



PRESS RELEASE

Notice of Shareholders' Meeting 13-16 June 2014

Milan, 8 April 2014 – At the request of Shareholders City of Brescia and City of Milan, formulated for purposes of Art. 2367 of the Italian Civil Code, the Shareholders Meeting of A2A S.p.A. is hereby called to meet at the offices of Termoutilizzatore A2A at via Malta 25/r in Brescia, Italy on 13 June 2014 at 11 AM in first call and, if necessary, on 16 June 2014 in second call at the same time and location to discuss and vote on the following

AGENDA

Extraordinary part

1. Adoption of new Articles of Association in conformity to Resolution no. 42 dated 23.12.2013 of the City of Milan and Resolution no. 198 dated 20.12.2013 of the City of Brescia, completed by notice no. 8 dated 13.02.2014 to the City Council.

Ordinary part

1. Board of Directors – Appointment of Directors – Decisions inherent and consequent.
2. Board of Statutory Auditors – Appointment of Board – Decisions inherent and consequent.

Participation in the Meeting and exercise of vote by proxy

Shareholders may participate in the Meeting if they have voting rights at the close of the Record Date (4 June 2014) and if the Company has received, by the close of the third trading day (10 June 2014) preceding the date set for the Meeting in first call, the relative notice from the assigned intermediaries as required by law. Nevertheless, shareholders will have the right to participate and vote if the Company receives such notice after such deadline, provided it is received before the Meeting commences work. Persons who become shareholders after said Record Date will not have the right to participate in the Meeting. Under law, each Shareholder with the right to participate may choose to be represented at the Meeting by means of a written proxy, with right to use for such purpose the proxy form available at the Registered Office and on the Company's website (www.a2a.eu "Governance" – "Meetings" section). The proxy may be transmitted to the Company via email at a2a@pec.a2a.eu, specifying as the subject "Proxy Meeting A2A S.p.A. 13-16 June 2014." Any such advance notice does not exempt the delegate from the obligation of certifying conformity of the emailed copy to the original and from presenting appropriate identification when entrance to the meeting is checked.

Voting by correspondence or by electronic means is not allowed.

The Meeting has also approved the adoption of Meeting Rules to ensure that the Meeting is properly conducted. Among other things, the Rules govern attending, participating in, and assistance at the Meeting, as well as checking the right to participate in and attend the Meeting. Such Rules are available on the Company's website (www.a2a.eu "Governance" – "Meetings" section).

Company's designated representative

The proxy may be conferred, at no cost to the delegating party, and with voting instructions on all or some of the items on the agenda, to Istifid S.p.A. Company Fiduciaria e di Revisione, Servizio Fiduciario – Viale Jenner n. 51, 20159 Milan, as the Company's designated representative for purposes of Art. 135-*undecies* of Italian Decree Law 58/1998, provided that the original copy of such proxy is received on or before the end of the second trading day preceding the date set for the Meeting, including in second call (i.e., by 11 June 2014 or 12 June 2014, respectively). Although the original of the proxy must in all cases be mailed, the proxy may also be notified by email to the certified email address 2014assemblea.yy78@istifidpec.it. Any proxy issued to Istifid S.p.A. Company Fiduciaria e di Revisione will have no effect with regard to any items on the agenda for

which voting instructions are not given. The proxy and voting instructions are revocable by the same methods and by the same deadlines specified above. The proxy form, with instructions for its compilation and transmission, is available at the Registered Office and on the Company's website (www.a2a.eu "Governance" – "Meetings" section).

Share Capital

For purposes of Article 5 of the current Articles of Association, the share capital is Euro 1,629,110,744.04, represented by 3,132,905,277 ordinary shares with par value Euro 0.52 each. For purposes of Article 6 of the current Articles of Association, the shares are indivisible and each share has the right to one vote, with the exception of the 26,917,609 treasury shares held by the Company as of the date of this Notice of Meeting, for which, under law, voting rights are suspended, and without prejudice to the provisions of Article 9 of the current Articles of Association with regard to limits of share ownership and shareholders' agreements.

Right to ask questions on items on the agenda

For purposes of Article 127-ter of Italian Decree Law no. 58 of 24 February 1998, as modified and supplemented, persons with voting rights may ask questions on items on the agenda even before the Meeting by faxing them – on or before the end of the third day preceding the date set for the Meeting in first call, i.e., by 10 June 2014 – to the Company Secretary at +39 02 77203924, specifying as the subject "Questions Meeting A2A S.p.A. 13-16 June 2014." The capacity to exercise such right is confirmed by faxing to such number a copy of the communication issued by the intermediaries who maintain the shareholder register. Questions pertinent to items on the agenda received before the Meeting from shareholders with voting rights will be answered as provided by law during the Meeting at the latest. The Company may provide a single answer to questions having the same content.

Supplement to agenda and presentation of proposed resolutions on new items on agenda

For purposes of Article 126-bis of Italian Decree Law no. 58 of 24 February 1998, as modified and supplemented, Shareholders who, individually or jointly, represent at least one fortieth of the share capital may, within ten days after the date of publication of this Notice, i.e., by 18 April 2014, request additions to the list of items on the agenda by specifying in writing the additional items of business they propose or proposed resolutions on items already on the agenda. Proposals must be sent by registered letter with return receipt to "A2A S.p.A. Segreteria Societaria Corso di Porta Vittoria 4 20122 Milano – Italia" with advance copy faxed to +39 02 77203924, together with the communication confirming the capacity to exercise such right issued by the intermediaries who maintain the shareholder register. By the above-specified deadline, any such Shareholders proposing additional items of business or proposed resolutions must, by the same methods, present a report detailing the reasons for their proposals for new items of business or the reasons for their proposed resolutions on items already on the agenda. Under all circumstances, a Shareholder with voting rights may personally present proposed resolutions at the Meeting.

Additions to the agenda are not permitted for matters on which the Meeting deliberates, under law, on proposals by the Management Board or by the Supervisory Board on based on a plan or report prepared by same, other than those referred to in Art. 125-ter, subsection 1, of Italian Decree Law no. 58 of 24 February 1998 as modified and supplemented. Any additions to the list of business on the agenda that the Meeting may deliberate following such requests or following the presentation of additional proposed resolutions on items already on the agenda will be communicated by the same methods provided for publication of the Notice of Meeting, at least fifteen days prior to the date set for the Meeting in first call (i.e., by 29 May 2014). Simultaneously with publication of such Notice, the reports provided by shareholders requesting additions or additional proposed resolutions, accompanied by evaluations (if any) by Company officers, will be made available to the public by the same methods provided with regard to documentation for the Meeting.

Board of Directors – Appointment of Directors – Decisions inherent and consequent.

Board of Statutory Auditors – Appointment of Board – Decisions inherent and consequent.

With reference to resolutions inherent and consequent to appointment of the Board of Directors and of the Board of Statutory Auditors, such resolutions, as well as the procedure applied for purposes of their appointment, including the presentation of lists and the confirmation of candidate requirements,

are governed by laws and regulations for the appointment of the Board of Directors and of the Board of Statutory Auditors, in addition to the provisions contained in the Articles of Association, the approval of which is number 1 on the agenda of the extraordinary part of the Meeting, as described in the report published for purposes of law on the Company's website (www.a2a.eu "Governance" – "Meetings" section). Resolutions inherent and consequent to appointment of the Board of Directors and of the Board of Statutory Auditors will therefore be passed based on the assumption that the new text of the Articles of Association will be approved and are subject to such approval.

* * *

Board of Directors

The newly-appointed Board of Directors has 12 members (who do not necessarily have to be shareholders). The Board remains in office for three tax years and expires on the date of the Meeting called to approve the financial statements for its third year in office. The members of the Board of Directors must possess the requisites of honesty and professionalism required by current law and by provisions of the Articles of Association *pro tempore*.

Members of the Board of Directors are elected on the basis of lists, each of which contains at least two candidates indicated by a progressive number. Each list must have a number of candidates pertaining to the less represented class of shareholders in order to ensure respect of the balance between classes at least in the minimum ratio required by current laws and regulations (i.e., at least one fifth of candidates with rounding up if the number is not whole). Lists containing fewer than three candidates are exempt from this rule. Lists must include at least two candidates in possession of the requisites of independence required for Auditors by Art. 148, subsection 3 of Italian Decree Law no. 58 of 24 February 1998 and of those required by the Governance Code written by the Corporate Governance Committee of Borsa Italiana S.p.A.

Only those shareholders who, individually or with others, at the time of presentation of the lists own shares representing at least 1% of the share capital with right to vote at the Ordinary Meeting have the right to present lists. Each shareholder, shareholders parties to a significant shareholders' agreement for purposes of Art. 122 of Italian Decree Law no. 58 of 24 February 1998, the parent company, subsidiaries, companies subject to common control for purposes of Art. 93 of Italian Decree Law no. 58 of 24 February 1998, and other parties connected for purposes of current laws and regulations, cannot present or participate in the presentation of, not even through a third party or trust company, more than one list or vote for different lists, and each candidate may run on a single list only, under penalty of ineligibility.

Lists must be presented on or before the twenty-fifth day before the date of the Meeting in first call, i.e., by 4:30 PM on 19 May 2014, by: (i) filing at the Company's registered office at via Lamarmora 230, Brescia, Italy or (ii) faxing to +39 02 77203924, in this case by specifying in the accompanying message the name of the party filing the list as well as the sender's telephone and fax number. Lists will be made available to the public at the Company's registered office, on the website www.a2a.eu, and by the other means required by Consob at least twenty-one days before the date of the Meeting, i.e., 23 May 2014. If only one list, or only lists presented by connected shareholders, has/have been filed by the deadline for the filing of lists, lists may be presented up to the third day following such date, i.e., up to 4:30 PM on 22 May 2014, and the limit for the presentation of lists will be halved to 0.5% of the share capital with right to vote at the Ordinary Meeting.

Lists must be accompanied by:

(i) information on the identity of shareholders who presented the lists, with indication of the total percentage held, it being understood that the communication specifying the ownership of such shareholding may also be made after the lists are filed, provided this is done by the deadline specified for the Company's publication of lists, i.e., by 23 May 2014;

(ii) a declaration by shareholders other than the City of Brescia and the City of Milan, and by shareholders who hold, individually or jointly, a controlling interest or relative majority, attesting, as required by current laws and regulations, to the absence of connections with such parties, also in consideration of the recommendations contained in Consob Communication no. DEM/9017893 of 26 February 2009;

(iii) a full personal and professional profile of the candidates, as well as a declaration by the

candidates attesting to their possession of all legal requisites and to the acceptance of their candidature.

Any list that does not satisfy the above-mentioned requirements will be considered not presented.

* * *

Board of Statutory Auditors

The newly-appointed Board of Statutory Auditors is composed of three Statutory Auditors and two Alternate Auditors. The Board remains in office for three tax years and expires on the date of the Meeting called to approve the financial statements for its third year in office. Auditors must possess the requisites of honesty, professionalism, and independence required by current law. For purposes of confirming the satisfaction of requisites of professionalism of members of the Board of Statutory Auditors, the areas and business sectors closely related to the those of the Company's business are understood as the areas and business sectors referred to in Article 4 of the Articles of Association. The provisions of current laws and regulations apply with regard to the composition of the Board of Statutory Auditors, situations of ineligibility and limits to combined roles of administration and control that may be covered by members of the Board of Statutory Auditors. In addition, an Auditor of the Company may not be a member of Boards of Statutory Auditors of subsidiaries. In this last-mentioned case, the Auditor must resign from his/her role as Auditor of the Company.

Auditors are elected on the basis of lists presented by the shareholders. The lists must have at least two candidates, indicated by a progressive number. Each candidate may run on a single list only, under penalty of ineligibility. Each list must have a number of candidates pertaining to the less represented class of shareholders in order to ensure respect of the balance between classes at least in the minimum ratio required by current laws and regulations (i.e., at least one fifth of candidates with rounding up if the number is not whole). Lists containing fewer than three candidates are exempt from this rule.

Only those shareholders who, individually or with others, at the time of presentation of the lists own shares representing at least 1% of the share capital with right to vote at the Ordinary Meeting have the right to present lists. Each shareholder may present participate in the presentation of one list only. If this rule is broken, the shareholder's vote will not be counted with regard to any of the lists presented.

Lists must be presented on or before the twenty-fifth day before the date of the Meeting in first call, i.e., by 4:30 PM on 19 May 2014, by: (i) filing at the Company's registered office at via Lamarmora 230, Brescia, Italy or (ii) faxing to +39 02 77203924, in this case by specifying in the accompanying message the name of the party filing the list as well as the sender's telephone and fax number. Lists will be made available to the public at the Company's registered office, on the website www.a2a.eu, and by the other means required by Consob at least twenty-one days before the date of the Meeting, i.e., 23 May 2014.

If only one list, or only lists presented by connected shareholders, has/have been filed by the deadline for the filing of lists, lists may be presented up to the third day following such date, i.e., up to 4:30 PM on 22 May 2014, and the limit for the presentation of lists will be halved to 0.5% of the share capital with right to vote at the Ordinary Meeting.

Lists must be accompanied by:

(i) information on the identity of shareholders who presented the lists, with indication of the total percentage held, it being understood that the communication specifying the ownership of such shareholding may also be made after the lists are filed, provided this is done by the deadline specified for the Company's publication of lists, i.e., by 23 May 2014;

(ii) a declaration by shareholders other than the City of Brescia and the City of Milan, and by shareholders who hold, individually or jointly, a controlling interest or relative majority, attesting, as required by current laws and regulations, to the absence of connections with such parties, also in consideration of the recommendations contained in Consob Communication no. DEM/9017893 of 26 February 2009;

(iii) a full personal and professional profile of the candidates, as well as declarations with which each candidate accepts his/her candidature and declares, under his/her own responsibility, the absence of all causes of ineligibility and incompatibility under the law and the existence of the requisites of

honesty, professionalism and independence required by law for members of the Board of Statutory Auditors, and supplies a list of administrative and control offices covered at other companies.

Any list that does not satisfy the above-mentioned requirements or that does not include candidates from different classes in compliance with provisions of the Articles of Association will be considered not presented.

Each shareholder with voting rights may vote for one list only.

Documentation

As required by law, documentation for the Meeting is made available to the public by the required deadlines at the Company's registered office, at Borsa Italiana S.p.A., and on the Company's website (www.a2a.eu "Governance" – "Meetings" section).

Contacts:

Communications and External Relations – Media Relations

Tel. 02 7720.4582 - ufficiostampa@a2a.eu

Investors Relations

Tel. +39-02 7720.3974 - ir@a2a.eu

www.a2a.eu

Duty to notify the public in accordance with Consob decision no. 11971 of 05/14/1999 as amended.