

The dates and/or location and/or methods of holding of the Shareholders' Meeting indicated in this call notice could change if further measures are issued by the competent Authorities in light of the COVID-19 emergency - effective as at May, or 27, 2020 or May 27, 2020, or 29 May, 2020 - in relation to the current epidemic and its developments which are currently unforeseeable. Any changes shall be promptly notified using the same methods envisaged for publication of the call notice.

## **NOTICE OF SPECIAL SHAREHOLDERS' MEETING OF THE HOLDERS OF SAVINGS SHARES**

The holders of Edison S.p.A. savings shares are called to a Special Meeting, convened in session, in Milan, Via Agnello 18 – at Studio Notarile (Notary Practice) Marchetti on:

- **Wednesday, May 27, 2020**, at 14:30, on the first calling,
- **Thursday, May 28, 2020**, at 14:30, on the second calling,
- **Friday, May 29, 2020**, at 14:30, on the third calling,

to resolve upon the following

### **Agenda**

1. Legal action brought against Edison S.p.A., its developments, repercussions it could have on holders of savings shares and, therefore, on the opportunity to continue to pursue the action taken. Inherent and consequent resolutions.
2. Ratification of the actions of the common representative of the savings shareholders. Inherent and consequent resolutions.

### ***Eligibility to Attend the Shareholders' Meeting***

Without prejudice to the provisions of the next paragraph, those who, based on the information of the intermediary, are holders of voting rights at the end of the accounting day of the **seven stock market trading days before the date set for the Shareholders' Meeting on the first call, and therefore, at the end of Monday, May 18 2020 (Record Date)**, are entitled to take part in the Shareholders' Meeting, and to exercise the voting right, exclusively on the basis of conferral of the appropriate proxy or sub-proxy to the appointed representative (Computershare S.p.A.), as specified below. 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 in compliance with applicable regulations, by the beginning of the Shareholders' Meeting proceedings on single call and without prejudice to the principle according to which

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Reg. Imprese di Milano – Monza – Brianza – Lodi e C.F. 06722600019  
Partita IVA 08263330014 - REA di Milano 1698754

participation and voting at the Shareholders' Meeting can take place exclusively through conferral of the appropriate proxy or sub-proxy to the appointed representative (Computershare S.p.A.).

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

In order to reduce the risks stemming from the COVID-19 health emergency, **participation at the Shareholders' Meeting can only take place through the representative appointed** by the Company pursuant to Article 135-*undecies* of Legislative Decree no. 58/1998 and subsequent amendments ("TUF") (hereinafter the "**Appointed Representative**"), as permitted by Article 106, paragraph 4, of Legislative Decree no. 18 of March 17, 2020. For this communication, the Company identified **Computershare S.p.A.** as the Appointed Representative.

The proxy to the Appointed Representative can be conferred:

- pursuant to Article 135-*undecies* of the TUF, directly by the person holding the voting right (the **Direct Proxy**), by filling in and signing the specific form, prepared by said Appointed Representative, in agreement with the Company, called "**Direct Proxy Form**";
- or, in derogation of Article 135-*undecies*, paragraph 4 of the TUF, by the person holding the voting right or the person delegated by the latter pursuant to Article 135-*novies* of the TUF (the **Proxy or Sub-proxy**), by filling in and signing the specific form, prepared by said Appointed Representative, in agreement with the Company, called "**Proxy or Sub-proxy Form**"

(together the **Proxy to the Appointed Representative and Proxy Form to the Appointed Representative**).

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

The Proxy **Forms** to the Appointed Representative are available from the Company's registered office and on its website (<https://www.edison.it/en/special-shareholders-meeting-2020>).

The Proxy to the Appointed Representative can also be conferred via a digital document with electronic signature.

The Proxy form to the Appointed Representative must reach the Company, via the Appointed Representative, accompanied by the **Voting Instructions** reserved to him, through one of the following alternative methods:

- a) digitally reproduced copy (PDF) sent to [ufficiomilano@pecserviziitolitoli.it](mailto:ufficiomilano@pecserviziitolitoli.it) provided that the delegating person, even if a legal entity, uses their own certified e-mail address or, if lacking, signs the electronic document with an advanced electronic, qualified or digital signature, or
- b) via e-mail to the address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it)

Where the delegating person (or the sub-delegating person) does not have a certified e-mail address, the original copy of the proxy, the instructions and a copy of the related documentation must be sent to the registered office of Computershare S.p.A., via Lorenzo Mascheroni 19, 20145 Milan, as soon as the measures to contain the COVID-19 (Corona Virus) health emergency issued by the competent Authorities are lifted.

Together with the Proxy form to the Appointed Representative, 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 his powers of representation (copy of chamber of commerce search, power of attorney or other appropriate deed).

The Direct Proxy, with the associated voting instructions, must be received by the Appointed Representative by the end of the second stock market trading day before the Shareholders' Meeting (**by Monday, May 25, 2020 on the first calling, or Tuesday, May 26, 2020 on the second calling and Wednesday, May 27, 2020 on the third calling** )

The Direct Proxy and voting instructions to the Appointed Representative can be revoked by means of a written declaration, issued with the same methods, by the same deadline as above (**by Monday, May 25, 2020 on the first calling, or Tuesday, May 26, 2020 on the second calling and Wednesday, May 27, 2020 on the third calling**).

The Proxy or Sub-Proxy with the associated voting instructions, must be received **no later than Tuesday, May 26, 2020 at 12:00 p.m., or by Wednesday, May 27, 2020 at 12:00 p.m. or by Thursday, May 28, 2020 at 12:00 p.m.**, without prejudice to the fact that Computershare may accept the proxies, sub-proxies and/or instructions including after the above-mentioned term and before the opening of Shareholders' Meeting proceedings.

The Proxy or Sub-Proxy and the associated voting instructions can always be revoked by means of a written statement provided with the same methods.

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

It should be noted that, in the event unknown circumstances are verified, or in the event of an amendment or addition to the proposals presented at the Shareholders' Meeting, the company Computershare S.p.A., as Appointed Representative, cannot be authorised to express a vote inconsistent with that indicated in the instructions received.

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

The Shareholders' Meeting shall only be held through telecommunication methods, and the instructions relating to the methods of participation shall be communicated by the Company, through the Common Representative of the savings shareholders, individually to those legitimately entitled to attend.

Additional information may be found on the Company website (<https://www.edison.it/en/special-shareholders-meeting-2020>).

The Appointed Representative will be available for clarifications or information through the Help Desk number 02-46776826/11, as well as at the email address [ufficiomi@computershare.it](mailto:ufficiomi@computershare.it).

***Right to add to the agenda or submit additional resolution proposals on matters already on the agenda***

Pursuant to Article 126-bis of the TUF, those holders of savings shares who, including jointly, represent at least one-fortieth of the share capital represented by shares of this class may request, within 10 days of the publication of the call notice, and **by Wednesday May 6 2020**, to add to the list of matters to be discussed, or submit additional resolution proposals

on matters already on the agenda, specifying in the request the additional topics or the additional resolution proposals they are submitting.

The requests, made in writing, must be send to the Common Representative of the savings shareholders, along with the communication of the intermediary attesting to ownership of the investment on the date of the request:

- a) by means of a communication to the certified email address: [luciano.pecavvocati@milano.pecavvocati.it](mailto:luciano.pecavvocati@milano.pecavvocati.it)
- b) by means of a communication to the email address: [luciano.castelli@lcalex.it](mailto:luciano.castelli@lcalex.it).

The requests must also be accompanied by the personal data of the requesting shareholder (surname and name, place and date of birth) for natural persons, or the name and tax code for entities or companies.

Requesting holders of savings shares must send to the Common Representative of the savings shareholders, with the same methods and within the same term as specified above (**by Wednesday May 6 2020**), a report indicating the justification of the resolution proposals on the 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 resolution proposals on matters already on the agenda will be disclosed at least fifteen days before the date scheduled for the Shareholders' Meeting (or **by Tuesday, May 12, 2020**), 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 and/or additional resolution proposals submitted will be made available to the public in the same forms as those set forth for documentation relating to the Shareholders' Meeting, accompanied by any assessments of the Common Representative of the savings shareholders.

Additional information may be found on the Company website (<https://www.edison.it/en/special-shareholders-meeting-2020>).

### ***Right to ask questions before the Shareholders' Meeting***

Pursuant to Article 127-ter of the TUF, those entitled to vote may ask questions about the items on the agenda before the Shareholders' Meeting.

Questions must be received **within 5 (five) open stock market trading days before** the date set for the Special Shareholders' Meeting on first call and, therefore, **by Wednesday, May 20, 2020**. These must be presented in writing to the Common Representative of the savings shareholders:

- a) by means of a communication to the certified email address: [luciano.pecavvocati@milano.pecavvocati.it](mailto:luciano.pecavvocati@milano.pecavvocati.it)
- b) by means of a communication to the email address: [luciano.castelli@lcalex.it](mailto:luciano.castelli@lcalex.it).

The requests must be accompanied by the personal data of the requesting shareholder (surname and name, place and date of birth) for natural persons, or the name and tax code for entities or companies.

Parties who certify that they own shares on **Monday, May 18 2020 (Record Date)** are entitled to receive a response, by sending, including after the questions, the communication 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.

Questions from eligible parties that are received prior to the Shareholders' Meeting and are pertinent to the items on the Agenda, will be answered to the Common Representative of the savings shareholders during the Shareholders' Meeting.

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

The documentation relating to the items on the agenda, set forth in the applicable legislation, will be made available to the public at the Company's registered office, on the Company's website at <https://www.edison.it/en/special-shareholders-meeting-2020> and in the authorised storage mechanism "eMarket Storage" ([www.emarketstorage.com](http://www.emarketstorage.com)) according to the terms set out in the applicable provisions and specified on the Company website mentioned above.

The holders of savings shares and other parties entitled to participate in the Shareholders' Meeting are entitled to obtain a copy of it.

Additional information may be requested from the Common Representative of the savings shareholders as follows:

- a) by means of a communication to the certified email address: [lucianoduccio.castelli@milano.pecavvocati.it](mailto:lucianoduccio.castelli@milano.pecavvocati.it);
- b) by means of a communication to the email address: [luciano.castelli@lcalex.it](mailto:luciano.castelli@lcalex.it);

Edison S.p.A.'s subscribed and paid up share capital totals 5,377,000,671.00 euros, divided into 5,267,224,718 common shares and 109,775,953 savings shares, all with a par value of 1 euro each.

This notice is published on the Company website (<https://www.edison.it/en/special-shareholders-meeting-2020>) as well as in excerpt form in the daily newspaper "Il Sole 24 Ore", and sent to Borsa Italiana S.p.A., through eMarket SDIR, and the authorised storage mechanism "eMarket Storage" ([www.emarketstorage.com](http://www.emarketstorage.com)).

Pursuant to European Regulation 2016/679 and Legislative Decree 196/2003 as amended, the Data Controller for personal data is Edison S.p.A. A full disclosure on data processing in relation to the exercise of rights correlated with the Special Shareholders' Meeting is available on the website [www.edison.it](http://www.edison.it) ("Governance" / "Special Meeting of the Holders of Savings Shares May 27, 28, 29, 2020" / "Shareholders' Rights").

Milan, April 26, 2020

Signed by  
*The Common Representative  
of the savings shareholders*