

# Procedure for attending the Shareholders' Meeting, voting by proxy and appointing the designated representative as proxy agent

## Eligibility to Attend the Shareholders' Meeting

Only shareholders who, based on evidence provided by an intermediary, held voting rights at the close of business **on the day falling two business day prior** to the date set for the Shareholders' Meeting on the first calling, i.e., at the close of business **on Tuesday March 24, 2015 (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

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, except for causes of incompatibility and with the limitations imposed by current laws. A proxy form is available on this page of the Company website, in printable format, or is available at the Company's registered office (**where it may be requested on business days, from 10:00 AM to 12:30 PM, by calling the following numbers +39.02.62227465 or +39.02.62227985**). If for technical reasons the proxy forms should not be available electronically, they will be supplied directly upon request.

The proxy may also be conveyed with an IT document signed in electronic format.

The proxies may be notified to the Company as follows:

**mailed to the following address:**

**Computershare Spa**

Rif. "**Delega per Assemblea Ordinaria 03/2015 Edison Spa**"

Via Lorenzo Mascheroni, 19

20145 MILANO - Italia

**by fax to +39.02.46776850**

**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 powers as representatives (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.

**Generic proxy form for the Special Shareholders' Meeting of March 26, 2015 (PDF file)**

### **Representative Designated by the Company**

For the **Ordinary** Shareholders' Meeting **convened for March 26, 2015**, Edison selected **Computershare Spa** as the designated representative (**hereinafter the "Designated Representative"**), pursuant to Article 135-undecies of the TUF, whom parties eligible to attend and vote at the Shareholders' Meeting may appoint as their proxy agent to vote at the Shareholders' Meeting. The proxy appointment is free of charge, except for transmission and shipping costs.

The appointment of the Designated Representative as proxy agent must be conveyed by filling out and signing a proxy form provided for this purpose, which will be prepared by the Designated Representative, in concert with the Company, and **made available by March 5, 2015**:

at the Company's registered office, where it may be **requested on business days, from 10:00 AM to 12:30 PM**, by calling the following numbers **+39.02.62227465 or +39.02.62227985**;

on this page of the Company website, in printable format.

The **original** of the proxy form must be delivered to the Designated Representative, with voting instructions for all or some of the items on the Meeting's Agenda, not later than end of the day falling two stock market trading days before the date of the Shareholders' Meeting (by March 24, 2015):

the following address:

#### **Computershare Spa**

Via Lorenzo Mascheroni, 19  
20145 MILANO - Italia

A copy, together with an attestation that it matches the original, may be sent in advance:

**by fax to the number +39.02.46776850**

**as an attachment to a certified e-mail sent to the address:  
ufficiomilano@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 powers as representatives (copy of Chamber of Commerce document, power of attorney or other suitable documents).

The action of sending the proxy form to the Designated Representative by fax or e-mail shall not relieve the eligible party from the obligation to deliver the original proxy form to the Designated Representative.

The proxy to the Company's 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 by means of a written statement; issued with the same modalities, up to the abovementioned deadline (**by March 24, 2015**).

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

Starting on **March 5, 2014**, the Designated Representative will be available to answer questions at the Help Desk number +39.02.46776826/39/11, active Monday to Friday, from 9:00 AM to 5:00 PM, and at the following e-mail address: **ufficiomi@computershare.it**

**Proxy form for the Designated Representative (Pdf file) - Published on March 5, 2015**