



PRESS RELEASE

A2A S.p.A. Shareholders' Meeting

Brescia, 13 June 2014 – At a meeting held today, the A2A S.p.A. shareholders:

1) approved the proposed distribution of a dividend of €0.033 per ordinary share to be paid as from 26 June 2014 (ex-coupon (n. 17) date of 23 June 2014) with record date of 25 June 2014;

2) voted in favour of the first part of the 2014 Compensation Report;

3) authorized the Board of Directors to purchase, to pledge and otherwise make available, and/or to sell treasury shares in accordance with the purposes, terms and conditions specified hereunder:

- the maximum number of treasury shares that can be held is 313,290,527, which is equal to one-tenth of the shares making up the share capital, considering the shares already owned by A2A S.p.A. and by its subsidiaries;
- treasury share purchases shall be effected in the interest of the Company, in respect of the principle of equal treatment of shareholders, and in compliance with applicable regulations, and such purchases shall be effected for the purposes of transactions related to current operations and transactions related to business plans consistent with strategies that the Company intends to pursue, in relation to which the opportunity for share exchanges may be realized;
- the pledge or sale of treasury share, including subsequently, shall be effected in the interest of the Company, in respect of the principle of equal treatment of shareholders, and in accordance with applicable regulations, and shall be effected for the purposes of transactions related to current operations and transactions related to business plans consistent with strategies that the Company intends to pursue, in relation to which the opportunity for share exchanges may be realized;
- the purchase of the shares shall be done in conformity with the provisions of Art. 132 of Italian Decree Law 58/1998 and subsequent modifications, Art. 144-bis of CONSOB Regulation 11971/1999, and any other EU and national regulation applicable on the exchange on which the shares are listed, including the Rules and Instructions of Borsa Italiana S.p.A, and shall be done in accordance with applicable law and, therefore, in accordance with Art. 144-bis section 1 letter b) of the Issuer Regulations, on regulated markets according to the terms and conditions defined in the rules for the organization and operation of such markets; such terms and conditions do not permit the direct matching of bids to purchase with predetermined offers to sell, and the purchases shall be made at a price not exceeding 5% and not less than 5% of the price of reference registered by the shares during the trading session preceding any transaction; such parameters are deemed adequate for identifying the value range within which the purchase is in the Company's interest;
- actions to pledge or otherwise make available, and specifically, to sell, the treasury shares purchased pursuant to the shareholder authorization, or treasury shares already in the Company's portfolio may be effected: (i) by means of cash transactions, in which case sales may be made on and/or off the Italian Borsa at a price not exceeding 5% and not less than 5% the price of reference registered by the shares during the trading session preceding any



transaction or (ii) by means of exchange, swap, contribution, or other action to make the shares available, within the framework of business plans or extraordinary financial transactions, and in such case without price limits.

The Board of Directors has full powers, including by means of special attorneys, to execute the resolutions referred above.

The authorization to purchase, to pledge and otherwise make available, and/or to sell the shares shall remain in effect until the approval of a resolution to the contrary, and, in any event, for a term not exceeding 18 months from the date of the shareholder resolution.

4) approved the new text of the corporate by-laws that provides for the adoption of the so-called “traditional” control and administration system;

5) appointed the Board of Directors of 12 members for a term of three years, using the list-voting system:

Giovanni Valotti – Chairman; Giovanni Comboni – Vice Chairman; Luca Camerano; Stefano Cao; Elisabetta Ceretti; Michaela Castelli; Fausto Di Mezza; Stefano Pareglio and Antonio Bonomo (taken from the list submitted jointly by the Municipality of Brescia and the Municipality of Milan, owners of a total shareholding equal to 55.124% of the share capital)

Mario Cocchi (taken from the list submitted by the minority shareholder, Carlo Tassara S.p.A., owner of a shareholding equal to 2.512% of the share capital)

Luigi De Paoli and Dina Ravera (taken from the list submitted jointly by a group of A2A minority shareholders consisting of asset management companies and institutional investors, owners of a total shareholding equal to 1.178% of the share capital);

All candidates have declared that they meet the requisites of independence provided by Article 148, Paragraph 3 of the Legislative Decree 58/98 and Article 3 of the Corporate Governance Code.

6) established the annual compensation for each director at Euro 80,000;

7) appointed the Board of Statutory Auditors of 3 Effective Auditors and 2 Substitute Auditors for a term of three years, using the list-voting system:

Norberto Rosini – Effective Auditor; Cristina Casadio – Effective Auditor and Paolo Prandi – Substitute Auditor (taken from the list submitted jointly by the Municipality of Brescia and the Municipality of Milan, owners of a total shareholding equal to 55.124% of the share capital)

Giacinto Sarubbi – Chairman and Onofrio Contu – Substitute Auditor (taken from the list submitted jointly by a group of A2A minority shareholders consisting of asset management companies and institutional investors, owners of a total shareholding equal to 1.178% of the share capital);

8) established the annual compensation for the Chairman of the Board of Statutory Auditors’ and the Effective Statutory Auditors at Euro 100,000 and Euro 70,000, respectively.



The *curricula vitae* of the Directors and Statutory Auditors appointed are available on the Company's web site (www.a2a.eu).

Contacts

Communications and External Relations – Media Relations

Tel. +39-02 7720.4582 – ufficiostampa@a2a.eu

Investor Relations

Tel. +39-02 7720.3974 – ir@a2a.eu

www.a2a.eu

Public disclosure obligations provided by CONSOB Resolution n. 11971 of 14 May 1999 and subsequent amendments