



NOTICE OF ORDINARY SHAREHOLDERS' MEETING

The shareholders of Edison Spa are called to a meeting, convened in ordinary session, in Milan, at 31 Foro Buonaparte, on:

- . Friday March 28, 2014 at **11:00 AM**, on the first calling, and, if necessary,
- . Saturday March 29, 2014 at **11:00 AM**, on the second calling,

to vote on the following

Agenda

Financial Report

1. Financial Statements at December 31, 2013.
2. Determinations concerning the appropriation of the year's profit.

Compensation Report

3. Consultation on "Section One" of the Compensation Report.

Board of Statutory Auditors

4. Election of the Board of Statutory Auditors and its Chairman.
5. Determination of the compensation of the Chairman of the Board of Statutory Auditors and of the Statutory Auditors.

Eligibility to Attend the Shareholders' Meeting

Only shareholders who, based on the evidence provided by an intermediary, held voting rights at the close of business on **the day falling two business day prior to the date set for the Shareholders' Meeting on the first calling, i.e., at the close of business on Wednesday March 26, 2014 (Record Date)**, will be eligible to exercise their right to vote. Any shareholders holding voting rights after the Record Date will not be eligible to attend and vote at the Shareholders' Meeting. A sale of the shares after the Record Date will have no impact on the eligibility to attend the Shareholders' Meeting. The eligibility to attend must be certified by means of a communication provided by an intermediary in accordance with its accounting records, for the benefit of the party holding the right to vote, attesting that the shares were credited to the account of the party in question, at the close of business on the abovementioned date, in dematerialized form and under the centralized clearing system.



In accordance with the applicable regulations, the abovementioned communication must reach the Company before the Shareholders' Meeting is called to order on each calling.

Attendance and Voting by Proxy Including Through the Representative Designated by Edison S.p.A.

Any party who is eligible to attend and vote at the Shareholders' Meeting may choose to be represented at the Meeting by means of a written proxy, with the option of using for this purpose the proxy form available on this page of the Company website ([www.edison.it/en/Governance/agm/Ordinary Shareholders' Meeting of March 28/29, 2014](http://www.edison.it/en/Governance/agm/Ordinary%20Shareholders%27%20Meeting%20of%20March%2028/29,%202014)) and at the Company's registered office.

The proxies may be notified to the Company as follows:

a) by regular mail to the following address:

Computershare S.p.A.
(Rif. Delega per Assemblea Ordinaria 2014 Edison SpA)
Via Lorenzo Mascheroni, 19
20145 MILANO – Italy;

b) by fax to the number +39.02.46776850;

c) as an attachment to a certified e-mail sent to the address edison@pecserviziotitoli.it.

Together with the proxy form, eligible parties shall also submit a copy of a valid identification document and, in the case of companies, evidence of their corporate powers (copy of Chamber of Commerce document, power of attorney or similar documents).

Any documents notified in advance shall not relieve the proxy agent, upon being accredited for access to the Shareholders' Meeting, from the obligation to certify that the notified copy matches the original and the identity of the principal.

The principal shall have the right to give instructions to the proxy agent, revoke the proxy given, designate one or more substitutes and grant to the agent the option of appointing a substitute.

Alternatively, eligible parties may appoint as their proxy agent, free of charge, not later than the end of the day falling two stock market trading days before the date of the Shareholders' Meeting (**by March 26, 2014 on the first calling or March 27, 2014 in the event of a second calling**) the representative designated by the Company pursuant to Article 135-*undecies* of Legislative Decree No. 58/1998 (hereinafter the "Designated Representative"). For the purposes of the abovementioned Shareholders' Meeting, the Company selected as its Designated Representative **Computershare S.p.A.**

The appointment of the abovementioned Representative as proxy agent must be conveyed by filling out and signing a proxy form provided for this purpose, which will be available by **March 6, 2014**, at the Company's registered office or on its website ([www.edison.it/en/Governance/agm/Ordinary Shareholders' Meeting of March 28/29, 2014](http://www.edison.it/en/Governance/agm/Ordinary%20Shareholders%27%20Meeting%20of%20March%2028/29,%202014)).



The original of the proxy must be delivered to the Designated Representative, with voting instructions for all or some of the items on the Agenda, at the following address:

Computershare S.p.A.
Via Lorenzo Mascheroni, 19
20145 MILANO – Italy.

A copy, together with an attestation that it matches the original, may be sent in advance: a) by fax to the number +39.02.46776850; b) as an attachment to a certified e-mail sent to the address ufficiomilano@pecserviziotitoli.it.

The proxy to the Designated Representative shall have no effect with respect to the motions for which no voting instructions are provided.

A proxy and the corresponding voting instructions may be revoked up to the abovementioned deadline (**by March 26, 2014 on the first calling or March 27, 2014 in the event of a second calling**).

Additional information is available on the Company website ([www.edison.it/en/Governance/agg/Ordinary Shareholders' Meeting of March 28/29, 2014](http://www.edison.it/en/Governance/agg/Ordinary%20Shareholders%27%20Meeting%20of%20March%2028/29,%202014)).

Starting on **March 3, 2014**, the Designated Representative will be available to answer questions at the Help Desk number 02-46776826/39/11 and at the following e-mail address: ufficiomi@computershare.it.

Right to Amend the Agenda or File Additional Motions Regarding Items Already on the Agenda

Pursuant to Article 126-*bis* of Legislative Decree No. 58/98 ("TUF"), shareholders who, individually or jointly, represent at least one-fortieth of the Company's share capital may submit a request, within 10 days from the publication of the Notice of Shareholders' Meeting (i.e., by **Monday, March 3, 2014**), to amend the Meeting's Agenda or file additional motions regarding items already on the Agenda, listing on their request the additional items or the additional motions that they are filing.

Amendments are not allowed for issues regarding which the Shareholders' Meeting is required, pursuant to law, to deliberate based on a motion submitted by the Directors or based on a plan or report prepared by the Directors, different from those referred to in Article 125-*ter*, Section 1, of the TUF.

Requests, together with a communication by an intermediary certifying the ownership of the equity stake on the date of the request, must be delivered in writing to the Company as follows:

a) hand delivered or by registered mail, with return receipt, send to the address:

Edison S.p.A.

(Rif. "Corporate Affairs – Integrazione OdG Assemblea Ordinaria Edison 2014")



Foro Buonaparte, 31
20121 MILANO – Italy;

b) a communication sent by certified e-mail to the following address:
ASSEMBLEAORDINARIA2014@PEC.EDISON.IT.

Requests must also be accompanied by the personal data of the requesting party (first and last name, place and date of birth, or, in the case of entities or companies, name, registered office and tax I.D. number).

Requesting shareholders shall deliver to the Company, in the same manner and by the same deadline (**March 3, 2014**) mentioned above, a report showing the rationale for the motions regarding the issues being submitted for discussion or the rationale for additional motions regarding issues already on the Agenda.

Additional information is available on the Company website ([www.edison.it/en/Governance/agm/Ordinary Shareholders' Meeting of March 28/29, 2014](http://www.edison.it/en/Governance/agm/Ordinary%20Shareholders%27%20Meeting%20of%20March%2028/29,%202014)).

Right to Submit Questions Prior to the Shareholders' Meeting

Pursuant to Article 127-ter of the TUF, parties eligible to vote may submit questions about the items on the Agenda prior to the Shareholders' Meeting.

Questions must be submitted in writing to the Company as follows:

a) hand delivered or by a letter mailed to the address:

Edison S.p.A.

(Rif. "Corporate Affairs – Domande Assemblea Ordinaria Edison 2014")

Foro Buonaparte, 31

20121 MILANO – Italy;

b) a communication sent by certified e-mail to the following address:
ASSEMBLEAORDINARIA2014@PEC.EDISON.IT.

Requests must also be accompanied by the personal data of the requesting party (first and last name, place and date of birth, or, in the case of entities or companies, name, registered office and tax I.D. number).

Parties who can certify that they owned their shares on **Wednesday March 26, 2014 (Record Date)** are entitled to receive an answer, provided they can deliver, concurrently with or subsequent to the submission of a question, a communication issued by an intermediary for the purpose of exercising this right, or a copy thereof, or provide reference data from the communication issued by the intermediary for the purpose of attending the Shareholders' Meeting.

Questions and the corresponding certification of the eligibility to exercise this right must be received **by Tuesday, March 25, 2014**.



In order to facilitate the organization of the answers provided, questions must contain a reference to the page number of the corresponding Report of the Board of Directors or other document provided to the Shareholders' Meeting.

Questions from eligible parties that are received prior to the Shareholders' Meeting and are pertinent to the items on the Agenda shall be answered during the Shareholders' Meeting at the latest. The Company may provide a single answer to question with the same content.

Election of the Board of Statutory Auditors

Shareholders who are entitled to vote may submit names of candidates up to the day of the Shareholders' Meeting.

The Board of Statutory Auditors is comprised of 3 (three) Statutory Auditors and 3 (three) Alternates. With regard to gender parity, starting with this Shareholders' Meeting, the composition of the Board of Statutory Auditors must be compliant, separately for Statutory Auditors and Alternates, with the criteria provided in the relevant laws and regulations.

Nomination, signed by the shareholder, must be filed at the Company's registered office as follows:

a) delivered to the following address:

Edison S.p.A.

(Rif. "Corporate Affairs – Candidature Assemblea Ordinaria Edison 2014")

Foro Buonaparte, 31

20121 MILANO – Italy;

b) a communication sent by certified e-mail to the following address:
ASSEMBLEAORDINARIA2014@PEC.EDISON.IT;

c) submitted directly at the Shareholders' Meeting.

Nominations of candidates must be accompanied by information allowing the identification of the party submitting them. By the date of the Shareholders' Meeting, the filing party shall deliver a communication by a qualified intermediary, in accordance with the applicable regulations, providing evidence that the shares were registered in the filing party's name on the date the nominations of candidates were filed.

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

Together with the nomination, the following documents must be submitted for each candidate:

a) a declaration accepting the nomination and potential election; b) a declaration attesting that there are no issues that would make a candidate incompatible or unelectable or would cause him/her to be removed from office and that, as required by law and the Bylaws, he/she meets the requirements for election; c) a declaration attesting that the candidate meets the requirements of independence, professionalism and integrity required by the applicable



regulations and the Bylaws; *d*) the eligibility, if any, to qualify as independent also in accordance with the criteria provided for Directors in the Corporate Governance Code

promoted by Borsa Italiana, adjusted as necessary; *e*) a curriculum vitae providing detailed information about the personal and professional background of each candidate, listing any management and control posts held at any other companies.

Any change to the information provided that may occur up to the date when the Shareholders' Meeting is actually held must be promptly communicated to the Company.

Nominations of candidates shall be made available to the public, as soon as they are available, at the Company's registered office. They will also be published on the website of Borsa Italiana S.p.A. and will be available at the following Web address: [www.edison.it/en/Governance/agm/Ordinary Shareholders' Meeting of March 28/29, 2014](http://www.edison.it/en/Governance/agm/Ordinary%20Shareholders%27%20Meeting%20of%20March%2028/29,%202014).

Documents and Information

The Annual Financial Report, the Report on Corporate Governance, the Compensation Report and the Report on the Election of the Board of Statutory Auditors are available at the Company's registered office, on the Company website at the address [www.edison.it/en/Governance/agm/Ordinary Shareholders' Meeting of March 28/29, 2014](http://www.edison.it/en/Governance/agm/Ordinary%20Shareholders%27%20Meeting%20of%20March%2028/29,%202014) and on the website of Borsa Italiana S.p.A.

Shareholders are entitled to consult all of the abovementioned documents on file at the Company's registered office and obtain a copy of those documents.

Additional information is available from the Corporate Affairs Department by calling the telephone numbers +39.02.62227465 or +39.02.62227985 or sending a fax to +39.02.62227954.

The subscribed and paid-in share capital of Edison S.p.A. amounts to 5,291,700,671,00 euros, divided into 5,181,545,824 common shares and 110,154,847 savings shares, all with par value of 1 euro.

This Notice was published on the Company website (www.edison.it) and, as an excerpt, in the newspaper *Il Sole 24 Ore*, and a copy of it was sent to the Consob and Borsa Italiana through the SDIR-NIS system.

The Board of Directors
by: Bruno Lescoeur
Chief Executive Officer