



PRESS RELEASE

Notice of the convocation of the extraordinary Shareholders' Meeting 8-15 October 2021

Milan, 8 September 2021 – The Extraordinary Shareholders' Meeting of A2A S.p.A. is convened at the Company's registered office in Brescia, via Lamarmora 230, on 8 October 2021, at 9:00 a.m., on first call and, if necessary, on second call on 15 October 2021, at 11:00 a.m., at the same place, - also by means of teleconferencing - to discuss and resolve on the following

AGENDA

1. Approval of the merger by incorporation of the company "Linea Group Holding S.p.A." into the company "A2A S.p.A."; related and consequent resolutions.

Intervening at the Shareholders' Meeting and exercise of voting by proxy

Those entitled to participate in the Shareholders' Meeting are those who will be holders of voting rights at the end of the accounting day of 29 September 2021 (Record date) and for which the Company has received, by the end of the third trading day (5 October 2021) prior to the date set for the Shareholders' Meeting in first call, the relevant communication from the authorised intermediaries required by current legislation. The foregoing is without prejudice to the entitlement to intervene and vote if the communication reached the Company after the above deadlines, as long as by the beginning of the meeting. Those who confirm ownership of the shares after such Record date shall not have the right to take part in the Meeting and vote.

Pursuant to art. 106, paragraph 4 of Law-Decree 17 March 2020, no. 18, converted, with amendments, by Law no. 2 of 24 April 2020, as amended in Article 3, paragraph 6, Decree-Law 31 December no. 183 converted with amendments by Law no. 21 of 26 February 2021, the terms of application of which were lastly extended by Decree Law no. 105 of 23 July 2021, the participation in the Shareholders' Meeting of those who have the right to vote shall take place exclusively through Computershare S.p.A., Appointed Representative of the Company pursuant to art. 135-*undecies*, Legislative Decree no. 58/1998, to whom a proxy must be conferred, in the manner and under the conditions indicated below.

No procedures for voting by mail or electronically are envisaged.

Pursuant to art. 106, paragraph 2 of Law-Decree no. 18 of 17 March 2020, converted, with amendments, by Law no. 2 of 24 April 2020, the Shareholders' Meeting shall be held exclusively by means of telecommunications that guarantee the identification of the participants, their participation and the exercise of their voting rights, without in any case the need for the Chairman and the Secretary taking the minutes to be in the same place. Instructions for taking part in the Shareholders Meeting via telecommunications channels will be made known by Company to Computershare S.p.A., to the Directors and Statutory Auditors, as well as to others with rights to intervene, distinct from those with voting rights.

Company-designated representative

Pursuant to art. 106, paragraph 4 of Law-Decree no. 18 of 17 March 2020, converted, with amendments, by Law no. 2 of 24 April 2020, those who have the right to vote, should they wish to attend the meeting, shall alternatively:

i) be represented, pursuant to Art. 135-*novies*, of Legislative Decree no. 58/1998, by a proxy and/or subproxy granted to Computershare S.p.A., Company's Designated Representative under Art. 135-*undecies*, Legislative Decree no. 58/1998. To this end, the proxy/subdelegation form available on the Company's website may be used (www.a2a.eu section "Governance" - "Shareholders' Meetings") to be sent to Computershare S.p.A. following the instructions indicated in the aforementioned form. In view of the ongoing emergency, delegations may be conferred by 7 October 2021 (with reference to the first call, or by 14 October 2021 in case of second call). In the same way, those entitled may revoke, within the same period, the proxy/subdelegation and the voting instructions given;



ii) confer, pursuant to art. 135-undecies, Legislative Decree no. 58/1998, without expenses to be borne by the delegating party except for the costs of transmission, a proxy with voting instructions to Computershare S.p.A., Appointed Representative of the Company, using the specific proxy form, also electronic, according to the procedures indicated on the Company's website (www.a2a.eu section "Governance" - "Shareholders' Meetings"), by the end of the second trading day preceding the date set for the Shareholders' Meeting, even in a subsequent call and therefore also in a second call (i.e., by 6 October 2021 or 13 October 2021, respectively). The proxy form, with instructions for completion and transmission, can be found on the Company's website (www.a2a.eu section "Governance" - "Shareholders' Meetings"). A proxy is only effective if it is complete with voting instructions. The proxy and voting instructions may be rescinded within the term mentioned above.

The Appointed Representative will be available for clarification or information at 0246776814 or at the following e-mail address ufficiomi@computershare.it.

Shareholders will kindly note that Company reserves the right to supplement and/or modify the above instructions due to any intervening need arising out of the current epidemiological crisis caused by COVID-19, which developments are not currently foreseeable.

Share capital

Pursuant to article 5 of the current Articles of Association, the share capital is 1,629,110,744.04 euro represented by 3,132,905,277 ordinary shares with a nominal value of 0.52 euro each. Pursuant to article 6 of the current Articles of Association, the shares are indivisible and each share entitles to one vote, with the exception of treasury shares held by the Company (86,154,895 at the date of this notice), for which, pursuant to the law, the voting right is suspended and without prejudice to the provisions of article 9 of the current Articles of Association regarding shareholding limits and shareholders' agreements.

Right to ask questions on agenda items

Pursuant to Article 127-ter of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented, those with voting rights may submit questions on the items on the agenda even before the Shareholders' Meeting by sending them - by the end of the seventh trading day prior to the date set for the Shareholders' Meeting in first call and therefore by 29 September 2021 - to the Corporate Secretary's Office by fax at +39 02 77208142 or by e-mail at the following address assemblea2021@pec.a2a.eu, indicating in the heading "Questions for A2A S.p.A. Shareholders' Meeting of 8-15 October 2021". The entitlement to exercise this right shall be certified by sending a copy of the notice issued by the intermediaries holding the accounts on which the applicant's shares are registered to the fax or e-mail address mentioned above. The transmission may also take place after the submission of the applications provided that it is within the time limit set out in Article 127-ter, paragraph 1-bis, of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented (the third day thereafter, i.e. 2 October 2021). In order to allow those entitled to grant proxies and voting instructions to the Appointed Representative, responses to questions received prior to the Shareholders' Meeting from eligible persons that are relevant to the agenda will be provided by the Company by the third trading day prior to the date of the Shareholders' Meeting (5 October 2021), through publication on the Company's website (www.a2a.eu section "Governance" - "Shareholders' Meetings"), and the Company may provide a single answer to questions with the same content.

Additions to the agenda and presentation of new resolution proposals

Pursuant to article 126-bis of legislative decree February 24, 1998, no. 58, as subsequently amended and integrated, Shareholders who, even jointly, represent at least one fortieth of the share capital, may request in writing, within ten days from the date of publication of this notice and therefore by 18 September 2021, to integrate the items for discussion, indicating in specific written request the additional items they propose for discussion or to submit resolution proposals on items already on the agenda. Applications must be submitted by registered letter with return receipt sent to the address "A2A S.p.A. Segreteria Societaria Corso di Porta Vittoria 4 20122 Milan - Italy" and at the same time sent in advance by fax to +39 02 77208142 or to the following e-mail address



assemblea2021@pec.a2a.eu, together with the appropriate communication certifying the entitlement to exercise this right issued by the intermediaries holding the accounts on which the shares of the requesting Shareholders are registered. By the above term, proposing Shareholders shall present, in the same manner, a report outlining the reasons for the resolution proposals on new matters they propose to be discussed, that is the justification related to the additional resolution proposals submitted on matters already on the agenda. The integration of the agenda is not allowed for matters on which the Meeting resolves, by law, at the proposal of the Directors or on the basis of a project or a report prepared by them, other than those referred to in article 125-ter, paragraph 1, of legislative decree February 24, 1998, no. 58, as subsequently amended and integrated. Any additions to the list of matters that the Shareholders' Meeting will have to cover as a result of the aforementioned requests or the presentation of further resolution proposals on matters already on the agenda shall be reported in the same forms prescribed for the publication of the notice of call, at least fifteen days before the date set for the Shareholders' Meeting on first call (i.e. by 23 September 2021). Simultaneously with the publication of this information, the reports prepared by those requesting the integration or the additional resolution proposals presented will be made available to the public, in the same manner as for the documentation relating to the Shareholders' Meeting, accompanied by any evaluations of the Board of Directors.

Documentation

The documentation relating to the Shareholders' Meeting required by the regulations in force, together with the proposed resolution relating to the item on the agenda, is made available to the public, within the prescribed time limits, at the Registered Office, on the Company's website (www.a2a.eu section "Governance" – "Shareholders' Meetings") and at the authorised storage mechanism "1Info" at www.1info.it.

This notice is published by extract in the newspaper "Il Sole 24 Ore" today.

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