



PRESS RELEASE

A2A S.P.A. ORDINARY AND EXTRAORDINARY SHAREHOLDERS MEETING

Brescia, 7 June 2016 – At an ordinary and extraordinary meeting held today, the A2A S.p.A. shareholders:

- 1)** approved the Company's financial statements for the year of 2015;
- 2)** approved the Board of Directors' proposal to cover the loss for the year ended 31 December 2015 (€73,487,107) through the charging of said amount against "moderate" tax-exempt reserves (as defined by Law No. 342/2000) and reducing said reserves definitively from €198,270,129 to €124,783,022;
- 3)** approved the Board of Directors' proposal to distribute a dividend per ordinary share of €0.041 – charging the amount against other available reserves – to be paid as from 22 June 2016 (ex-dividend date: 20 June 2016; coupon No. 19) and record date of 21 June 2016;
- 4)** approved the 2015 Sustainability Report;
- 5)** approved the plan for the merger by incorporation of the subsidiary companies, "A2A Trading S.r.l." and "Edipower S.p.A.", into "A2A S.p.A.";
- 6)** voted in favour of the first part of the 2016 Compensation Report;
- 7)** approved the Board of Directors' proposal to adjust the compensation of the Board of Statutory Auditors, with the plan for an additional €10,000 per year for each acting auditor and an additional €30,000 per year for the chairman of the Board of Statutory Auditors;
- 8)** authorized – subject to the revocation of the resolution adopted by the ordinary meeting of the shareholders on 11 June 2015 that authorized the purchase and the transfer/sale of own shares, to the extent to which such authority has not been exercised – the Company's administrative body to effect transactions covering the purchase and the transfer/sale of own shares, in accordance with the purposes, terms and conditions set forth hereunder:
 - the maximum number of shares that may be held is 313,290,527, taking into account the shares already held by A2A S.p.A. and by its subsidiaries, with such number equal to one-tenth of the shares making up the share capital;
 - the transactions covering the purchase of own shares will be effected for pursuing, in the interest of the Company and in the respect of the principle of the equality of treatment of the shareholders and of applicable laws and regulations, development prospects, such as transactions related to business projects consistent with the strategy that the Company intends to pursue, in relation to which the opportunity of an exchange of equity interests is manifested;
 - the transactions covering the transfer/sale of own shares will be effected for pursuing, in the interest of the Company and in the respect of the principle of the equality of



treatment of the shareholders and of applicable laws and regulations, transactions related to continuing operations and transactions related to business projects consistent with the strategy that the Company intends to pursue, in relation to which the opportunity of an exchange of equity interests is manifested;

- the purchase of the shares shall be effected, in accordance with the provisions of Article 132 of Legislative Decree No. 58/1998 and subsequent modifications, Article 144-bis of the Issuer Regulations and any other national or European law or regulation applicable with respect to the market where the shares are listed – including the Regulations and Instructions of the Borsa Italiana S.p.A. – with the operational procedures permitted by applicable laws and regulations and therefore, in accordance with Article 144-bis, Paragraph 1, Letter b) of the Issuer Regulations, on regulated markets pursuant to the operational procedures established in the regulations for the organisation and operation of such markets; said operational procedures may not allow for the direct matching of buy orders with predetermined sale orders, and the purchases shall be made at a price no greater than 5% above, and no greater than 5% below, the price of reference as registered for the shares during the market session preceding each individual transaction; said parameters are deemed adequate for identifying the interval of values within which the purchase is of interest to the Company;
- the transfer/sale of the Company's own shares acquired on the basis of the shareholder authorization or already in the Company's portfolio may be effected: (i) through cash transactions, and in such case, the sales must be effected on the market in which the shares are listed and/or outside of the market, at a price no greater than 5% above, and no greater than 5% below, the price of reference as registered for the shares during the market session preceding each individual transaction; or (ii) through exchanges, swaps, conferral, or another transaction for making the shares available (including, for example, assignments to employees; share dividends), as part of business projects or non-recurring financing transactions, and in said case, without price limits;

The Company's administrative body has been vested with all powers for executing, including through special representatives, the resolutions referenced above.

The authorization for the purchase and sale/transfer is valid until otherwise decided, and in any event, for a period of no more than 18 months from the date of the resolution.

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