



PRESS RELEASE

Notice of ordinary Shareholders' Meeting 13-14 June 2013

Milan, 13 May 2013 – An ordinary meeting of the shareholders of A2A S.p.A. has been convened for 13 June 2013 at 11:00 a.m. (first session) at the offices of the A2A's waste-to-energy plant (*termoutilizzatore*) at Via Malta 25/r, Brescia; if necessary, a second session of the meeting will be held on 14 June 2013, at the same time and place. The meeting has been convened for discussing and deliberating on the following

MEETING AGENDA

1. Proposal to allocate the net earnings for the year ended 31 December 2012 and the distribution of a dividend.
2. Compensation Report: resolution pursuant to Article 123-ter, Paragraph 6, of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented.

Participation in the meeting and exercising vote by proxy

The persons entitled to participate in the meeting are those who hold the right to vote as of the end of the record date of 4 June 2013 and for whom the Company has received, by the end of the third market session (10 June 2013) prior to the date of the first session of the meeting, the related notice from authorized intermediaries as provided by prevailing regulations and laws. The right to participate in the meeting and to vote shall endure even if the notice is received by the Company after such deadline, provided that it is received prior to the start of the meeting deliberations. Any persons having the ownership of the shares after the record date shall not be entitled to participate in the meeting or to vote their shares. Any person entitled to participate may have himself represented at the shareholders' meeting in accordance with the law by means of a written proxy, with the option of using the proxy form for this purpose that is available on the Company's Internet site (www.a2a.eu under the section entitled "Governance" – "Shareholders' meetings"). The proxy may be served to the Company, including via electronic mail sent to a2a@pec.a2a.eu, indicating the subject as "Proxy for A2A S.p.A. shareholders' meeting for 13-14 June 2013". The notice of the proxy in advance does not exempt the person holding the proxy, at the time of accreditation for access to the deliberations of the meeting, from the obligation of certifying (i) the conformity of the copy sent and the original and (ii) the identity of the person holding the proxy.

Procedures for voting by correspondence or with electronic means are not contemplated.

It is furthermore noted that the Company's shareholders approved the adoption of regulations for the shareholders' meetings which govern the proper and orderly running of the meetings, providing, amongst other things, rules regarding addressing the meeting, participating in the meeting, and assistance at the meetings, and the verification of the right to be present at the meeting and the right to address the meeting. The aforementioned regulations for the shareholders' meetings may be consulted at the Company's Internet site (www.a2a.eu under the section entitled "Governance" – "Shareholders' meetings").

Company's designated representative

The proxy may be conferred, without any expense to the conferring shareholder, with voting

instructions on all or some of the proposals on the meeting agenda, to Istifid S.p.A. Società Fiduciaria e di Revisione, Servizio Fiduciario, Viale Jenner 51, 20159 Milan, as the Company's designated representative pursuant to Article 135-undecies of Legislative Decree no. 58/1998, on the condition that the proxy is received by the same no later than the end of the second market session preceding the date for the shareholders' meeting, with respect to the first and second sessions (namely, by 11 June 2013 or by 12 June 2013, respectively). The proxy may be transmitted to Istifid S.p.A. Società Fiduciaria e di Revisione, Servizio Fiduciario, by sending of a registered, return-receipt letter to the address indicated above. The proxy may also be notified via electronic mail to the certified electronic mail address 2013assemblea.mm63@istifidpec.it. The proxy shall not have any effect for any proposals on the meeting agenda for which voting instructions have not been conferred. The proxy and voting instructions are revocable with the same means and within the same deadlines indicated above. The "form for conferring the proxy and voting instructions to Istifid S.p.A. pursuant to Article 135-undecies of Legislative Decree no. 58/1998" is available at the Company's registered offices and the Company's Internet site (www.a2a.eu under the section entitled "Governance" – "Shareholders' meetings").

Share capital

Pursuant to Article 5 of the prevailing corporate by-laws, the share capital is equal to €1,629,110,744.04, and is represented by 3,132,905,277 ordinary shares with par value of €0.52 each. Pursuant to Article 6 of the prevailing corporate by-laws, the shares may not be split and each share confers the right to one vote, with the exception of the 26,917,609 shares held by the Company as of the date of this notice of the shareholders' meeting, whose voting rights have been suspended in accordance with the law, and without prejudice to the provisions of Article 9 of the prevailing corporate by-laws in relation to the limits on shareholder ownership and shareholder agreements.

Right to submit questions about matters on the meeting agenda

Pursuant to Article 127-ter of Legislative Decree no. 58/1998, as subsequently amended and supplemented, shareholders entitled to vote may submit questions about the matters on the meeting agenda, including before the meeting, by having them sent by the end of the third day prior to the date set for the first session of the shareholders' meeting, and thus, by 10 June 2013, to the Corporate Secretary by fax to +39-02-7720-3924, indicating in the heading, "Questions for the A2A S.p.A. Shareholders' Meeting for 13-14 June 2013". The right to exercise such right is certified through transmission to the fax number indicated above of a copy of the special notice issued by intermediaries that hold the accounts on which the shares of the requesting shareholders are registered. The response to questions received prior to the shareholders' meeting by persons entitled to participate in the meeting and pertinent to the matters on the meeting agenda will be answered, in the manner specified by the law, at the very latest during the shareholders' meeting. The Company may supply a single response to questions having the same content.

Supplementation of the meeting agenda and presentation of new proposed resolutions

In accordance with Article 126-bis of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented, the shareholders who represent, including jointly, at least one fortieth of the share capital, may request, within 10 days from the date of the publication of this notice and therefore, by 23 May 2013, the supplementation of the list of matters to be discussed, indicating in a special written request the additional points proposed or presenting proposed resolutions on matters already on the meeting agenda. The requests must be presented by registered, return-receipt letter sent to "A2A S.p.A., Corporate Secretary, Corso di Porta Vittoria 4, 20122 Milan ITALY" and simultaneously sent in advance by fax to +39-02-7720-3924, with the special notice certifying the right to exercise such right as released by the intermediaries who hold the accounts against which the shares of the requesting shareholders are registered. On or before the deadline indicated above, the proposing shareholders must present a report on the reasons for the proposed resolution on the new

matters that they are proposing for discussion or the reason for additional resolutions proposed on matters already on the meeting agenda. In any event, anyone entitled to vote may individually present resolution proposals during the shareholders' meeting. The supplementation of the meeting agenda is not admitted for any matters for which the shareholders must, according to the law, deliberate upon the proposal of the Management Board or the Supervisory Board, or on the basis of a project or report prepared by either or both boards, other than the matters referenced in Article 125-ter, Paragraph 1 of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented. Notice of any supplementation of the list of matters that the shareholders will be called upon to discuss as a result of the aforementioned requests or of the presentation of any other proposed resolutions on matters already on the meeting agenda shall be given in the same format as provided for the publication of the notice of the shareholders' meeting, at least 15 days prior to the date set for the first session of the shareholders' meeting (namely, by 29 May 2013). At the time of the publication of the notice of the supplementation, the report(s) prepared by the shareholders requesting the supplementation or additional proposed resolutions, accompanied by any considerations of the governing bodies, shall be made available to the public, in the same format as provided for the documentation related to the shareholders' meeting.

Documentation

The documentation related to the shareholders' meeting as provided by prevailing laws and regulations is to be made available to the public, according to the terms provided, at the Company's registered office, at Borsa Italiana S.p.A. and on the Internet site www.a2a.eu (under the section entitled "Governance - Shareholders' meetings").

Contacts:

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