



PRESS RELEASE

Notice of the convocation of the ordinary Shareholders' Meeting 13-14 May 2019

Milan, 12 April 2019 – The ordinary Shareholders' Meeting of A2A S.p.A. is convened at the A2A waste disposal plant in Brescia, via Malta 25/r, for May 13, 2019, at 11:00 am, on first call and, if necessary, on second call for May 14, 2019, same time and place, to discuss and resolve on the following

AGENDA

1. Financial statements at December 31, 2018.
 - 1.1 Approval of the financial statements for the year ended December 31, 2018; Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Presentation of the Consolidated Financial Statements at December 31, 2018. Presentation of the Consolidated Non-financial Statement pursuant to Legislative Decree 254/2016 and related Supplement – Integrated Financial Statements 2018.
 - 1.2 Allocation of the year's profit and distribution of the dividend.
2. Remuneration Report: resolution pursuant to article 123-ter, paragraph 6, of legislative decree February 24, 1998, no. 58, as subsequently amended and integrated.
3. Authorization to purchase and dispose of treasury shares, subject to revocation, if not used, of the previous authorization resolved by the Shareholders' Meeting of April 27, 2018.

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

Entitled to intervene at the Shareholders' Meeting are those entitled to vote at the end of the accounting day of May 2, 2019 (Record date) and for which the Company received, by the end of the third open market day (May 8, 2019) prior to the date set for the Shareholders' Meeting on first call, the related communication by the authorized intermediaries provided for by current regulations. 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. Those entitled to intervene may be represented in the Shareholders' Meeting pursuant to the law by means of a written proxy with the right to use the related proxy form available at the Registered Office and on the Company's website (www.a2a.eu section "Governance" – "Shareholders' Meetings"). The proxy may be notified, even electronically, to the Company at the following address a2a@pec.a2a.eu, indicating in the subject "Shareholders' Meeting Proxy A2A S.p.A. May 13-14, 2019". Any prior notification shall not exempt the delegated party during accreditation for access to the Shareholders' Meeting work, from the obligation of certifying conformity with the original of the copy notified and the identity of the delegating party.

No procedures for voting by mail or electronically are envisaged.

It is also noted that the Shareholders' Meeting approved the adoption of a Shareholders' Meeting regulation governing the correct and orderly conduct of the Shareholders' Meeting, including, *inter alia*, rules regarding the intervention, participation and assistance in the Shareholders' Meeting and verification of the legitimacy to intervene and to the presence in the Meeting. The aforementioned Shareholders' Meeting regulations can be



found on the Company's website (www.a2a.eu section "Governance" – "Shareholders' Meetings").

Representative designated by the Company

The proxy may be conferred, with no fees charged to the delegating party, with voting instructions, on all or some of the proposed resolutions concerning the items on the agenda, to Computershare S.p.A., with registered office in Milan, via Lorenzo Mascheroni 19, Post code 20145, for this purpose designated by the Company pursuant to article 135-*undecies*, Legislative Decree no. 58/1998. To this end, the specific proxy form must be used, prepared by the same Designated Representative, in agreement with the Company, available on the Company's website (www.a2a.eu section "Governance" – "Shareholders' Meetings"). The proxy to the Designated Representative, with voting instructions, must be sent in original to the registered office of Computershare S.p.A., via Lorenzo Mascheroni 19, 20145 Milan, anticipating it by fax to the number +39 02 46776850, or by attaching it to an e-mail to be sent to ufficiomilano@pecserviziotitoli.it, by the end of the second open market day preceding the date set for the Shareholders' Meeting also on second call (i.e. by May 9, 2019 or May 10, 2019, respectively). The proxy, thus conferred, shall be valid only for the proposals in relation to which voting instructions were conferred. The proxy and voting instructions may be cancelled within the term mentioned above. The proxy form, with instructions for completing and submitting it, is available at the Registered Office and on the Company's website (www.a2a.eu section "Governance" – "Shareholders' Meetings"). Any prior notification shall not exempt the delegated party during accreditation for access to the Shareholders' Meeting work, from the obligation of certifying conformity with the original of the copy notified and the identity of the delegating party.

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 (23,721,421 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 February 24, 1998, no. 58, as subsequently amended and integrated, those entitled to vote may ask questions on agenda items even before the Shareholders' Meeting and send them - by the end of the third day prior to the date set for the Shareholders' Meeting on first call and therefore by May 10, 2019 - to the Company Secretariat by fax to the number +39 02 77203019 or to the e-mail address a2a@pec.a2a.eu, indicating in the subject "Questions for the Shareholders' Meeting A2A S.p.A. May 13-14, 2019". The legitimacy to exercise this right is attested by transmission to the fax or e-mail address mentioned above of a copy of the special notice issued by the intermediaries that keep the accounts on which the applicants' shares are registered. Questions received prior to the Shareholders' Meeting from legitimized subjects that are relevant to the items on the agenda will be answered, in accordance with the law, at the latest during the Shareholders' Meeting. The Company may provide a single response 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 April 22, 2019, 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. Company Secretariat Corso di Porta Vittoria 4 20122 Milan – Italy” and at the same time in advance by fax to the number +39 02 77203019 or to the e-mail address a2a@pec.a2a.eu, together with the appropriate communication certifying the entitlement to exercise this right issued by the intermediaries who keep 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. In any case, those entitled to vote may individually submit proposed resolutions at the Meeting. 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 April 28, 2019). 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 envisaged by the current regulations, together with the resolution proposals relating to the items included in this 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” - “Documentation Shareholders’ Meetings”) and at the authorized storage mechanism “1Info” at the address www.1info.it.

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

Contacts

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