



PRESS RELEASE

MEETING OF THE SHAREHOLDERS OF A2A S.P.A.

Brescia, 11 June 2015 – At a meeting earlier today, the shareholders of A2A S.p.A.:

1) appointed Mr. Giambattista Brivio and Ms. Maria Elena Costanza Bruna Cappello as directors of the Company to remain in office until the termination of the mandate of the current board of directors, namely, until the date of the shareholders' meeting convened for approving the financial statements for the year ending 31 December 2016. The curricula vitae of Mr Giambattista Brivio and Ms. Maria Elena Costanza Bruna Cappello are available on the Company's Internet site (www.a2a.eu). The appointed directors declared that they hold the independence requirements prescribed by article 148, paragraph 3 of Legislative Decree no. 58/98 and article 3 of the Corporate Governance Code.

2) approved the Company's financial statements for the year of 2014, along with a proposal of the board of directors to distribute a dividend of EUR 0.0363 per ordinary share to be paid as from 24 June 2015 (coupon n. 18 date: 22 June 2015) and record date: 23 June 2015;

3) voted in favour of the first part of the 2015 Compensation Report;

4) authorized - subject to the revocation of the resolution authorizing the purchase, pledging and/or sale of treasury shares that was adopted by the ordinary shareholders' meeting on 13 June 2014, and that was not used - the Company's board of directors to carry out transactions to purchase, pledge and/or sell treasury shares, according to the purposes, means and terms indicated hereunder:

- the maximum number of treasury shares that may be held has been set at 313,290,527, taking into account the shares already held by A2A S.p.A. and its subsidiaries, equal to one-tenth of the shares that make up the share capital;
- the transactions entailing the purchase of treasury shares are to be effected, in the interest of the Company and in respect of the principle of the equality of treatment of shareholders and in respect of applicable laws and regulations, for the pursuit of the Company's development, as transactions related to industrial projects consistent with the strategies that the Company intends to pursue, in relation to which the opportunity for the exchange of shares could become a reality;
- the transactions entailing the pledging of treasury shares, including subsequent transactions, are to be effected, in the interest of the Company and in respect of the principle of the equality of treatment of shareholders and in respect of applicable laws and regulations, as part of the pursuit of transactions related to current operations and transactions related to industrial projects consistent with the strategies that the Company intends to pursue, in relation to which the opportunity for the exchange of shares could become a reality;
- the purchase of the shares shall be done, in conformity with the provisions of Article 132 of Legislative Decree no. 58/1998 and subsequent amendments, Article 144-bis of the Issuer Regulations and any other applicable EU and/or national law or regulation,



- applicable regulations for the exchange on which the shares are listed (including therein the Borsa Italiana S.p.A. Regulations and Instructions) with the operational terms and conditions allowed by applicable laws and regulations, and therefore, pursuant to Article 144-bis, Paragraph 1, Letter b) of the Issuer Regulations, on regulated markets, according to the operational means established in the regulations for the organisation and operation of said markets; such operational terms and conditions will not be able to allow the direct matching of purchase bids and pre-determined sale offers, and the purchases must be made at a price that is no more than 5% above and no more than 5% below the price of reference as registered by the shares during the trading session preceding any individual transaction; said parameters are deemed adequate for identifying the interval of values within which the purchase is in the Company's interest;
- the acts for making available, and in particular, available for sale, the treasury shares purchased on the basis of the shareholders' authorization, or in any event, already in the Company's portfolio, may be effected: (i) through transactions in cash, and in such case, the sales shall be made on the exchange on which the shares are traded and/or off of the exchange, no more than 5% above and no more than 5% below the price of reference as registered by the shares during the trading session preceding any individual transaction; or (ii) through transactions entailing an exchange, barter, conferral or other transaction (including, for example, assignments to employees; share dividends), as part of industrial projects or non-recurring financing transactions, and in such case, without price limits;

The board of directors has been vested with all powers to execute, including through special representatives, the resolutions outlined above.

The authorization to purchase, pledge or sale the shares is valid until resolved otherwise, and in any case, for a period of no more than 18 months from the date of the resolution.

5) conferred the mandate for the legal audit of the accounts for the years of 2016, 2017, 2018, 2019, 2020, 2021, 2022, 2023 and 2024 to Reconta Ernst & Young S.p.A.;

6) approved the adoption of the new regulations for the shareholders meetings as part of the adjustment to the traditional administration and control system implemented by the Company.

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