



PRESS RELEASE

Notice of Ordinary Shareholders' Meeting 11-12 June 2015

Milan, 11 May 2015 – The first session of ordinary meeting of the shareholders of A2A S.p.A. is to be held on Thursday, 11 June 2015 at 11:00 a.m. at the offices of the Termoutilizzatore A2A, via Malta 25/r, Brescia, Italy; should a second session of the meeting be necessary, it will be held on Friday, 12 June 2015, at the same time and place. The meeting has been convened for the purpose of discussing and deliberating on the following

AGENDA

1. Appointment of two members of the board of directors pursuant to Article 18 of the corporate by-laws.
2. Financial statements at 31 December 2014.
 - 2.1 Approval of the financial statements at 31 December 2014; Reports of the board of directors, the board of statutory auditors and the independent auditors. Presentation of the consolidated financial statements at 31 December 2014.
 - 2.2 Allocation of net profit for the year and dividend distribution.
3. Compensation report: resolution pursuant to Article 123-ter, Paragraph 6 of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented.
4. Authorization for the purchase, pledging, and/or sale of treasury shares, subject to revocation of the previous authorization approved by the shareholders' meeting held on 13 June 2014.
5. Conferral of the mandate for the legal audit of the accounts for the years from 2016 to 2024.
6. Amendment of the rules for the shareholders' meeting to the traditional administration and control system.

Participation in the shareholders' meeting and exercise of vote by proxy

Persons entitled to participate in the meeting are the holders of voting rights at the close of the record date (2 June 2015) and for whom the Company has received, by the close of the third trading day (8 June 2015) preceding the date set for the first session of the meeting, the relative notice from the authorized intermediaries as provided by law. In any event, the right to participate in the meeting and to vote shall remain valid even if the Company receives such notice after the aforementioned deadline, provided it is received before the start of the shareholders' meeting. Persons who become shareholders after the aforementioned record date shall not be entitled to participate in the meeting. In accordance with the law, any shareholder entitled to participate may elect to have himself represented at the shareholders' meeting through a written proxy, with the option of using for such purpose the proxy form available at the Company's registered office and on its website (www.a2a.eu "Governance" – "Shareholders' meetings" section). The proxy may be transmitted to the Company via certified electronic mail (a2a@pec.a2a.eu) specifying as the subject "Proxy for A2A S.p.A. Shareholders' Meeting, 11-12 June 2015." Any such advance notice does not exempt the proxy holder from the obligation of certifying the conformity of the original proxy to the copy transmitted and from presenting appropriate identification of the owner of record represented, upon registration at the start of the shareholders' meeting.

Procedures for voting by correspondence or by electronic means have not been contemplated.

It is also noted that the shareholders' meeting approved the adoption of meeting rules to ensure that the shareholders' meeting is properly conducted, providing, *inter alia*, rules in relation to speaking, participation, and attendance at the meeting, as well as verification of the right to participate in and attend the meeting. Such rules are available on the Company's website (www.a2a.eu "Governance" – "Shareholders' meetings" section).

Company's designated representative

The proxy may be conferred, at no cost to the owner of record, with voting instructions on all or some of the items on the agenda, to Computershare S.p.A. with registered office at Via Lorenzo Mascheroni no. 19, Milan 20145, as the Company's designated representative for purposes of Article 135-*undecies* of Legislative Decree no. 58/1998. For this purpose, the owner of record must use the form made available by the Company's designated representative, in accordance with the Company, which is available on the Company's website (www.a2a.eu "Governance" – "Shareholders' meetings" section). The original proxy to the designated representative, with voting instructions, must be received at the registered office of Computershare S.p.A., Via Lorenzo Mascheroni no. 19, Milan 20145, with a copy thereof and a statement of conformity to the original possibly sent in advance by fax (+39 02 46776850) or as an attachment to a certified electronic mail message (ufficiomilano@pecserviziotitoli.it) by the end of the second open market day preceding the date set for the shareholders' meeting, including with respect to the second session (namely, by 9 June 2015 or 10 June 2015, respectively). The proxy, conferred in such manner, shall have effect only for the matters for which voting instructions are given. The proxy and voting instructions may be revoked within the same deadlines specified above. The proxy form, with the related instructions for its compilation and transmission, is available at the Company's registered office and on its website (www.a2a.eu "Governance" – "Shareholders' meetings" section). Any such advance notice does not exempt the proxy holder from the obligation of certifying the conformity of the original proxy to the copy transmitted and from presenting appropriate identification of the owner of record represented, upon registration at the start of the shareholders' meeting.

Share capital

Pursuant to 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. Pursuant to 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 meeting notice, for which, under law, voting rights are suspended. The foregoing applies 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 about matters on the agenda

Pursuant to Article 127-*ter* of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented, persons with voting rights may pose questions about the matters on the agenda, including before the shareholders' meeting by having them sent – on or before the end of the third day preceding the date set for the first session of the shareholders' meeting, namely, by 8 June 2015 – to the Company Secretary via fax (+39 02 77203924) or via certified electronic mail (a2a@pec.a2a.eu), specifying as the subject "Questions A2A S.p.A. Shareholders' Meeting 11-12 June 2015." The exercise of such right is certified through the transmission, via the fax number or certified electronic mail address as indicated above, of a copy of the special notice issued by the intermediaries who maintain the accounts against which the shares of the requesting shareholder(s) are registered. Questions pertinent to matters on the agenda received before the shareholders' meeting from shareholders with voting rights will be answered as provided by law, during the shareholders' meeting at the latest. The Company may provide a single answer to questions having the same content.

Supplementing the meeting agenda and presentation of new proposed resolutions

Pursuant to Article 126-*bis* of Legislative Decree no. 58 of 24 February 1998, as subsequently 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, namely, by 21 May 2015, request additions to the list of matters on the agenda by specifying in writing the additional matters of business they propose or proposed resolutions on matters already on the agenda. Proposals must be sent by return-receipt, registered letter to "A2A S.p.A. Segreteria

Societaria, Corso di Porta Vittoria 4 20122 Milano – Italia” with advance copy sent by fax (+39 02 77203924) or certified electronic mail (a2a@pec.a2a.eu), together with the special notice certifying the capacity to exercise such right issued by the intermediaries who maintain the accounts against which the shares of the requesting shareholder(s) are registered. Any shareholders proposing additional matters of business or proposed resolutions must present a report detailing the reasons for their proposals for new matters of business or the reasons for their proposed resolutions on matters already on the agenda; such report must be filed by the deadline specified above and using the same means. In any event, a shareholder with voting rights may individually present proposed resolutions to the shareholders’ meeting.

Additions to the agenda are not permitted for any matters proposed by the directors or based on a plan or report prepared by same, other than those referred to in Article 125-ter, Paragraph 1, of Italian Decree Law no. 58 of 24 February 1998, as subsequently modified and supplemented, for which the shareholders’ meeting deliberates pursuant to the law. Any additions to the list of matters on the agenda that the shareholders’ meeting may have to deliberate upon as a result of such requests, or following the presentation of additional proposed resolutions on matters already on the agenda, will be communicated by the same methods provided for publication of the meeting notice, namely, at least 15 days prior to the date set for the first session of the shareholders’ meeting (namely, by 27 May 2015). 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.

Appointment of two members of the board of directors pursuant to Article 18 of the corporate by-laws

The shareholders’ meeting is called to deliberate on the appointment of two directors to take the place of the independent director, Mario Cocchi, who tendered his resignation on 27 March 2015, and the independent director, Stefano Cao, who tendered his resignation on 29 April 2015.

It is noted that the appointment of directors to replace Mario Cocchi, who was a candidate in the minority list presented by the shareholder, Carlo Tassara S.p.A., and Stefano Cao, who had been a candidate from the majority list presented jointly by the shareholders, Municipality of Brescia and City of Milan, will take place in accordance with current regulations and the provisions of Article 18 of the corporate by-laws.

Documentation

As required by law, documentation for the shareholders’ meeting is made available to the public by the required deadlines at the Company’s registered office, on the Company’s website (www.a2a.eu “Governance” – “Shareholders’ meetings” section), and through the authorized storage mechanism, “1Info” (www.1info.it).

This notice is published in abridged form in the newspaper, “Il Sole-24 Ore”, on today’s date.

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Public disclosure obligations provided by Consob Resolution n. 11971 of 14 May 1999 and subsequent modifications