

## Shareholders Meeting of March 22, 2016

### DATE:

Thursday March 22, 2016, at 11.00 AM

### AGENDA

#### **Ordinary Session**

##### **Financial Report**

1. Financial Statements at December 31, 2015.  
Compensation Report
2. Consultation on section one of the Compensation Report.

##### **Board of Directors**

3. Determination of the number of Directors.
4. Election of the Board of Directors.
5. Election of the Chairman of the Board of Directors.
6. Determination of the length of the term of office of the Board of Directors.
7. Determination of the compensation of the Board of Directors.
8. Reimbursement, in favour of Edison's Directors, of costs, expenses and damages resulting from civil, criminal and administrative proceedings for acts relating to the exercising of functions.

#### **Extraordinary Session**

##### **Share Capital increase**

9. Share capital increase, with no preemptive right provided of the option right, pursuant to and in accordance with art. 2441, paragraph 4, of the Italian Civil Code, for a nominal amount of 85,300,000.00 euros and for a total amount (including premium) of 246,994,680.00 euros, through the issuing of no. 85,300,000 new common shares, to be paid through the contribution in kind of 100% of the share capital of Fenice Spa by Transalpina di Energia Spa; subsequent amendment to art. 5 of the Bylaws.

##### **Coverage of loss**

10. Coverage, for 614,351,040.54 euros, of the loss for 2015 through use of the available reserves, for the same amount, with contextual reduction in binding reserves pursuant to company and/or fiscal provisions.
11. Coverage of the residual loss for 2015, for 161,662,859.90 euros, through the use, for the same amount, of the share premium reserve established after the share capital increase execution, as resolved in previous item 9.