Signature Holder;
- 3) **Common Email address Holders:** as an attachment document (PDF format) sent to ufficiomilano@pecserviziottoli.it (Reference: “Proxy to the Shareholders’ Meeting of April 3, 2025 Edison S.p.A.”). In this case, the hard copy of the proxy shall be sent via ordinary mail service to Computershare S.p.A. in Via Lorenzo Mascheroni, 19, 20145 Milan (MI), Italy, as soon as possible.

The use of different email address than those mentioned above or a delay respect to the deadline, as well as the only use of ordinary mail service, will not ensure the correct submission of the proxy.

2. Specify the capacity of the proxy signatory and, where applicable, attach documentary proof of his power.
3. Ensure that the number and type of shares for which proxies are conferred coincide with the number and type of shares attested by the intermediary in its communication to the company, the references of which are to be indicated in (4) below.
4. Reference to the communication made by the intermediary and its name, and other details required.
5. To be completed only if the registered shareholder is different from the proxy signatory; mandatory indications on relevant personal details must be included.
6. Pursuant article 135-undecies, par. 3, TUF “Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders’ meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.”
7. Provide details of a valid form of identification of the proxy signatory.
8. Provide the name and surname of the signatory of the Proxy form and Voting instructions.
9. The resolutions proposed to the shareholders’ meeting, which are briefly referred to herein, are reported in the Reports published on the company website <https://www.edison.it/en/shareholders-meeting-april-2025>.

Computershare S.p.A., as Appointed Representative, has not personal interest or on behalf of third party in the proposals mentioned, however, in the event of unknown circumstances or in the event of amendment or integration to the motion presented to the meeting, Computershare does not intend to vote in a manner incompatible with the instructions received in Sections A.

The vote is expressed by ticking the relevant box between the following: **F** (for), **C** (against) or **A** (abstention).

10. There is the Section A2 to receive instructions when an **alternative, complementary or additional** resolution to the motion proposed by the Board of Directors had been presented and published, within the term and in the cases provided. The Appointed Representative shall vote on each motion in accordance with the instructions and the delegating party shall give instructions consistent with the type of proposals (alternative or complementary) published.
11. Indicate the name of the proposal submitter (taken from the Company’s website) that you intend to vote or express a vote against or abstention for all candidates or proposals. In the event that only one proposal is submitted, the expressions of vote pertain to that single proposal. In the event that several alternative proposals regarding the Board of Directors are submitted, such proposals will be identified with the name of the proposal submitter and submitted to the Shareholders’ Meeting by ordering them on the basis of the descending number of shares held by the proposal submitter. Proposals will be submitted for voting in accordance with the provisions of the Notice of Meeting in paragraph 7 “Order of Voting on Proposals.” In the event that one proposal is approved, the remaining proposals will not be put to a vote.

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Italian Legislative Decree no. 58/98 (T.U.F)

Article 135-decies

(Conflict of interest of the representative and substitutes)

1. Conferring proxy upon a representative in conflict of interest is permitted provided that the representative informs the shareholder in writing of the circumstances giving rise to such conflict of interest and provided specific voting instructions are provided for each resolution in which the representative is expected to vote on behalf of the shareholder. The representative shall have the onus of proof regarding disclosure to the shareholder of the circumstances giving rise to the conflict of interest. Article 1711, second subsection of the Italian Civil Code does not apply.
2. In any event, for the purposes of this article, conflict of interest exists where the representative or substitute:
 - a) has sole or joint control of the company, or is controlled or is subject to joint control by that company;
 - b) is associated with the company or exercises significant influence over that company or the latter exercises significant influence over the representative;
 - c) is a member of the board of directors or control body of the company or of the persons indicated in paragraphs a) and b);
 - d) is an employee or auditor of the company or of the persons indicated in paragraph a);
 - e) is the spouse, close relative or is related by up to four times removed of the persons indicated in paragraphs a) to c);
 - f) is bound to the company or to persons indicated in paragraphs a), b), c) and e) by independent or employee relations or other relations of a financial nature that compromise independence.
3. Replacement of the representative by a substitute in conflict of interest is permitted only if the substitute is indicated by the shareholder. In such cases, subsection 1 shall apply. Disclosure obligations and related onus of proof in any event remain with the representative.
4. This article shall also apply in cases of share transfer by proxy.

Article 135-undecies

(Appointed representative of a listed company)

1. Unless the Articles of Association decree otherwise, companies with listed shares designate a party to whom the shareholders may, for each shareholders' meeting and within the end of the second trading day prior to the date scheduled for the shareholders' meeting, including for callings subsequent to the first, a proxy with voting instructions on all or some of the proposals on the agenda. The proxy shall be valid only for proposals on which voting instructions are conferred.
2. Proxy is conferred by signing a proxy form, the content of which is governed by a Consob regulation. Conferring proxy shall be free of charge to the shareholder. The proxy and voting instructions may be cancelled within the time limit indicated in subsection 1.
3. Shares for which full or partial proxy is conferred are calculated for the purpose of determining due constitution of the shareholders' meeting. With regard to proposals for which no voting instructions are given, the shares are not considered in calculating the majority and the percentage of capital required for the resolutions to be carried.
4. The person appointed as representative shall any interest, personal or on behalf of third parties, that he or she may have with respect to the resolution proposals on the agenda. The representative must also maintain confidentiality of the content of voting instructions received until scrutiny commences, without prejudice to the option of disclosing such information to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.
5. By regulation pursuant to subsection 2, Consob may establish cases in which a representative failing to meet the indicated terms of Article 135-decies may express a vote other than that indicated in the voting instructions.

Article 135-undecies.1

(Participation in the shareholders' meeting by the designated representative)

1. The articles of association can rule that participation in the shareholders' meeting and exercise of voting rights are exclusively performed by a representative designated by the company in accordance with Article 135-undecies. The party designated as representative may be assigned proxies or subproxies in accordance with Article 135-novies, departing from Article 135-undecies, paragraph 4.
2. Submission of resolution proposals at a shareholders' meeting is not allowed. Without prejudice to the provisions of Article 126-bis, paragraph 1, first sentence, those who have voting rights can individually submit resolution proposals on the meeting's agenda items or proposals whose submission is in any case allowed by the law not later than fifteen days prior to the date of the first or only call of the meeting. The resolution proposals are made public on the company Internet site within two days from expiry of the term. Legitimization to the individual submission of resolution proposals is subordinate to the receipt by the company of the communication contemplated by Article 83-sexies to his or her employees or collaborators, who shall also be subject to confidentiality obligations. The party appointed as representative may not be assigned proxies except in compliance with this article.

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3. The right to ask questions referred to in Article 127-ter is exclusively exercised before the meeting. The company provides at least three days prior to the meeting the answers to the questions received.
4. Paragraph 1 is also applied to the companies admitted to trading in a multilateral negotiation system.

Italian Civil Code

Art. 2393

(Derivative action)

1. A derivative action may be brought against directors pursuant to a resolution approved by shareholders, even if the company is in liquidation.
2. A resolution relating to the responsibility of directors may be put to the vote at a general meeting called for approval of the annual financial statements, even if such resolution is not on the meeting agenda, provided that it relates to matters occurring within the period to which the financial statements relate.
3. A derivative action may also be brought by a resolution of the board of statutory auditors passed by a two-thirds majority of its members.
4. Such action may be brought within five years of the expiry of the director’s term of office.
5. The approval of a resolution to bring derivative action shall result in the removal of the director against whom such action is brought provided that votes representing at least one fifth of share capital are in favor. In such an event, shareholders shall provide for the replacement of that director.
6. The company may waive its right to bring derivative action and accept a settlement, subject to the waiver and settlement having been approved by shareholders, and provided that such motion is not opposed by minority shareholders representing at least one fifth of share capital, or, for listed companies, at least one-twentieth of share capital, or such percentage as may be established in the company's by-laws in relation to derivative actions brought by the company pursuant to Article 2393-*bis*.

INFORMATION ON PERSONAL DATA PROCESSING
Pursuant to the Regulation(EU) 2016/679 (the “Regulation”)

Personal Data Controller

Computershare S.p.A., with registered office in Milan, Via Lorenzo Mascheroni, 19 (hereinafter, “**Computershare**” or the “**Controller**”), Appointed Representative of the company pursuant to article 135-*undecies*.1 of Italian Legislative Decree no. 58/98 (TUF), as controller of “**Processing**” (as defined in article 4 of the Regulation) of Personal Data (as defined below) provides the present “Information on Personal Data Processing”, in compliance with the provisions of the applicable law (article 13 of Regulation and subsequent national legislation)

Object and methods of processing

The personal data of the shareholder and of his possible representative (hereinafter, the “**Delegating party**”), as well as the residence, the tax code, the details of the identification document, the email address, the telephone number and the shareholding (hereinafter “**Personal Data**”) are communicated by the Delegating party, even by electronic means, to Computershare through this form, in order to grant the proxy to attend and to vote at the shareholders’ meeting on behalf of the Delegating party according his voting instructions

The Controller process the Personal Data of the Delegating party reported in this form, lawfully, fairly and limited to what is necessary in relation to the purposes for which they are processed. The processing - as collection or any other operation as set forth in the definition of “processing” pursuant article 4 of the Regulation – shall be performed by papery or automated means, implementing the appropriate organizational and logical measures required by the purposes here above mentioned.

Purpose and legal basis of the Processing

The purpose of the Processing by the Controller is to allow the correct expression of voting instruction by the Appointed Representative in the shareholders’ meeting on behalf of the Delegating Party, in compliance with the provisions of the aforementioned art. 135-*undecies*.1 of TUF.

The legal basis of the Processing is represented by:

- contractual obligations: to comply with the obligations arising from the agreement between the Delegating Party and the Appointed Representative;
- legal obligations: to comply with the legal obligations the Appointed Representative shall fulfil towards the company and the Authorities.

The collection and the Processing of Personal Data is necessary for the purposes indicated above. Failure to provide the aforementioned Personal Data implies, therefore, the impossibility to establish and manage the above agreement.

Recipients, storage and transfer of Personal Data

The Personal Data will be made accessible, for the purposes mentioned above - before, during and after the shareholders' meeting - to the employees and collaborators of the Controller who are in charge of Processing.

The Personal Data provided will be kept for a period of at least 1 year, in accordance with current legislation and will be disclosed to third parties only in compliance with legal obligations or regulations or at the request of the Authorities. This period is consistent with the provisions of current legislation.

Personal Data will be processed within the European Union and stored on servers located within the European Union. The Personal Data will be communicated to the Company to comply with the obligation under the law regarding the shareholders meeting’s minutes, updating of shareholders’ register and to third parties only if required by the Authorities.

Rights of the Delegating party

The Delegating Party has the right to ask, in every moment, which Personal Data and how they are processed . The Delegating party may ask to update, complete, correct or even erase the Personal Data. The Delegating party can also ask to restrict the use of his Personal Data or withdraw the consent to use them, but in such case it will be impossible to attend and vote at the shareholders’ meeting. The Personal Data and the voting instructions will be kept for 1 year at disposal of the Authorities.

For the exercise of the aforementioned rights, the Delegating party can write to Computershare to the address reported in the form or to the following email address dataprotection@computershare.it. For the Privacy Policy and all Computershare activities, please visit our website <https://www.computershare.com/it/policy> .

Computershare S.p.A.