



PRESS RELEASE

PURSUANT TO ARTICLE 137, PARAGRAPH 5, OF THE ISSUERS' REGULATION (REGOLAMENTO EMITTENTI)

VOTE BY A2A S.p.A. AND LARIO RETI HOLDING S.p.A. IN THEIR QUALITY OF PROMOTERS OF THE SOLICITATION OF PROXY IN RELATION TO THE EXTRAORDINARY SHAREHOLDERS' MEETING OF ACSM-AGAM S.p.A. HELD ON 16 MAY 2018

Milan-Monza, 17 May 2018 - A2A S.p.A. and Lario Reti Holding S.p.A., in their quality of Promoters of Solicitation of proxies, pursuant to articles 136 *et seq.* of the Legislative Decree no. 24 February 1998 n. 58 (the "**Consolidated Financial Act**") in relation to the Extraordinary shareholders' meeting of ACSM-AGAM S.p.A. held on 16 May 2018, in compliance with article 137, paragraph 5 of the Consob Regulation no. 11971/1999 (the "**Issuers' Regulation**"), hereby communicate:

- to have received no. 61 effective proxies for a total of no. 391,646 ordinary shares;
- to have expressed, on the basis of the proxies received by the delegating parties, in relation to the sole proposal contained in the solicitation prospectus as updated on the basis of the circumstances occurred on the 5 April 2018

"Approval, pursuant to articles 2502 and 2506-ter of the Italian Civil Code, of the merger plan for the merger by absorption in ACSM-AGAM S.p.A. of A2A Idro4 S.r.l., ACEL Service S.r.l., AEVV Energie S.r.l., ASPEM S.p.A., Azienda Energetica Valtellina Valchiavenna S.p.A. and Lario Reti Gas S.r.l., and of the demerger plan of A2A Energia S.p.A. in favour of ACSM-AGAM S.p.A., with the contextual capital increase of ACSM-AGAM S.p.A. to serve the merger and the demerger exchange ratio, for maximum Euro 120,724,700, by issuance of a maximum overall no. of 120,724,700 ordinary shares, to be assigned as exchange ratio (concombio) to the shareholders of the incorporating companies and the demerging company, as well as with the contextual amendment of certain provisions of the bylaws of ACSM-AGAM S.p.A., all of the above with effective date as of the effective date of the merger and the demerger, both transactions shall be intended as respectively conditioned upon themselves and indivisible. Pertinent and consequent resolution"

favorable votes for no. 391,646 ordinary shares;

- to have not received proxies which are formally null and void;

- to have received no. 6 proxies, representative of no. 8,572 ordinary shares, which are not entitled to exercise the voting rights due to the absence of the relevant communication of the intermediary;
- to have not received proxies without voting instructions.

This press release will be published on the web sites of the Promoters A2A S.p.A. and Lario Reti Holding S.p.A. www.a2a.eu and www.larioreti.it and on the web site of Morrow Sodali S.p.A. www.sodali-transactions.com.

Milan-Monza, 17 May 2018

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