



PRESS RELEASE

Notice of call of ordinary Shareholders' Meeting 28-29 April 2022

Milan, March 29, 2022 – The ordinary Shareholders' Meeting of A2A S.p.A. is convened at the company's registered office in Brescia, at via Lamarmora 230, for 28 April 2022, at 9:30, on first call and, if necessary, on second call for 29 April 2022, same time and place (attendees may attend via conference call), to discuss and vote on the following

AGENDA

1. Financial Statements at 31 December 2021.
 - 1.1 Approval of the financial statements as at 31 December 2021; Board of Directors', Board of Statutory Auditors' and Independent Auditors' reports. Submission of the consolidated financial statements ending 31 December 2021. Submission of the Consolidated Non-Financial Statement pursuant to Legislative Decree 254/2016 and its Supplement - Integrated Financial Statements 2021.
 - 1.2 Allocation of profit for the year and distribution of dividends.
2. Report on the compensation policy and fees paid pursuant to Article 123-ter of Legislative Decree 58 (24 February 1998), as subsequently amended and supplemented.
 - 2.1 Resolutions on Section I (Compensation Policy).
 - 2.2 Resolutions on Section II (Remuneration paid to members of management and control bodies, general managers and other executives with strategic responsibilities).
3. Authorisation to purchase and dispose of treasury shares, subject to revocation, if not used, of the previous authorisation resolved by the Shareholders' Meeting of 29 April 2021.

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

Those entitled to vote at the end of the accounting day of 19 April 2022 (Record date) and for which the Company received the related communication by the authorized intermediaries provided for by current regulations by the end of the third trading day (25 April 2022) before the date set for the Shareholder's Meeting on first call may intervene at the Shareholders' Meeting. The right to attend and vote shall remain unaffected if the notice is received by the Company after the aforementioned deadline, provided that it is received before the start of the meeting proceedings. Those who hold shares only after the Record date will not be entitled to attend and vote at the Meeting.

Pursuant to Article 106, paragraph 4, of Decree-Law 18 of 17 March 2020, converted, with amendments, by Law 2 of 24 April 2020, as amended by Article 3, paragraph 6, of Decree-Law 183 of 31 December converted, with amendments, by Law 21 of 26 February 2021, whose terms of application were last extended by Article 3, paragraph 1, of Decree-Law 228 of 30 December 2021 converted, with amendments, by Law 15 of 25 February 2022, participation in the Shareholders' Meeting by those with voting rights will take place exclusively through Computershare S.p.A., the Company's Appointed Representative pursuant to Article 135-undecies, Legislative Decree 58/1998, to whom a proxy must be conferred, in accordance with the terms and conditions indicated below.

Voting by correspondence or electronic means is not provided for.

Pursuant to Article 106, paragraph 2 of Law-Decree 18 of 17 March 2020, converted, with amendments, by Law 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 Chair and the Secretary taking the minutes to be in the same place. Instructions to participate in the meeting through telecommunications equipment will be made known by the Company to Computershare S.p.A., to the Directors and Statutory Auditors as well as to others entitled to participate, other than those with voting rights.

Company's Appointed Representative

Pursuant to Article 106, paragraph 4 of Law-Decree 18 of 17 March 2020, converted, with amendments, by Law 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 Article 135-novies of Legislative Decree 58/1998, by a proxy and/or further delegation to other parties granted to Computershare S.p.A., the Company's Appointed Representative under Article 135-undecies of Legislative Decree 58/1998. For this purpose, the proxy/further delegation to other parties form available on the Company's website (www.a2a.eu "Governance" – "Shareholder's Meetings" section) may be sent to Computershare S.p.A. following the instructions indicated in the form mentioned above. In view of the current situation, proxies may not be granted after 27 April 2022 for the first call (no later than 28 April 2022 for the second call). In the same way, those entitled may revoke, within the same period, the proxy/further delegation to other parties and the voting instructions given;

ii) confer, pursuant to Article 135-undecies, Legislative Decree 58/1998, without expenses to be borne by the delegating party except for sending expenses, a proxy with voting instructions to Computershare S.p.A., the Company's Appointed Representative, on all or some of the resolution proposals regarding the items on the agenda, using the specific proxy form, including electronic proxy, according to the procedures indicated on the Company's website (www.a2a.eu "Governance" – "Shareholders' Meetings" section), no later than the end of the second trading day preceding the date set for the Shareholders' Meeting, even in a subsequent call and thus also in a second call (i.e. by 26 April 2022 or 27 April 2022, respectively). The proxy form, with instructions for completion and sending, can be found on the Company's website (www.a2a.eu "Governance" – "Shareholders' Meetings" section). The proxy shall be valid only for motions for which voting instructions were conferred. The proxy and voting instructions may be rescinded within the term mentioned above.

The Appointed Representative will be available for clarification or information by calling the telephone number 0246776814 or emailing ufficiomi@computershare.it.

Shareholders are informed that the Company reserves the right to supplement and/or amend the above instructions in view of intervening needs as a result of the COVID-19 epidemiological situation and its currently unforeseeable developments.

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 (at the date of this notice, the Company does not hold treasury shares), 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 58 of 24 February 1998, as subsequently amended and supplemented, those with voting rights may ask 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 19 April 2022 - to the Corporate Secretary's Office by fax at +39 02 77208142 or by e-mail at the following address assemblea2022@pec.a2a.eu, indicating in the heading "Questions for A2A S.p.A. Shareholders' Meeting 28-29 April 2022". 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 communication may also be made after the submission of the applications provided that it is made within the time limit referred to in Article 127-ter, paragraph 1-bis, of Legislative Decree 58 of 24 February 1998, as subsequently amended and supplemented (third subsequent day, i.e. 22 April 2022).

In order to allow those entitled to grant proxies and voting instructions to the Appointed Representative, answers to questions received prior to the Shareholders' Meeting from entitled parties and that are relevant to the items on the agenda will be provided by the Company by the third day prior to the date of the Shareholders' Meeting (25 April 2022), by publishing on the company's website (www.a2a.eu "Governance" – "Shareholders' Meetings" section), with the Company being entitled to 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 58 of 24 February 1998, as subsequently amended and supplemented, Shareholders who, also jointly, represent at least one fortieth of the share capital may request,

within ten days of the date of publication of this notice and, therefore, by 8 April 2022, the integration of the list of items to be discussed, indicating in a specific written request the additional items they propose or 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. Corporate Secretary's Office 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 assemblea2022@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. Additions to the agenda are not permitted for items on which the Shareholders' Meeting resolves, in accordance with the law, on the proposal of the Directors or on the basis of a draft or a report prepared by them, other than those referred to in Article 125-ter, paragraph 1, of Legislative Decree 58 of 24 February 1998, as subsequently amended and supplemented. 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 13 April 2022). 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.

Submission of resolution proposals by those with voting rights (Article 126-bis, paragraph 1, third sentence, of the Consolidated Law on Finance (TUF))

Given the procedures for participation in the Shareholders' Meeting indicated above - with reference to the provisions of Article 126-bis, paragraph 1, third sentence, of Legislative Decree 58 of 24 February 1998, as subsequently amended and supplemented - those with voting rights may individually submit proposals for resolutions at the Shareholders' Meeting on items already on the agenda, in accordance with the following procedures:

- proposals for resolutions must be sent to the Company at the following e-mail address (assemblea2022@pec.a2a.eu) by 13 April 2022; these proposals must be formulated in a clear and complete way, together with information allowing the identification of the person submitting them, including a telephone number.
- together with the resolution proposals, the appropriate communication confirming the entitlement to exercise this right issued by the intermediaries holding the accounts on which the shares of the requesting Shareholders are registered must be sent to the Company.

Proposed resolutions received will be published on the Company's website (www.a2a.eu "Governance" – "Shareholder's Meetings" section) by 20 April 2022, to enable those entitled to vote to consciously express themselves, also taking into account these new proposals, and for the Appointed Representative to collect any voting instructions on these proposals as well. For the purposes of the above, the Company reserves the right to verify the pertinence of the proposals with respect to the items already on the agenda, their completeness and their compliance with the applicable regulations, as well as the legitimacy of the proposers. If proposals for resolutions are proposed as alternatives to those formulated by the Board, the Board's proposal will be put to the vote first (unless it is withdrawn) and, only if it is rejected, will the Shareholders' proposals be put to the vote. Even if there is no proposal from the Board, these proposals will be submitted to the Shareholders' Meeting starting with the proposal submitted by the Shareholders representing the largest percentage of the capital. Only if the proposal put to the vote is rejected will the next proposal be put to the vote in order of capital represented.

Documentation

The documentation relating to the Shareholders' Meeting required by the regulations in force, 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 Company's registered office and on the Company's website (www.a2a.eu "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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