A2A S.p.A.

ORDINARY SHAREHOLDERS' MEETING
HELD ON MAY 13TH, 2020

752 Shareholders participated in the meeting in person or by proxy
representing n. 2,276,275,663 ordinary shares equal to 72.657022% of the ordinary share capital.

SUMMARY OF VOTES ON ITEMS ON THE AGENDA OF THE SHAREHOLDERS' MEETING

1. Financial statements at December 31, 2019.

1.1 Approval of the financial statements for the year ended December 31, 2019; Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Presentation of the Consolidated Financial Statements at December 31, 2019. Presentation of the Consolidated Non-financial Statement pursuant to Legislative Decree 254/2016 and related Supplement – Integrated Financial Statements 2019.

	NO. OF SHAREHOLDERS (BY PROXY)	NO. OF SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARES PERMITTED TO VOTE	% OF ORDINARY SHARE CAPITAL
In favour	736	2.262.977.120	99,415776	99,415776	72,232542
Against	0	0	0,000000	0,000000	0,000000
Abstained	4	3.182.715	0,139821	0,139821	0,101590
Non Voting	12	10.115.828	0,444403	0,444403	0,322890
Total	**752**	**2.276.275.663**	**100,000000**	**100,000000**	**72,657022**

1.2 Allocation of the year's profit and distribution of the dividend. Board of Directors Proposal

	NO. OF SHAREHOLDERS (BY PROXY)	NO. OF SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARES PERMITTED TO VOTE	% OF ORDINARY SHARE CAPITAL
In favour	734	2.262.489.594	99,394359	99,394359	72,216981
Against	2	1.602.243	0,070389	0,070389	0,051142
Abstained	4	2.067.998	0,090850	0,090850	0,066009
Non Voting	12	10.115.828	0,444403	0,444403	0,322890
Total	**752**	**2.276.275.663**	**100,000000**	**100,000000**	**72,657022**

2. Report on the compensation policy and fees paid pursuant to art. 123-ter of Legislative Decree no. 58 (24 February 1998), as subsequently amended and supplemented.

2.1 Resolutions pursuant to Section I (Compensation Policy).

	NO. OF SHAREHOLDERS (BY PROXY)	NO. OF SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARES PERMITTED TO VOTE	% OF ORDINARY SHARE CAPITAL
In favour	573	2.071.472.761	91,002720	91,002720	66,119866
Against	141	99.666.714	4,378499	4,378499	3,181287
Abstained	26	95.020.360	4,174378	4,174378	3,032979
Non Voting	12	10.115.828	0,444403	0,444403	0,322890
Total	**752**	**2.276.275.663**	**100,000000**	**100,000000**	**72,657022**

2.2. Resolutions pursuant to Section II (Compensation paid to members of administration and control bodies, general managers and other key executives).

	NO. OF SHAREHOLDERS (BY PROXY)	NO. OF SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARES PERMITTED TO VOTE	% OF ORDINARY SHARE CAPITAL
In favour	556	2.076.762.189	91,235092	91,235092	66,288700
Against	136	97.572.678	4,286505	4,286505	3,114447
Abstained	47	90.601.948	3,980271	3,980271	2,891947
Non Voting	13	11.338.848	0,498132	0,498132	0,361928
Total	**752**	**2.276.275.663**	**100,000000**	**100,000000**	**72,657022**

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 May 13th, 2019.

	NO. OF SHAREHOLDERS (BY PROXY)	NO. OF SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARES PERMITTED TO VOTE	% OF ORDINARY SHARE CAPITAL
In favour	694	2.159.966.822	94,890389	94,890389	68,944530
Against	39	101.964.694	4,479453	4,479453	3,254637
Abstained	7	4.228.319	0,185756	0,185756	0,134965
Non Voting	12	10.115.828	0,444403	0,444403	0,322890
Total	**752**	**2.276.275.663**	**100,000000**	**100,000000**	**72,657022**

4. Approval of the Shareholders' Meeting regulation amendment.

	NO. OF SHAREHOLDERS (BY PROXY)	NO. OF SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARES PERMITTED TO VOTE	% OF ORDINARY SHARE CAPITAL
In favour	731	2.250.013.316	98,846258	98,846258	71,818747
Against	8	16.397.189	0,720352	0,720352	0,523386
Abstained	3	2.057.998	0,090411	0,090411	0,065690
Non Voting	10	7.807.160	0,342980	0,342980	0,249199
Total	**752**	**2.276.275.663**	**100,000000**	**100,000000**	**72,657022**

5. Election of the Board of Directors.

5.1 Election of the members of the Board of Directors and its Chairman and Vice President.

	NO. OF SHAREHOLDERS (BY PROXY)	NO. OF SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARES PERMITTED TO VOTE	% OF ORDINARY SHARE CAPITAL
List 1	14	1.623.925.406	71,341333	71,341333	51,834488
List 2	727	643.472.026	28,268634	28,268634	20,539147
Against	4	7.547.800	0,331585	0,331585	0,240920
Abstained	6	107.411	0,004719	0,004719	0,003428
Non Voting	1	1.223.020	0,053729	0,053729	0,039038
Total	**752**	**2.276.275.663**	**100,000000**	**100,000000**	**72,657022**

5.2 Setting compensation levels for members of the Board of Directors.

	NO. OF SHAREHOLDERS (BY PROXY)	NO. OF SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARES PERMITTED TO VOTE	% OF ORDINARY SHARE CAPITAL
In favour	734	2.263.817.431	99,452692	99,452692	72,259364
Against	1	184.945	0,008125	0,008125	0,005903
Abstained	5	2.157.459	0,094780	0,094780	0,068864
Non Voting	12	10.115.828	0,444403	0,444403	0,322890
Total	**752**	**2.276.275.663**	**100,000000**	**100,000000**	**72,657022**

6. Election of the Board of Statutory Auditors.

6.1 Election of the Board of Statutory Auditors and their Chairman.

	NO. OF SHAREHOLDERS (BY PROXY)	NO. OF SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARES PERMITTED TO VOTE	% OF ORDINARY SHARE CAPITAL
List 1					
List 2	7	1.622.841.393	71,293711	71,293711	51,799887
Against	733	643.761.832	28,281365	28,281365	20,548398
Abstained	6	7.913.544	0,347653	0,347653	0,252594
Non Voting	3	67.190	0,002952	0,002952	0,002145
Total	3	1.691.704	0,074319	0,074319	0,053998

6.2 Setting compensation levels for non-substitute members of the Board of Statutory Auditors.

	NO. OF SHAREHOLDERS (BY PROXY)	NO. OF SHARES	% OF ORDINARY SHARES REPRESENTED	% OF SHARES PERMITTED TO VOTE	% OF ORDINARY SHARE CAPITAL
In favour	736	2.264.490.402	99,482257	99,482257	72,280845
Against	2	1.602.243	0,070389	0,070389	0,051142
Abstained	4	2.067.190	0,090815	0,090815	0,065983
Non Voting	10	8.115.828	0,356540	0,356540	0,259051
Total	**752**	**2.276.275.663**	**100,000000**	**100,000000**	**72,657022**