



## 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:

- . Tuesday September 23, 2014 at **11:00 AM**, on the first calling, and, if necessary,
- . Wednesday September 24, 2014 at **11:00 AM**, on the second calling,

to vote on the following

### Agenda

Recognition in the financial statements, pursuant to Article 1, Section 147, of the Law of December 27, 2013 and amending and related provisions, of a tax encumbrance on a portion of the reserves for a total of 236,673,228.01 euros.

### *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 Saturday, September 20, 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 September 23/24, 2014](http://www.edison.it/en/Governance/agm/Ordinary%20Shareholders%27%20Meeting%20of%20September%2023/24,%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 09/2014 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](mailto: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 September 19, 2014 on the first calling or September 22, 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 **September 2, 2014**, at the Company's registered office or on its website ([www.edison.it/en/Governance/agm/Ordinary Shareholders' Meeting of September 23/24, 2014](http://www.edison.it/en/Governance/agm/Ordinary%20Shareholders%27%20Meeting%20of%20September%2023/24,%202014)).

The original of the proxy must be delivered to the Designated Representative, with voting instructions for the item 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](mailto: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 September 19, 2014 on the first calling or September 22, 2014 in the event of a second calling**).

Additional information is available on the Company website ([www.edison.it/en/Governance/agm/Ordinary Shareholders' Meeting of September 23/24, 2014](http://www.edison.it/en/Governance/agm/Ordinary%20Shareholders%27%20Meeting%20of%20September%2023/24,%202014)).

Starting on **September 1, 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](mailto:ufficiomi@computershare.it).

### ***Right to Amend the Agenda or File Additional Motions Regarding Item 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, August 11, 2014**), to amend the Meeting's Agenda or file additional motions regarding item 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 09/2014 Edison SpA")

Foro Buonaparte, 31

20121 MILANO – Italy;

b) a communication sent by certified e-mail to the following address: [assemblea.azionisti@pec.edison.it](mailto:assemblea.azionisti@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 (**August 11, 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 September 23/24, 2014](http://www.edison.it/en/Governance/agm/Ordinary%20Shareholders%27%20Meeting%20of%20September%2023/24,%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 item 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 09/2014 Edison SpA")

Foro Buonaparte, 31

20121 MILANO – Italy;

b) a communication sent by certified e-mail to the following address:  
[assemblea.azionisti@pec.edison.it](mailto:assemblea.azionisti@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 **Saturday, September 20, 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 Saturday, September 20, 2014**.

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.

### ***Documents and Information***

Documents concerning the item on the Agenda of the Shareholders' Meeting that are required pursuant to current laws will be available to the public, within the deadline required by current regulations, at the Company's registered office, on the Company website at the address [www.edison.it/en/Governance/agg/Ordinary Shareholders' Meeting of September 23/24, 2014](http://www.edison.it/en/Governance/agg/Ordinary_Shareholders'_Meeting_of_September_23/24,_2014), on the website of Borsa Italiana S.p.A ([www.borsaitaliana.it](http://www.borsaitaliana.it)) and on the authorized storage system "Info" ([www.info.it](http://www.info.it)).

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/en/Governance/agm/Ordinary Shareholders' Meeting of September 23/24, 2014](http://www.edison.it/en/Governance/agm/Ordinary%20Shareholders%27%20Meeting%20of%20September%2023/24,%202014)) and, as an excerpt, in the newspaper *Il Sole 24 Ore*, and a copy of it was sent to the Borsa Italiana S.p.A., through the SDIR-NIS system and the authorized storage system "1Info" ([www.1info.it](http://www.1info.it)).

The Board of Directors  
by: Bruno Lescoeur  
*Chief Executive Officer*