



SHAREHOLDERS' MEETING ORDINARY SESSION

REPORTS OF THE BOARD OF DIRECTORS
AND MOTIONS FOR RESOLUTIONS TO THE
SHAREHOLDERS' MEETING

Shareholders' Meeting
March 30, 2026

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This document has been translated into English for the convenience of readers outside of Italy. The original Italian document should be considered the authoritative version.

Calling to Shareholders' Meeting

(Published on February 26, 2026)

CALL NOTICE OF SHAREHOLDERS' MEETING

The ordinary shareholders of Edison S.p.A. are called to a meeting, convened in ordinary session, on first calling, at the Company's registered office in Milan, Foro Buonaparte 31, without prejudice to what is indicated in the following paragraphs 2 and 3 on

Monday, March 30, 2026, at 10.00 a.m.

to resolve upon the following

Agenda

Financial Report

1. Financial Statements at December 31, 2025.
2. Allocation of the year's profit.

Report on compensation policy and on compensation paid

3. "Section One" – Compensation policy regarding the period 2025-2026. Approval.
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Board of Directors

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5. Appointment of the first Director.
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8. Election of the Board of Statutory Auditors.
9. Election of the Chairman of the Board of Statutory Auditors.
10. Determination of the compensation of the Chairman of the Board of Statutory Auditors and of the Statutory Auditors.

1. Legitimate entitlement to attend the Shareholders' Meeting by holders of voting rights

Those who, based on the information of the intermediary, are holders of voting rights at the end of the accounting day of the **second business day before the date set for the Shareholders' Meeting on first call, and therefore, at the end of Friday March 27, 2026 (Record Date)**, are entitled to take part in the Shareholders' Meeting and to exercise the voting right, according to the methods indicated in paragraph 2. Those who obtain voting rights subsequent to the Record Date shall not have the right to participate and to vote, while any disposal of shares subsequent to the Record Date will have no effects for the purposes of this entitlement. Entitlement is attested to by a communication made by the intermediary, in favour of the party with voting rights, in accordance with its accounting entries proving the registration of the crediting of shares

at the end of the date specified above. The communication must be received by the Company in compliance with applicable regulations, by the beginning of the Shareholders' Meeting proceedings.

2. Participation and Vote by proxy exclusively through the Representative Appointed by Edison S.p.A.

As determined by the Company and permitted by Article 10, Section 3 of the Bylaws, **those entitled to exercise voting right shall participate at the Shareholders' Meeting and exercise the voting right only through the representative appointed** by the Company pursuant to Article 135-*undecies*.1 of Legislative Decree no. 58/1998 and subsequent amendments ("TUF"), identified in **Computershare S.p.A.** (hereinafter the "**Appointed Representative**" or "**Computershare**").

The proxy to the Appointed Representative can be conferred:

- i) pursuant to Article 135-*undecies* of the TUF directly by the person holding the voting right;
- ii) in derogation of Article 135-*undecies*, paragraph 4 of the TUF, by the person delegated pursuant to Article 135-*novies* of the TUF by the person holding the voting right;

by filling in and signing the specific form, prepared by said Appointed Representative, in agreement with the Company (hereinafter, respectively, the "**Proxy**" and the "**Proxy Form**").

The conferral of the Proxy does not involve expenses, with the exception of transmission or shipping expenses.

The Proxy Form will be available **from Thursday February 26, 2026** from the Company's registered office and on its website (<https://www.edison.it/en/shareholders-meeting-march-2026>).

The Proxy can also be conferred via a digital document with electronic signature.

The Proxy Form must be sent to the Appointed Representative, accompanied by the **voting instructions** for all or some of the items on the agenda, through one of the following alternative methods:

- a) **Registered Email Holders (PEC):** as an attachment document (PDF format) sent to ufficiomilano@pecserviziottitoli.it in the event that the Proxy Grantor (as Individual or as Legal Entity) is a Registered Email Holder - (Ref. "Proxy to the Shareholders' Meeting of March 30, 2026 Edison SpA");
- b) **Digital Signature Holders (FEA):** as an attachment document with digital signature sent to ufficiomilano@pecserviziottitoli.it in the event that the Proxy Grantor is a Digital Signature Holder - (Ref. "Proxy to the Shareholders' Meeting of March 30, 2026 Edison SpA");
- c) **Common Email address Holders:** as an attachment document (PDF format) sent to ufficiomilano@pecserviziottitoli.it - (Ref. "Proxy to the Shareholders' Meeting of March 30, 2026 Edison SpA"). In this case, the hard copy of the Proxy Form, together with the voting instructions and the documents indicated below,

shall be sent via ordinary mail service to Computershare S.p.A., via Lorenzo Mascheroni, 19, 20145 Milano, as soon as possible.

Together with the Proxy Form, the delegating person or the sub-delegating person must send a copy of a valid identity document and, if a legal entity, also evidence of the powers of representation (copy of chamber of commerce search, power of attorney or other appropriate deed).

The transmission of the Proxy Form with methods and terms different than those mentioned above, as well as the only use of ordinary mail service, will not ensure to the delegating person or the sub-delegating person the correct submission of the Proxy.

The Proxy, with the associated voting instructions and the related documents, must be received by the Appointed Representative by the end of the second stock market trading day before the Shareholders' Meeting (and therefore **by Thursday March 26, 2026**). The Proxy and voting instructions can be revoked by means of a written declaration, issued with the same methods, by the same deadline as above.

The Proxy is not effective with regards to proposals for which voting instructions have not been conferred.

It should be noted that, considering the exercise the voting right only through the Appointed Representative, in the event unknown circumstances are verified, Computershare, as Appointed Representative, cannot be authorised to express a vote inconsistent with that indicated in the instructions received.

It should also be noted that no provision is made for expressing a vote electronically or by correspondence.

Additional information may be found on the Company website (<https://www.edison.it/en/shareholders-meeting-march-2026>).

The Appointed Representative will be available for clarifications or information through the Help Desk number 02-46776829/14, as well as at the email address ufficiomi@computershare.it.

3. Participation of the subjects entitled also by means of telecommunication

As determined by the Company and permitted by Article 10, Section 5 of the Bylaws in the event of participation and vote by proxy exclusively through the representative appointed, the participation at the Shareholders' Meeting of the **subjects entitled** (Chairman, directors, statutory auditors, the Representative Appointed himself and the common representative of the saving shareholders), may also take place, as well as at the Company's registered office, **by means of telecommunication** that guarantee their identification, according to the instructions communicated to them individually by the Company, without it being in any case necessary for the Chairman and the secretary of the meeting to be in the same place, and without prejudice, in consideration of the provisions of Maxima 187 of the Milan Board of Notaries, to the presence of the secretary of the meeting at the Company's registered office.

4. Right to add to the agenda or submit resolution proposals on matters already on the agenda pursuant to Art. 126-bis, paragraph 1, first sentence, of the TUF

Pursuant to Article 126-*bis*, paragraph 1, first sentence of the TUF, those shareholders who, including jointly, represent at least one-fortieth of the share capital may request, within 10 days of the publication of the call notice, and therefore **by Monday March 9, 2026** (expiring the term on a public holiday), to add to the list of matters to be discussed, specifying in the request the additional topics they are submitting, or submit resolution proposals on matters already on the agenda.

Adding to the agenda is not permitted for topics on which the Shareholders' Meeting passes resolutions, according to the law, on proposal of the directors or on the basis of a project or a report they have prepared, other than those pursuant to Article 125-*ter*, paragraph 1, of the TUF.

The requests, to be submitted in writing, must be accompanied by the personal data of the requesting shareholder/s (surname and name, place and date of birth) for natural persons, or the name and tax code for entities or companies, and sent to the Company, along with the communication of the intermediary attesting to ownership of the investment **on the date of the request**:

- (a) to the certified e-mail address:
assemblea.azionisti@pec.edison.it;
- (b) by sending a registered letter with return receipt to the address:
Edison S.p.A.
(Ref. "Corporate Affairs & Governance - Addendum to the Agenda of Edison SpA Shareholders' Meeting, March 30, 2026")
Foro Buonaparte, 31
20121 MILAN - Italy.

Requesting shareholders must also send the Company, with the same methods and **within the same term of Monday March 9, 2026**, as specified above, a report indicating the justification of the resolution proposals on the new matters for which discussion is proposed, or the justification relating to the additional resolution proposals submitted on matters already on the agenda.

Any additions to the agenda or the submission of additional resolution proposals on matters already on the agenda will be disclosed as soon as possible and, in any case, at least fifteen days before the date scheduled for the Shareholders' Meeting (therefore **by Monday, March 16, 2026**, expiring the term on a public holiday), in the same forms as those set forth for the publication of this notice. At the same time, the reports prepared by those requesting an addition to the agenda and/or submitting additional resolution proposals, accompanied by any assessments of the Board of Directors, will be made available to the public at the registered office, on the Company's website at <https://www.edison.it/en/shareholders-meeting-march-2026> and on the "eMarket Storage" authorised storage mechanism (www.emarketstorage.com).

Further information may be found on the Company's website (<https://www.edison.it/en/shareholders-meeting-march-2026>).

5. Submission of individual resolution proposals on matters already on the agenda pursuant to Art. 135-*undecies*.1, paragraph 2, of the TUF

Without prejudice to the provisions of Article 126-*bis*, paragraph 1, first sentence of the TUF and as indicated in paragraph 4 above, those entitled with voting rights may

individually submit resolution proposals on the matters on the agenda, or proposals whose submission is otherwise permitted by law, by the fifteenth day prior to the date of the Shareholders' Meeting on first call (**by Monday March 16, 2026**, expiring the term on a public holiday):

- a) to the certified email address:
assemblea.azionisti@pec.edison.it.
- b) by sending a registered letter with advice of receipt to the address:
Edison S.p.A.
(Ref. "*Corporate Affairs & Governance – Individual proposals on matters already on the agenda of Edison SpA Shareholders' Meeting, March 30, 2026*")
Foro Buonaparte, 31
20121 MILAN – Italy.

Entitlement to submit individual resolution proposals is subject to receipt by the Company of the communication of the intermediary attesting to ownership of the investment **on the date of the request and until the Record Date**.

Filings of proposals must be accompanied by the personal data of the subject entitled with voting rights (surname and name, place and date of birth) for natural persons, or the name and tax code for entities or companies, and sent to the Company.

Any individual resolution proposal shall be announced via publication on the Company's website (<https://www.edison.it/en/shareholders-meeting-march-2026>) within two days following the deadline for the submission of resolution proposals (i.e. **by Wednesday March 18, 2026**).

It should be noted that, considering the fact that those entitled can attend the Shareholders' Meeting and exercise their voting rights exclusively through the Appointed Representative, **no resolution proposals may be presented directly during the Shareholders' Meeting**.

6. Appointment of three Directors

Nominations for the appointment of each of the three Directors, to replenish the number of 11 Directors set by the Shareholders' Meeting of April 3, 2025, may be submitted by holders of voting rights in the same manner and within the same time deadlines as set forth in paragraphs 4 and 5 above, depending on whether they are proposals pursuant to Art. 126-bis, paragraph 1, first sentence, of the TUF or proposals pursuant to Art. 135-undecies.1, paragraph 2, of the TUF.

Together with the nominations, the following documents shall be filed for each candidate:

- a) an affidavit stating that he/she accepts the nomination and will accept the post if elected;
- b) an affidavit attesting that there are no reasons making him/her unelectable or incompatible or which would cause him/her to be removed from office or interdicted, and that he/she has the qualifications required for this post pursuant to the relevant regulations and the Bylaws;
- c) an affidavit attesting that he/she meets the integrity requirements of the applicable regulations and the Bylaws;

- d) an affidavit attesting that he/she meets the independence requirements of Article 148, Section 3, of the TUF, as referring to Article 147-ter, section 4 of the TUF, and of Article 2, Principle VI and Recommendations 6 and 7 of the Corporate Governance Code; and
- e) a curriculum vitae providing exhaustive information about his/her personal and professional background, with a listing of any posts held in administration and control bodies at other companies.

The submission of nominations must:

- indicate three names;
- take into account the provisions on gender balance, which require that the less represented gender must account for at least two-fifths of the total number of Directors elected. In this regard, it should be noted that the current Board of Directors is composed of six men (two of whom are due to leave office at the Shareholders' Meeting referred to in this notice) and five women (one of whom is resigning with effect from the Shareholders' Meeting referred to in this notice);
- take into account that none of the four Directors who meet the independence requirements under the TUF or the Corporate Governance Code are due to leave office.

Those entitled with voting rights are asked to accompany their nominations with a comment regarding the diversity policies pursued.

Nominations for appointment will be made available to the public, within the deadlines referred to in paragraphs 4 and 5 above, at the Company's registered office, on its website at the address <https://www.edison.it/en/shareholders-meeting-march-2026>, and on the authorized storage mechanism "eMarket Storage" (www.emarketstorage.com), so that those with voting rights may view them in order to confer the Proxies to the Appointed Representative with the relative voting instructions.

Any change that may occur in the communicated data prior to the date when the Shareholders' Meeting is effectively held shall be promptly communicated to the Company.

Since the vote will concern single Directors, and not the group of members to be elected, three separate votes will be held. Therefore, without prejudice to the provisions of paragraph 8 below, the individual names in each proposal will be put to vote in the order listed in the proposal itself, respectively, for the appointment of the first, second and third Director.

For further information about the appointment of the three Directors, please refer to the report of the Board of Directors, available to the public at the Company's registered office, on the Company's website at <https://www.edison.it/en/shareholders-meeting-march-2026> and in the authorised storage mechanism "eMarket Storage" (www.emarketstorage.com).

7. Board of Statutory Auditors

Nominations and other ancillary proposals for the appointment of the Board of Statutory Auditors, which is composed of 3 (three) standing Auditors and 3 (three) alternate Auditors, may be submitted by the holders of voting rights in the same manner and within the same time deadlines as set forth in paragraphs 4 and 5 above, depending on

whether they are proposals pursuant to Art. 126-bis, paragraph 1, first sentence, of the TUF or proposals pursuant to Art. 135-undecies.1, paragraph 2, of the TUF.

Together with the nominations, the following documents shall be filed for each candidate:

- a) an affidavit stating that he/she accepts the nomination and will accept the post if elected;
- b) an affidavit attesting that there are no reasons making him/her unelectable or incompatible or which would cause him/her to be removed from office or interdicted, and that he/she has the qualifications required for this post pursuant to the relevant regulations and the Bylaws;
- c) an affidavit attesting that he/she meets the independence, professionalism and integrity requirements of the applicable regulations and the Bylaws;
- d) an affidavit attesting the eligibility to qualify as independent also based on the criteria provided, with the necessary adjustments, by the *Corporate Governance Code* with reference to directors; and
- e) a curriculum vitae providing exhaustive information about his/her personal and professional background, with a listing of any posts held in administration and control bodies at other companies.

Proposals will be made available to the public, within the deadlines referred to in paragraphs 4 and 5 above, at the Company's registered office, on its website at the address <https://www.edison.it/en/shareholders-meeting-march-2026>, and on the authorized storage mechanism "eMarket Storage" (www.emarketstorage.com), so that those with voting rights may view them in order to confer the Proxies to the Appointed Representative with the relative voting instructions.

Any change that may occur in the communicated data prior to the date when the Shareholders' Meeting is effectively held shall be promptly communicated to the Company.

On the subject of gender balance, the composition of the Board of Statutory Auditors must comply, separately with regard to both standing auditors and alternate auditors, with the criteria indicated in the relevant laws and regulations. In this regard, it is specified that, in cases - such as Edison's - of Boards of Statutory Auditors composed of three members, given the mathematical impossibility of applying the arithmetic criterion of two-fifths provided for the less representative gender in the provisions of Article 148, section 1-bis of the TUF, rounding off will have to be carried out by rounding down to the lower unit, as specified by Consob in its Communication No. 1/20 of January 30, 2020.

Those who already hold the maximum number of posts as members of an administrative or control body determined in accordance with applicable regulations, or who do not meet the requirements of independence, professionalism and honorability required by the relevant regulations and the Bylaws or for whom grounds for ineligibility or disqualification exist in accordance with the law or regulations, may not be candidates, and if elected as auditors, shall forfeit their office.

Considering that the procedure of voting nominations will not concern single candidates, but all the members to be elected as a whole, the proposals for the appointment of the Board of Statutory Auditors must refer to the entire composition of the Board of Statutory Auditors.

For further information about the appointment of the Board of Statutory Auditors, please refer to the report of the Board of Directors, available to the public at the Company's registered office, on the Company's website at <https://www.edison.it/en/shareholders-meeting-march-2026> and in the authorised storage mechanism "eMarket Storage" (www.emarketstorage.com).

8. Order of voting proposals

Without prejudice to what is indicated in paragraphs 6 and 7 above, in the event of proposals for resolutions on the items on the agenda, submitted by Shareholders pursuant to paragraphs 4 and 5 as alternatives to those submitted by the Board, the Board proposal will be first put to a vote and, only if this proposal is rejected or even without a proposal from the Board, will the Shareholders' proposals be put to a vote. These proposals will be submitted to the Shareholders' Meeting starting from the proposal submitted by the Shareholder who owns the largest percentage of share capital. Only if the proposal put to a vote is rejected, the additional proposals will be put to the vote following the descending order of the capital held by the proposer.

9. Right to ask questions before the Shareholders' Meeting

Considering the fact that those entitled can attend the Shareholders' Meeting and exercise their voting rights exclusively through the Appointed Representative pursuant Article 135-undecies.1, paragraph 3 of the TUF, the right to ask questions on the items on the agenda pursuant to Article 127-ter of the TUF is allowed to those entitled to vote exclusively before the Shareholders' Meeting.

Questions, to be submitted in writing, must be accompanied by the personal data of the subject entitled with voting rights (surname and name, place and date of birth) for natural persons, or the name and tax code for entities or companies, and sent to the Company **within 7 (seven) open stock market trading days before** the date set for the Shareholders' Meeting on first call and, therefore, **by Thursday March 19, 2026:**

- a. to the certified e-mail address:
assemblea.azionisti@pec.edison.it.
- b. by sending them to the address:
Edison S.p.A.
(Ref. "Corporate Affairs - Questions for the Shareholders' Meeting March 30, 2026 Edison SpA").
Foro Buonaparte, 31
20121 MILAN – Italy.

Parties who certify that they own shares (at the date of **Friday, March 27, 2026 - Record Date**), are entitled to receive a response, by sending, **within Monday March 23, 2026** (expiring the term on a public holiday), the certification of the intermediary for the exercising of said right or the copy, or references, of the communication of the intermediary for participation in the Shareholders' Meeting.

In order to facilitate the organization of the responses, the requests must contain the reference to the page number of the associated Directors' Report or any other document made available for the Shareholders' Meeting.

A response shall be provided to the questions received from legitimately entitled persons and which concern the items on the agenda, at least **3 days before the Shareholders' Meeting on first call, and therefore within Thursday, March 26, 2026**, through publication in the appropriate section of the Company's website. The Company may provide a single response to questions with the same content.

10. Composition of Share Capital

The subscribed and paid-up share capital of Edison S.p.A. is 4,736,117,250.00 euros divided into 4,626,557,357 ordinary shares and 109,559,893 savings shares, all with a par value of 1 euro. Each ordinary share is attributed 1 (one) vote. Holders of savings shares are not entitled to vote in ordinary and extraordinary shareholders' meetings.

11. Documentation and information

The report of the Board of Directors illustrating the items on the agenda concerning the appointment of three Directors and the appointment of the Board of Statutory Auditors is made available to the public at the Company's registered office, on the Company's website at <https://www.edison.it/en/shareholders-meeting-march-2026> as well as on the authorized storage mechanism "eMarket Storage" (www.emarketstorage.com) simultaneously with the publication of this notice, and therefore on **Thursday February 26, 2026**.

The Annual Financial Report at December 31, 2025, which includes the Draft Financial Statements, the Consolidated Financial Statements and the Report on Operations (including in its turn the Consolidated Sustainability Report and the Report on Corporate Governance and on the Company's Ownership Structure), together with the Auditing Reports, and the Report on compensation policy and on compensation paid, are made available to the public **from Thursday February 26, 2026**, at the Company's registered office, on the website of Edison Spa (<https://www.edison.it>), and at the authorized storage mechanism "eMarket Storage" (www.emarketstorage.com).

The 2025 Report of the Board of Statutory Auditors, pursuant to Art. 153 of legislative decree 58/1998, will be available to the public **by Monday March 9, 2026** in the same manner as above.

Shareholders are entitled to obtain copies.

Further information may be obtained from Corporate Affairs & Governance by calling 02.62227465.

This notice is published on the Company's website (<https://www.edison.it/en/shareholders-meeting-march-2026>) and in excerpt in the daily newspaper "Il Sole 24 Ore," as well as sent through eMarket SDIR, and to the authorized storage mechanism "eMarket Storage" (www.emarketstorage.com).

Pursuant to European Regulation 2016/679 and Legislative Decree 196/2003 and subsequent amendments and additions, the Data Controller is Edison S.p.A. Full information on data processing in connection with the exercise of rights related to the



Shareholders' Meeting is provided at www.edison.it ("Governance" / "Ordinary Shareholders' Meeting March 2026 / Shareholders' Rights").

Milan, February 26, 2026

The Board of Directors
By: Nicola Monti
Chief Executive Officer

FINANCIAL REPORT

Items 1 and 2 on the Agenda

Financial statements at December 31, 2025 Allocation of the year's profit

Dear Shareholders,

Your Company's separate financial statements at December 31, 2025 show a profit of 485,057,312.85 euros. If you concur with the criteria adopted to prepare the financial statements and the accounting principles and methods applied, we recommend that you adopt the following resolutions.

Motions for resolutions to the Shareholders' Meeting

"The Shareholders' Meeting,

- having reviewed the Company's separate financial statements at December 31, 2025, which show a profit of 485,057,312.85 euros, the Group's consolidated financial statements at December 31, 2025, which show a profit of 240 million euros, and the Management, Sustainability, and Governance Report at December 31, 2025;
- considering the Report of the Board of Statutory Auditors to the Shareholders' Meeting pursuant to art. 153 of Legislative Decree No. 58/1998 (TUF);
- considering the Reports of the Independent Auditors on the separate and consolidated financial statements at December 31, 2025;
- considering the Reports of the Independent Auditors on the consolidated sustainability report at December 31, 2025;
- taking into account the provisions of art. 2430 of the Italian Civil Code regarding the legal reserve, as well as art. 25 of the Bylaws regarding the preferred dividend due to savings shares and the increase compared to the dividend of common shares;
- considering that as at March 30, 2026 capital is 4,736,117,250.00 euros, divided into 4,626,557,357 common shares and 109,559,893 savings shares, all with a nominal value of 1 euro each;

resolves

FIRST RESOLUTION

- i) to approve the Company's separate financial statements for the year ended December 31, 2025, as a whole, and the individual items contained therein, which show a profit of 485,057,312.85 euros, rounded to 485,057,313 euros in the financial statements.

SECOND RESOLUTION

- ii) to allocate 5% of net income for the year, amounting to 485,057,312.85 euros to the statutory reserve for a total of **24,252,865.64 euros**
- iii) to allocate the net income of 460,804,447.21 euros remaining after its partial use for allocation to the legal reserve referred to in point ii) above:
- a) to dividends for the 109,559,893 savings shares:
- 5% of the nominal value, i.e. 0.050 euros per share, to a preferred dividend for 2025, for a total of **5,477,994.65 euros**
 - 1.5% of the nominal value, i.e. 0.015 euros per share, taking into account the extent of the dividend assigned to common shares referred to under point (b) and the increase of the dividend assigned to savings shares compared to common shares equal to 3% of the nominal value for a total of **1,643,398.40 euros**
- for a total of 0.065 euros for each savings share and therefore for a grand total of **7,121,393.05 euros****
- b) to a dividend for the 4,626,557,357 common shares:
- 3.5% of the nominal value, i.e. 0.035 euros per share, for a total of **161,929,507.50 euros**
- c) to retained earnings for the remaining amount, taking into account what is proposed under points (ii) and (iii) a) and b) above **291,753,546.66 euros**

As a result of the above resolutions, a total amount of **0.035 euros** will be distributed to each common share and a total amount of **0.065 euros** to each savings share.

The dividend for the savings shares and for the common shares will be paid on **Wednesday April 29, 2026**, with an ex-dividend date of Monday April 27, 2026, and record date of Tuesday April 28, 2026.

Milan, February 17, 2026

The Board of Directors
By: Nicola Monti
Chief Executive Officer

REPORT ON COMPENSATION POLICY AND ON COMPENSATION PAID

Items 3 and 4 on the Agenda

**“Section One” – Compensation policy regarding the period 2025-2026.
Approval**

“Section Two” - Compensation paid in 2025. Advisory vote

Dear Shareholders,

the report on compensation policy for the period 2025-2026 and on compensation paid by Your Company in 2025 (the **2025 Compensation Report**) was developed pursuant to and in implementation of the provisions of Article 123-ter of Legislative Decree 58/1998, as later integrated and amended, (known as TUF). The report was prepared in accordance with the guidance provided in Article 84-quarter, introduced by the Consob in the Issuers' Regulations for the purpose of implementing the TUF, as later integrated and amended, and in accordance with scheme 7-bis in the annex 3A of the Issuers' Regulations. In addition, the principles set forth in Article 5 of the Corporate Governance Code for Listed Companies, 2020 edition (to which the Company adheres), and the recommendations of the Corporate Governance Committee are adopted as general reference guidelines on compensation policies for this Report.

The Shareholders' meeting is required to:

- i) approve “Section One” of the 2025 Compensation Report, which outlines the compensation policies adopted by Your Company in 2025 and proposed for 2026 for directors, including those holding particular offices, also as members of the Board Committees (and which does not contain specific indications, as the policy approved and implemented in 2025 covers the entire period of the term of office of the new mandate), executives with strategic responsibilities and the members of the Board of Statutory Auditors, as well as the procedures followed for adopting and implementing said policy. The resolution is binding;
- ii) vote on the “Section Two” of the 2025 Compensation Report, which, by name for the members of the Board of Directors and Control Bodies and, in aggregate form, for executives with strategic responsibilities, indicates the remuneration paid in 2025 for any reason and in any form by the Company and its subsidiaries or associated companies. The resolution is not binding.

If you agree with its contents, we propose you adopt the following resolutions.

Motions for resolutions to the Shareholders' Meeting

"The Shareholders' Meeting,

- having taken note of the 2025 Compensation Report prepared by the Board of Directors, in application of the provisions of Article 123-ter of Legislative Decree 58/1998, as later integrated and amended, and of the provisions set forth in Article 84-quater introduced by the Consob in the Issuers' Regulations, as later integrated and amended, and in accordance with scheme 7-bis in the annex 3A of the Issuers' Regulations;
- having examined "Section One" and "Section Two" of the 2025 Compensation Report;
- in consideration of the Corporate Governance Code for listed companies, to which the Company adheres;
- having obtained the favourable opinion of the Compensation Committee;

resolves

THIRD RESOLUTION

to approve "Section One" of the 2025 Compensation Report.

FOURTH RESOLUTION

in favour of "Section Two" of the 2025 Compensation Report."

Milan, February 17, 2026

The Board of Directors
By: Nicola Monti
Chief Executive Officer

BOARD OF DIRECTORS

Items 5, 6 and 7 on the Agenda

Appointment of three Directors

Appointment of the first Director.

Appointment of the second Director.

Appointment of the third Director.

Dear Shareholders,

during 2025, following the appointment of the new Board of Directors by the Shareholders' Meeting of April 3, 2025, the following changes in the Board of Directors took place:

- Luc Rémont resigned from the position of Director with effect from May 13, 2025 and on June 12, 2025 the Board of Directors co-opted Director Bernard Fontana, who therefore remains in office until this Shareholders' Meeting;
- Xavier Girre resigned from the position of Director with effect from July 1, 2025 and on October 29, 2025 the Board of Directors co-opted Director Claude Laruelle, who therefore remains in office until this Shareholders' Meeting;
- Nelly Recrosio resigned from the position of Director on February 17, 2026 with effect from the Shareholders' Meeting convened to approve the 2025 financial statements, i.e. this Shareholders' Meeting.

Considering that the Shareholders' Meeting of April 3, 2025 had set at 11 (eleven) the number of members of the Board of Directors, the Shareholders' Meeting is asked to proceed with the integration of the Board of Directors by appointing 3 (three) Directors, in accordance with the provisions of the law and the By-laws.

Proposals should therefore indicate three candidates.

It should be noted that the candidates to be elected must meet the requirements of the law and the relevant regulations, including compliance with gender balance provisions, which requires that the under-represented gender must account for at least two-fifths of the total number of elected Directors. Actually, the Board of Directors in office is made up of six men (two of whom are due to leave office at next the Shareholders' Meeting) and five women (one of whom is resigning with effect from the next Shareholders' Meeting).

It is suggested that the additional diversity criteria recommended by the *Corporate Governance Code* should also be taken into account, and thus individuals with the professional and managerial skills necessary for good management of the company should be proposed for the position of directors.

As for the number of non-executive and independent directors out of the total number of directors, equal respectively, in the current configuration of the Board, to ten and

four, it should be noted that Luc Rémont, Xavier Girre and Nelly Recrosio were all non-independent and non-executive directors. Furthermore, none of them was a member of any of the Board Committees.

In terms of the number of positions compatible with the position, without prejudice to the fact that each Director is responsible for assessing, upon acceptance of the appointment, whether performing it is compatible with any other existing duties and activities, it should be borne in mind that, according to the Guidelines on Operation, it is considered compatible with the position of Director of Edison to hold no more than 5 (five) positions of administration or control in listed companies, in financial, insurance or banking companies, or in companies of significant size that are not part of the group to which Edison belongs, of which a maximum of 3 (three) positions in listed companies, including foreign companies. For these purposes, companies whose consolidated shareholders' equity exceeds 3 billion euros or whose consolidated turnover exceeds 5 billion euros are to be considered large companies.

The Directors appointed will remain in office until the natural expiry of the current Board of Directors, determined by the Shareholders' Meeting of April 3, 2025, i.e. until the Shareholders' Meeting that will approve the financial statements for the year ending December 31, 2027.

They will be entitled to the same compensation established by the above-mentioned Shareholders' Meeting, i.e. a fixed gross compensation of 50,000 euros on an annual basis and an attendance fee of 1,800 euros for each Board meeting each Director attends.

As regards the submission of nominations, the By-laws require proposals to be complete with the documents required pursuant to applicable legislation and regulations, and be submitted to the Company within the deadline and in the manner stated in the Notice of the Meeting, which should be referred to for the details. In addition, the Shareholders are asked to accompany their nominations with a comment regarding the diversity policies pursued.

Taking into account the procedures for participation in the Shareholders' Meeting and the exercise of voting rights by those entitled exclusively through the Appointed Representative, decided by Company in accordance with the provisions of the Bylaws, without prejudice to the provisions of Article 126-bis, paragraph 1, first sentence, of the TUF in relation to Shareholders who, also jointly, represent at least one fortieth of the share capital (right to submit proposals within ten days of the publication of the call notice of the Meeting, therefore **by Monday March 9, 2026**, expiring the term on a public holiday), those entitled to vote may, pursuant to Article 135-undecies.1, paragraph 2 of the TUF, submit individual proposals regarding the appointment of Directors, no later than the fifteenth day prior to the date of the Shareholders' Meeting, i.e. **by Monday 16 March 2026** (expiring the term on a public holiday).

The proposals, accompanied by the relative documentation, will be made available to the public at the registered office, on Edison's website (www.edison.it) as well as through the authorised storage mechanism "eMarketStorage" (www.emarketstorage.com) as soon as they become available, and therefore respectively no later than the fifteenth day prior to the date of the Shareholders' Meeting, i.e. **by Monday 16 March 2026** (expiring the term on a public holiday) if submitted according to the provisions of Article 126-bis, paragraph 1, first sentence, of

the TUF, and within two days following the deadline for the submission of individual proposals pursuant to Article 135-undecies.1, paragraph 2 of the TUF, i.e. **by Wednesday March 18, 2026**.

Since the vote will concern single Directors, and not the group of members to be elected, three separate votes will be held. Therefore, without prejudice to the provisions of the paragraph below, the individual names in each proposal will be put to vote in the order listed in the proposal itself, respectively, for the appointment of the first, second and third Director.

These proposals will be submitted to the Shareholders' Meeting starting from the proposal submitted by the Shareholder who owns the largest percentage of share capital. Only if the proposal put to a vote is rejected, the additional proposals will be put to the vote following the descending order of the capital held by the proposer.

Edison will inform the public without delay of the election of the Directors by means of a press release issued through eMarketSDIR and published on Edison's website, as well as through the authorised storage mechanism "eMarketStorage".

Now, therefore, the Shareholders' Meeting is invited to pass the following resolutions.

Motions for resolutions to the Shareholders' Meeting

"The Shareholders' Meeting,

- having taken note that the Shareholders' Meeting of April 3, 2025 resolved to determine in 11 (eleven) the number of members of the Board of Directors and in 3 fiscal years the term of office of the Board of Directors, and thus until the Shareholders' Meeting convened to approve the financial statements for the year ending December 31, 2027;
- having taken note of the proposals submitted;

resolves

FIFTH RESOLUTION

to appoint [●] as Director of the Company;

SIXTH RESOLUTION

to appoint [●] as Director of the Company;

SEVENTH RESOLUTION

to appoint [●] as Director of the Company;

until the expiry date envisaged for all the other members of the Board of Directors, i.e. until the Shareholders' Meeting that approves the financial statements for the financial year ending December 31, 2027.

Milan, February 17, 2026

The Board of Directors
By: Nicola Monti
Chief Executive Officer

BOARD OF STATUTORY AUDITORS

Items 8, 9 and 10 on the Agenda

Election of the Board of Statutory Auditors Election of the Chairman of the Board of Statutory Auditors Determination of the compensation of the Chairman of the Board of Statutory Auditors and of the Statutory Auditors

Dear Shareholders,

the approval of the 2025 financial statements marks the end of the term of office of the Board of Statutory Auditors currently in office, elected by the Shareholders' Meeting on April 5, 2023 for a three-year period ending with the Shareholders' Meeting convened to approve the 2025 financial statements, namely this Shareholders' Meeting.

Therefore, the Shareholders' Meeting is invited to elect the Board of Statutory Auditors and its Chairman, according to the terms and provisions of art. 22 of the By-laws. In this respect, it should be noted that the By-laws require:

- the Board of Statutory Auditors to be comprised of three standing statutory auditors and three alternate auditors;
- the composition of the Board of Statutory Auditors to comply, separately with regard to both standing and alternate auditors, with the criteria indicated in the provisions on gender balance. In this regard, it should be noted that, in cases - such as that of Edison - of Boards of Statutory Auditors composed of three members, owing to the mathematical impossibility of applying the arithmetic criterion of two-fifths set forth for the less represented gender in the provisions of article 148, paragraph 1-bis of Legislative Decree 58/1998, the company will round down to the nearest unit, as set out in Consob communication no. 1/20 of 30 January 2020;
- candidates must meet the requirements of integrity, professionalism and independence required by current regulations and the By-laws.

With regard to the independence requirements, it should be noted that, since the Company has declared that it adheres to the Corporate Governance Code, it is desirable that the candidates also meet the independence requirements set forth in this Code for directors, with the necessary adjustments. This must be acknowledged in the declaration of acceptance of the office.

It should also be noted that, in compliance with the provisions of the Corporate Governance Code, after the appointment, the Board of Statutory Auditors must promptly verify the above independence requirements and transmit the results of the verifications to the Board of Directors, so that it can communicate them to the public, by means of a press release circulated to the market.

In the choice of candidates, it is suggested that, in accordance with the By-laws, the new Board of Statutory Auditors should include different and complementary

professional backgrounds, so as to allow for the effective performance of the functions that the control body is called upon to perform.

Candidates must comply with the limits on the cumulation of administration and control posts established by the current provisions.

The Board of Statutory Auditors appointed will remain in office for three financial years, i.e. until the Shareholders' Meeting that approves the financial statements for 2028.

It is recalled that the remuneration of the Statutory Auditors currently in office determined by the Shareholders' Meeting of April 5, 2023 was 75,000.00 (seventy-five thousand) euros gross on an annual basis for the Chairman of the Board of Statutory Auditors and 50,000.00 (fifty thousand) euros gross on an annual basis for each of the other two Standing Auditors, also assigning an attendance fee of 1.000.00 (one thousand) euros for the Chairman of the Board of Statutory Auditors, and 750.00 (seven hundred and fifty) euros for each of the other two Standing Auditors, for each meeting of the Board of Statutory Auditors or of one of the Committees established within the Board of Directors or of one of the Oversight Board at which each of them attends, in addition to the reimbursement of expenses actually incurred and documented.

This remuneration is to be considered commensurate - as recommended by the *Corporate Governance Code* - with the commitment required, the importance of the role held, as well as the Company's dimensional and sectorial characteristics and current market practices.

In this regard, the Shareholders' Meeting is recommended to make its determinations in accordance with the criteria just mentioned and the approved compensation policy with reference to the 2026 fiscal year.

As regards the submission of nominations, the By-laws require proposals to be complete with the documents required pursuant to applicable legislation and regulations, and be submitted to the Company within the deadline and in the manner stated in the call notice of the Meeting, which should be referred to for the details.

Taking into account the procedures for participation in the Shareholders' Meeting and the exercise of voting rights by those entitled exclusively through the Appointed Representative, decided by Company in accordance with the provisions of the Bylaws, without prejudice to the provisions of Article 126-bis, paragraph 1, first sentence, of the TUF in relation to Shareholders who, also jointly, represent at least one fortieth of the share capital (right to submit proposals within ten days of the publication of the call notice of the Meeting, therefore **by Monday March 9, 2026**, expiring the term on a public holiday), those entitled to vote may, pursuant to Article 135-undecies.1, paragraph 2 of the TUF, submit individual proposals regarding the appointment of the Board of Statutory Auditors, no later than the fifteenth day prior to the date of the Shareholders' Meeting, i.e. **by Monday 16 March 2026** (expiring the term on a public holiday).

The proposals, accompanied by the relative documentation, will be made available to the public at the registered office, on Edison's website (www.edison.it) as well as through the authorised storage mechanism "eMarketStorage" (www.emarketstorage.com) as soon as they become available, and therefore

respectively no later than the fifteenth day prior to the date of the Shareholders' Meeting, i.e. **by Monday 16 March 2026** (expiring the term on a public holiday) if submitted according to the provisions of Article 126-bis, paragraph 1, first sentence, of the TUF, and within two days following the deadline for the submission of individual proposals pursuant to Article 135-undecies.1, paragraph 2 of the TUF, i.e. **by Wednesday March 18, 2026**.

Considering that the procedure of voting nominations will not concern single candidates, but all the members to be elected as a whole, the proposals for the appointment of the Board of Statutory Auditors must indicate the entire composition of the Board of Statutory Auditors.

These proposals will be submitted to the Shareholders' Meeting starting from the proposal submitted by the Shareholder who owns the largest percentage of share capital. Only if the proposal put to a vote is rejected, the additional proposals will be put to the vote following the descending order of the capital held by the proposer.

Edison will inform the public without delay of the election of the Directors by means of a press release issued through eMarketSDIR and published on Edison's website, as well as through the authorised storage mechanism "eMarketStorage".

Now, therefore, the Shareholders' Meeting is invited to pass the following resolutions.

Motions for resolutions to the Shareholders' Meeting

EIGHTH RESOLUTION

Election of the Board of Statutory Auditors.

The appointed Board of Statutory Auditors will remain in office for three financial years, i.e. until the Shareholders' Meeting that approves the financial statements for the financial year ending December 31, 2028.

NINETH RESOLUTION

Election of the Chairman of the Board of Statutory Auditors.

TENTH RESOLUTION

Determination of the compensation of the Chairman of the Board of Statutory Auditors and of the Statutory Auditors.

Milan, February 17, 2026

The Board of Directors
By: Nicola Monti
Chief Executive Officer