2014

Annual Report **on Remuneration**

www.a2a.eu

To the shareholders,

The committee that I am honored to chair hereby presents this year's Report on Remuneration, which is a group effort carried out with the helpful collaboration of the company.

I would like to thank my colleagues, Marina Brogi, Mario Cocchi and Massimo Perona, who contributed their own skill and experience in assessing and making the best strategy decisions for the company's remuneration policy.

The main activities conducted during the year focused on providing operating proposals to the supervisory board in the following areas:

- the analysis of the outcome of the shareholder vote concerning the 2013 Report on Remuneration and the evaluation of the reports concerning the company by the proxy advisors in order to determine the best strategies for presenting the decisions regarding the remuneration policy to the shareholders;
- the definition of the criteria adopted in identifying the managers with strategic responsibilities, which enabled the company to reach a decision based on market-established approaches and to make this report more complete in line with the needs pointed to by the majority shareholders;
- the market study and comparison of the remuneration policies of other organizations in similar sectors to our own.

Given Italy's current economic landscape, which requires that remuneration and incentive policies be focused on merit and based on the principles of moderation, the committee has made every effort to ensure that our work to support the Supervisory Board has been of help to all shareholders.

The Chairman of the Remuneration Committee
Alessandro Berdini

Contents

Introduction

This Report on Remuneration (hereinafter also the “Report”), as approved on April 29, 2014, by the A2A S.p.A. Supervisory Board (hereinafter also “SB”) as proposed by the Remuneration Committee (related to Section 1) and the A2A S.p.A. Management Board (hereinafter also “MB”) (related to Section 2) in compliance with prevailing laws and regulations (1), describes:

- **Section One – “2014 Remuneration Policy”**
  a. the current system of governance of the A2A Group (hereinafter also the “Group” or “A2A”);

  As concerns the members of the Supervisory Board, of the Management Board, General Managers, and managers with strategic responsibilities (hereinafter also “Key Managers”):
  b. the bodies/parties involved in adopting and implementing the Remuneration Policy;
  c. the goals and principles of the Remuneration Policy;
  d. the detailed structure of the Remuneration Policy.

- **Section Two – “Implementation of the 2013 Remuneration Policy”**
  a. the methods for implementing the 2013 Remuneration Policy;
  b. based on the standard established by CONSOB:
     - a detailed description of the compensation paid to the various members of the Management and Supervisory Boards and to the General Managers in 2013;
     - an aggregate account of the compensation paid to the Key Managers in 2013.

(1) Article 123-ter of Italian Legislative Decree no. 58/98 and Article 84-quarter of the CONSOB Rules for Issuers (Resolution no. 11971/99 as amended). Particularly Article 123-ter, paragraph 2, of the aforementioned TUF, which states that, in companies that adopt a dual-board system, the report is to be approved by the Supervisory Board as proposed (limited to the section required by paragraph 4b) by the Management Board.

In December 2013, the positions within the organization that involve strategic responsibilities were identified. More specifically:

- on December 16, 2013, based on a proposal by the Remuneration Committee, the Supervisory Board passed a resolution establishing the criteria for selecting such positions with strategic responsibilities;
- on December 18, 2013, having acknowledged said resolution by the Supervisory Board, the Management Board identified the 10 positions within the A2A Group that met such criteria, with the individuals who hold such positions being named Key Managers.

As such, Sections 1 and 2 of this Report include the disclosures required by law with regard to these Key Managers.

So as to provide a rapid overview of the main highlights and to simplify the reading of this Report, an introductory summary of the 2014 Remuneration Policy is provided before the two main sections of the Report, and the following two annexes are also provided:

- a glossary of terms, abbreviations and acronyms used;
- a table to help identify the information required by CONSOB provided in each section of the Report.

As required by Article 84-quater, paragraph 4, of the Rules for Issuers, the Report also describes the investments held, directly or through subsidiaries, trust companies, or third parties, by:

- members of the Supervisory Board, of the Management Board, General Managers, and Key Managers;
- spouses not legally separated and underage children of members of the Supervisory Board, of the Management Board, of General Managers, and of Key Managers.

A copy of this Report has been published as required the CONSOB “storage mechanism” and made available to the public both at the Company’s headquarters in Brescia (Via Lamarmora 230) and online at www.a2a.eu (section Governance / Shareholders’ Meeting) 21 days prior to the date of the Shareholders’ Meeting called to pass non-binding resolutions concerning Section One of this Report (in accordance with applicable laws and regulations, which call for the publication of this Report 21 days prior to the Shareholders’ Meeting).

Changes in the system of governance for 2014

On December 30, 2013, in line with resolutions passed by the City of Brescia and the City of Milan (Brescia on December 20, 2013, with resolution no. 198 and Milan on December 23, 2013, with resolution no. 42), which currently jointly hold 27.5% of A2A's share capital, these two municipalities signed a shareholder agreement regarding the ownership and corporate governance of the Group.

This agreement, which replaces prior agreements, calls for the following in particular:

- a change in the A2A system of governance from a dual-board to traditional structure by June 30, 2014;
- and consequently:
  - the creation of a board of directors elected by the Shareholders;
  - the appointment of a managing director;
  - the creation of a board of statutory auditors.

The Shareholders' Meeting at which the new system of governance for the A2A Group is to be discussed will be on the same date as the meeting called to pass non-binding resolutions concerning Section One of this Report, which describes the 2014 Remuneration Policy based on the current A2A structure.

Overview of the 2014 Remuneration Policy

The 2014 Remuneration Policy, as detailed in Section One of this Report, has not changed significantly compared to 2013 as concerns the (structure and amount) of remuneration for the members of the Supervisory and Management Boards (including the respective chairmen and deputy chairmen) and for the GMs.
For the first time, as mentioned in the introduction above, this Report also details the remuneration structure for the Key Managers, as identified in December 2013.

In 2014, as specified in the section "Changes in the system of governance for 2014", the A2A Group is expected to change its system of governance, and this could result in a change in the Remuneration Policy described in this Report.

The tables below (i.e. Tables 1, 2 and 3) provide a summary of all aspects of the remuneration structure established for:

- Individuals who, not being actual employees of the organization, have solely administrative relationships with A2A, and namely:
  - the Chairman and Deputy Chairman of the Supervisory Board;
  - the Chairman and Deputy Chairman of the Management Board;
  - the members of the Supervisory and Management Boards;
- Employees of the Company:
  - General Managers;
  - Key Managers.

Table 1: Overview of all aspects of the remuneration structure established for the Chairman and Deputy Chairman of the SB, the Deputy Chairman of the MB, and the members of the SB and MB

	Purpose/ Principles	Supervisory Board			Management Board	
		Chairman	Deputy Chairman	Members	Deputy Chairman	Members
Fixed Remuneration	Compensation in line with the commitment required, including in relation to involvement on committees and appropriate differentiation between fees for the Chairman/ Deputy Chairman compared to those of the other members	In addition to the fixed remuneration received as a board member (€55K/year), supplemental annual gross fixed compensation based on the special role played and related responsibilities (€120K/year)	In addition to the fixed remuneration received as a board member (€55K/year), supplemental annual gross fixed compensation based on the special role played and related responsibilities (€30K/year)	Annual fixed gross compensation received as a member of the board (€55K/year) Additional annual fixed gross compensation for participation on committees	In addition to the fixed remuneration received as a board member (€80K/year), supplemental annual gross fixed compensation based on the special role played and related responsibilities (€80K/year)	Annual fixed gross compensation received as a member of the board (€80K/year)
Short-term variable incentives	Variable incentives not defined in line with the recommenda-tion of the code of corporate governance	Not defined				
Long-term variable incentives						
Pay-mix		Not applicable				
Benefits		Professional and extra-professional personal injury policy Civil liability insurance for Directors, Statutory Auditors and Executives				

Table 2: Overview of all aspects of the remuneration structure established for the Chairman of the MB

	Purpose/ Principles	Chairman of Management Board
Fixed Remuneration	Compensation in line with the commitment required given the specific role played and the related responsibilities	In addition to the fixed remuneration received as a board member (€80K/year), supplemental annual gross fixed compensation based on the special role played and related responsibilities (€520K/year)
Short-term variable remuneration	Variable incentives based on the Group's financial performance, justified by the fact that, even though the Chairman of the Management Board is not an executive director, his work has a significant influence on the Group's performance.	Amount paid only when a minimum performance threshold is reached Targets related to the Group's financial performance Maximum amount payable upon reaching the targets for both objectives of 40% of the fixed remuneration; minimum amount payable upon reaching a minimum performance threshold of 10% of the fixed remuneration
Long-term variable incentives		Amount paid only when a minimum performance threshold is reached Three targets related to the Group's financial performance Maximum amount payable upon reaching the targets for both objectives of 50% of the fixed remuneration (total for three-year period); minimum amount payable upon reaching a minimum performance threshold of 10% of the fixed remuneration
Pay-mix		Given the maximum value of direct remuneration (DRmax) for the three-year period (DRmax = fixed remuneration + maximum short-term variable remuneration + maximum long-term variable remuneration), the pay mix is 67% fixed remuneration, 22% short-term variable incentives, and 11% long-term variable incentives
Benefits		Professional and extra-professional personal injury policy Civil liability insurance for Directors, Statutory Auditors and Executives

Table 3: Overview of all aspects of the remuneration structure established for General Managers and Key Managers

	Purpose/ Principles	General Managers	Key Managers
Fixed Remuneration	Fixed remuneration set in line with the role and responsibilities assigned and tied to trends in the reference markets as constantly monitored through benchmarks and surveys of remuneration policies by leading consulting firms	In addition to the fixed remuneration received as members of the board (€80K/year), annual gross remuneration (AGR) received as an A2A employee in the amount of: • GM Corporate & Markets Area (GM CMA) - €700K/year; • GM Technical/Operations Area (GM TOA) - €581K/year.	Annual gross remuneration (AGR) set based on the role and responsibilities assigned and the individual's professional, managerial and technical qualifications
Short-term variable remuneration	Appropriately balanced variable component based on fixed remuneration, strictly related to the influence on company performance and calculated using a system that is able to take account of the various individual and organizational levels of performance.	System of incentives and gatekeeper mechanism tied to the Group's financial performance Amount paid only when a minimum performance threshold is reached Targets related to the Group's financial performance Target-based amount equal to 50% of AGR (maximum of 80% of AGR and minimum of 20% of AGR)	System of incentives and gatekeeper mechanism tied to the Group's financial performance Amount paid only when a minimum individual performance threshold is reached Financial, operational and/or production targets tied to performance of the Group and to the achievement of the Group's business plan Target-based amount equal to 20-30% of AGR (maximum of 25-35% of AGR and minimum of 15-25% of AGR)
Long-term variable incentives		Not defined	
Pay-mix		Given the maximum global remuneration (GRmax = AGR + maximum variable amount), the pay mix is 55% AGR and 45% short-term variable incentives	Given the maximum global remuneration (GRmax = AGR + maximum variable amount), the pay mix is 75% AGR and 25% short-term variable incentives
Benefits		Insurance policies (professional and extra-professional personal injury, disability and life) Civil liability insurance for Directors, Statutory Auditors and Executives Supplemental healthcare coverage Supplemental pension fund Company car	

Section One – 2014 Remuneration Policy

a. The Company's System of Governance

A2A currently has a dual-board administration and control structure with a Supervisory Board and a Management Board in accordance with Article 2409-octies et seq. of the Italian civil code.

In 2014, as specified in the section "Changes in the system of governance for 2014", the A2A Group is expected to change its system of governance from the current dual-board structure to the traditional structure.

Under the current system of governance:

- The Supervisory Board, in addition to being the organ with responsibility for control typical of the Board of Auditors, also performs tasks which in the traditional system are assigned to the Shareholders, such as the appointment, revocation, and remuneration of members of the Management Board. Consistent with the Bylaws and with Article 2409-terdecies of the Italian civil code, the Supervisory Board also carries out strategic functions;
- The Management Board has exclusive responsibility for the management of business to the extent of the responsibilities and assignments allocated by the Supervisory Board. For this purpose, the Management Board performs all operations necessary, useful, or in any case opportune for achieving the corporate purpose, both of an ordinary or extraordinary nature.

As specified in the Company's current Bylaws:

- the members of the Supervisory Board remain in office for three financial years, serving terms that end on the date of the Shareholders' Meeting required by paragraph two of Article 2364-bis of the Italian civil code;
- the members of the Management Board remain in office for three financial years, serving terms that end on the date of the Supervisory Board meeting called to approve the financial statements for the last year of their term of office or, if the last year of the term of office of the Management Board coincides with the last year of the term of

office of the Supervisory Board, the outgoing members of the Management Board remain in office with extension of powers until the first Supervisory Board meeting after its reappointment by the Shareholders.

The current board members, who were appointed to three-year terms on May 29, 2012, and June 12, 2012, are as follows:

- Supervisory Board, 15 non-executive members;
- Management Board, 8 board members, 2 of which with executive powers (i.e. A2A's two General Managers).

More information on the Company's Governance System may be found in the "Report on Governance and Ownership Structure for the year ended December 31, 2013".

b. Bodies/parties involved in adopting and implementing the Remuneration Policy

The bodies/parties involved in adopting and implementing the Remuneration Policy for the chairmen of the Supervisory and Management Boards, for the members of the Supervisory and Management Boards, and for the General Managers and Key Directors are:

- the Shareholders;
- the Supervisory Board;
- the Management Board;
- the Remuneration Committee;
- the General Managers;
- Human Resources and the Office of Administration, Finance & Control

Shareholders

As concerns remuneration, the Shareholders:

- define the compensation of the members of the Supervisory Board as Directors. Compensation is set at the time of appointment and applies to the entire term of office;
- vote to approve or reject (non-binding resolutions) on Section One of the Report as required by Article 123-ter, paragraph 3, of the TUF with regard to the Company's policy for remuneration of members of the Supervisory Board, Management Board, General Managers, and Key Managers with reference to at least the following year.

On May 29, 2012, at the ordinary meeting of shareholders called to approve the financial statements for 2011, the Shareholders appointed the members of the Supervisory Board to three-year terms and set individual annual compensation at €55,000.

On June 13, 2013, at the ordinary meeting of shareholders called to approve the financial statements for 2012, the Shareholders voted in favor of Section One of the 2013 Report on Remuneration.

The table below (Table 4) shows the outcome of voting by the Shareholders in 2012 (May 29, 2012) and 2013 (June 13, 2013) regarding the Report on Remuneration.

Table 4: Outcome of non-binding voting by the Shareholders regarding the 2012 and 2013 Reports on Remuneration

	Voting on the 2012 Report on Remuneration – Shareholders' Meeting of May 29, 2012	Voting on the 2013 Report on Remuneration – Shareholders' Meeting of June 13, 2013
Total voting shares and percentage of share capital represented	2,197,892,815 for 70.16% of share capital represented	1,895,023,070 for 60.49% of share capital represented
In Favor	90%	93%
Against	7%	7%
Abstained	3%	0%

Supervisory Board

With regard to remuneration, the Supervisory Board:

- institutes a Remuneration Committee composed of four Directors and defines its powers and rules, with the awareness that at least one of the board members must have expertise in finance or retribution policies;
- after receiving the opinion of the Remuneration Committee, sets the compensation of the members of the Supervisory Board who are vested with special responsibilities, powers, or functions by the Bylaws or by the board itself;
- after receiving the opinion of the Remuneration Committee, sets the compensation of the members of the Management Board, including those assigned special responsibilities, powers, or functions or serving on any committees;
- expresses opinions on incentive and loyalty schemes for members of the Management Board, for A2A executives, and for employees or groups of employees;

- approves the Remuneration Policy (2) and submits it to the Shareholders at the meeting called to deliberate on the allocation of earnings.

After its appointment in 2012, the Supervisory Board:

- established the Remuneration Committee and set its powers and related regulations;
- as proposed by the Remuneration Committee, set compensation, valid for their entire term in office, for the members of the Supervisory Board beyond the individual annual remuneration set by the Shareholders based on the particular functions assigned (e.g. Chairmen and Deputy Chairmen) or membership on committees;
- as proposed by the Remuneration Committee, set compensation for the members of the Management Board, including the Chairman and Deputy Chairman, for their entire term in office.

Management Board

With regard to remuneration, the Management Board:

- in accordance with the Bylaws, is the body responsible for making decisions regarding compensation for the General Managers;
- prepares Section Two of the Report on Remuneration, which is to be submitted to the Supervisory Board for approval.

Since its appointment, the Management Board has not approved any changes to the remuneration payable to the General Managers.

Remuneration Committee

Established on June 4, 2012, by the Supervisory Board, the current Remuneration Committee is made up of four members, all independent and non-executive in accordance with Article 3 of the Code of Corporate Governance and with the TUF, and two of whom were appointed by minority shareholders. The table below (Table 5) details the committee's membership.

(2) As required by Article 123-ter, paragraph 2, of the TUF, which states that, in companies that adopt a two-tier system, the report is to be approved by the Supervisory Board as proposed (limited to the section required by paragraph 4b) by the Management Board.

Table 5: Current composition of the Remuneration Committee

Office		Full Name
Independent, non-executive member of the Supervisory Board in accordance with Article 3 of the Code of Corporate Governance and with the TUF	**Chairman** Remuneration Committee	**Alessandro Berdini**
Independent, non-executive member of the Supervisory Board in accordance with Article 3 of the Code of Corporate Governance and with the TUF	**Deputy Chairman** Remuneration Committee	**Marina Brogi**
Independent, non-executive member of the Supervisory Board in accordance with Article 3 of the Code of Corporate Governance and with the TUF, **appointed by minority shareholders**	**Member** Remuneration Committee	**Mario Cocchi**
Independent, non-executive member of the Supervisory Board in accordance with Article 3 of the Code of Corporate Governance and with the TUF, **appointed by minority shareholders**	**Member** Remuneration Committee	**Massimo Perona**

In accordance with the Code of Corporate Governance, at least two members of the Remuneration Committee possess suitable knowledge and experience regarding finance and remuneration policies. Qualifications of these members are available online at www.a2a.eu (section: Governance / Supervisory Board).

In support of the Supervisory Board, the Remuneration Committee:

- provides information, advice and recommendations.
  Specifically, the committee:
  - submits proposals to the Supervisory Board regarding criteria for determination of remuneration:
    - of members of the Supervisory Board (including the Chairman and the Deputy Chairman) vested with special responsibilities or functions, including those deriving from participation on Boards;
    - of members of the Management Board (including the Chairman and the Deputy Chairman);
  - gives the Supervisory Board opinions on remuneration and on incentive and loyalty schemes for members of the Management Board, for A2A executives, and for employees or groups of employees;
  - monitors the application of resolutions adopted by the Supervisory Board with regard to remuneration and incentive and loyalty schemes, and reports on monitoring activities it conducted;
- assists the Supervisory Board in drawing up the Report on Remuneration and in verifying the compensation actually paid as shown in the Report.

In order to effectively perform its functions of analysis and consulting, the Remuneration Committee is given access to the necessary company information and is supported by various offices of the organization (primarily Human Resources and Administration, Finance & Control).

As deemed appropriate, the committee may also turn to outside experts in remuneration, so long as said experts do not have relations with the Group that could compromise their ability to provide unbiased opinions.

During 2013, the Remuneration Committee met 7 times. The average attendance was 96%. All meetings were properly convened by way of advance notice transmitted via e-mail to all members, and minutes of each meeting, which cover the topics discussed and decisions made, were also prepared.

In certain cases, meetings of the Remuneration Committee were attended by non-members. The Supervisory and Management Boards did not attend meetings of the Remuneration Committee at which proposals for their remuneration were discussed.

In 2013, the Remuneration Committee discussed the following matters:

- Remuneration analysis and management tools and strategies to be adopted for all employees of the organization (i.e. senior and middle management, office staff and blue-collar workers);
- Structure of executive remuneration and its internal (within the company) and external (compared to the marketplace) positioning;
- Incentive and loyalty schemes adopted within A2A (for executives and other employees);
- Procedures for identifying Key Managers.

With regard to the Report on Remuneration, the Remuneration Committee also analyzed the comments made by Shareholders at their meeting on June 13, 2013, and the information provided by the proxy advisors.

In 2013, the Remuneration Committee also received operational support from the office of Human Resources, but did not make use of external advisory firms.

General Managers

As concerns remuneration policies, the General Managers are responsible for handling matters that regard all employees of the A2A Group.

Human Resources and the Office of Administration, Finance & Control

These offices are involved in various activities concerning the Remuneration Policy for the chairmen of the Supervisory and Management Boards, for the members of the Supervisory and Management Boards, and for the General Managers and Key Directors as follows:

- Human Resources: providing analyses to assist in managing the Remuneration Policy (e.g. monitoring internal remuneration dynamics and market trends/best practice and ensuring remuneration levels are both fair within the company and competitive as compared to the benchmark markets) and other technical/specialist support in remuneration-related matters;
- Administration, Finance & Control: selecting and calculating the parameters underlying the variable incentive systems and verifying whether targets have been reached.

c. Goals and Principles of the Remuneration Policy

A2A's Remuneration Policy has the following objectives:

Remuneration consistent with responsibilities assigned and met

In order to achieve this, the A2A Group has, since its inception, adopted a standard, internationally recognized and certified method for analyzing positions within the organization. By categorizing positions by complexity based on specific indicators, this approach enables us to compare remuneration for roles of similar complexity both within the company and with the marketplace generally (for Italy, where remuneration levels are provided by leading advisory firms). In addition, for specific positions in the upper ranks of the organization (i.e. members of the boards, including those with special responsibilities, and the General Managers), A2A periodically conducts more detailed analyses using benchmarks provided by leading advisory firms.

Tying variable remuneration to company performance

This is achieved by:

- assigning financial targets related to company performance and execution of the business plan to all members of senior management (including the General Managers) at the beginning of each year;
- using a mechanism for gaining access to the system of variable incentives that either eliminates or significantly reduces the bonus payable in the event of poor company performance.

Merit-based remuneration

In order to achieve this, we individual performance and the conduct used to achieve such performance.

This assessment may then be followed by salary increases or, in the event of particularly strong performance in projects of strategic importance or other extraordinary activities, special bonuses.

Based on the above, remuneration of board members, General Managers and Key Managers is set in line with the following principles:
- Compensation of board members in line with the commitment required, including in relation to involvement on committees and appropriate differentiation between fees for the Chairman and Deputy Chairman compared to those of the other members;
- Fixed remuneration for General Managers and Key Managers set in line with the role and responsibilities assigned and tied to trends in the reference markets as constantly monitored through benchmarks and surveys of remuneration policies by leading consulting firms;
- Variable component for General Managers and Key Managers properly balanced with fixed remuneration, including in consideration of market practice, and set in a manner that takes account of the various levels of individual and company performance.

d. Detailed structure of the Remuneration Policy

As described above, annual individual compensation of the members of the Supervisory and Management Boards is set for their entire term in office. In 2013, the Management Board did not approve any changes to the compensation payable to the General Managers.

Therefore, the information provided below is in line with the Report on Remuneration published in 2013.

In order to help the various stakeholders to better understand the Remuneration Policy adopted by the Group, certain aspects, particularly as concern the variable incentive mechanisms, are described in greater detail.

In addition, as mentioned in the introduction, in December 2013, the positions within the organization that involve strategic responsibilities were identified. More specifically:
- on December 16, 2013, based on a proposal by the Remuneration Committee, the Supervisory Board passed a resolution establishing the criteria for selecting such positions with strategic responsibilities;

- on December 18, 2013, having acknowledged said resolution by the Supervisory Board, the Management Board identified the positions within the A2A Group that met such criteria, with the individuals who hold such positions being named Key Managers.

Therefore, unlike in previous years, the remuneration structure for these Key Managers is detailed below.

d1. Remuneration of members of the Supervisory Board and of the Management Board (excluding the Chairman of the Management Board)

Remuneration of the members of the Supervisory Board and members of the Management Board, as authorized in 2012 and effective for the entire term in office, is structured as follows:

- annual fixed gross compensation received as a member of the board (SB: €55,000/year; MB: €80,000/year);
- for the Chairman and Vice Chairman of Supervisory Board and for the Vice Chairman of the Management Board: supplemental annual fixed gross compensation based on their specific role and responsibilities on the respective control and administrative boards (SB Chairman: €120,000/year; SB Deputy Chairman: €30,000/year; MB Deputy Chairman: €80,000/year);
- annual fixed gross compensation for participation on board committees as specified in Table 6 below.

Table 6: Annual fixed gross compensation for participation on board committees

Committee	Emolument for committee membership (€/year)		
	Chairman	Deputy Chairman	Member
Internal Control	75,000	63,000	50,000
Appointments	30,000	25,000	20,000
Remuneration	30,000	25,000	20,000
Territory	30,000	25,000	20,000

No attendance-based payments (3) or variable incentive systems (either monetary or share-based) are provided for members of Supervisory Board and of the Management Board.

It should also be noted that, in 2012 and valid for the entire term in office:

- the Supervisory Board resolved that all emoluments received by members of the Management Board as a result of their membership on the boards of directors of subsidiaries are to be transferred in their entirety to the parent company, A2A S.p.A.;
- the Supervisory Board set a guideline regarding the reimbursement of expenses incurred by all board members in the performance of their duties, identifying reimbursable expenses and the maximum reimbursable amount for each meeting, as well as specifying a number of other cost-containment measures.

d2. Remuneration of the Chairman of the Management Board

The remuneration package for the Chairman of the Management Board, as approved by the Supervisory Board and valid until the end of the related term, includes:

- an annual fixed gross component for the position of Chairman of €520,000 in addition to the annual fixed gross remuneration for membership on the Management Board of €80,000 (for an annual gross total of €600,000);
- a short-term variable incentive with maximum value of €250,000/year and a minimum of €62,500/year (22% of total remuneration, i.e. the sum of the fixed amount and of the short-term and long-term variable amounts), payable annually as accrued and calculated based on the Company's financial results for the previous year;
- a long-term variable incentive with a maximum value of €50,000/year (11% of total remuneration, i.e. the sum of the fixed amount and of the short-term and long-term variable amounts), payable at the end of the term n office and calculated based on defined and measurable targets to be reached over the medium to long term (36 months).

In addition, the right to receive short-term and long-term variable compensation accrues upon reaching a minimum performance threshold ("Minimum Performance"), below which the amount related to such specific target is not paid.

(3) Token payments for the attendance of committee meetings were abolished in 2012 by the current Supervisory Board and are now considered to be a part of fixed annual compensation.

Furthermore, for both variable components, a salary cap has been set in order to limit the amount paid even in the event of especially strong company performance. These caps are as follows:

- €250,000/year for the short-term component;
- €50,000/year for the long-term component.

The targets underlying both of these variable components are strictly tied to the financial performance of A2A, and more specifically:

- short-term component: the achievement of EBITDA and NFP targets;
- long-term component:
  - EBITDA CAGR for the three-year term;
  - comparison between the performance of A2A's stock with a select panel of competitors over the term in office;
  - free cash flow for the three-year term.

The following tables (Tables 7 and 8) present information on the short-term and long-term variable incentive systems.

Table 7: Characteristics of the short-term variable incentive system

Assignment and payment times	Target	Wt	Target-bonus correlation mechanism*	Maximum Amount Payable per Year
Assignment at start of term	EBITDA	50%	If actual EBITDA is less than 80% of the target, no bonus is paid. If actual EBITDA is greater than 100% of the target, the full bonus is paid. For actuals of between 80% and 100% of the target, the bonus is calculated as follows: • ≥80% and <85% of target: 50% bonus; • ≥85% and <90% of target: 75% bonus; • ≥90% and <95% of target: 90% bonus; • ≥95% and up to 100% = linear increase in bonus.	250,000€
Payment at end of term	PFN	50%	If actual NFP (net debt) is greater than 107% of the target, no bonus is paid. If actual NFP is less than 100% of the target, the full bonus is paid. For actuals of between 107% and 100% of the target, the bonus is calculated as follows: • ≤107% and >106%: 50% bonus; • ≤106% and >105%: 75% bonus; • ≤105% and >104%: 90% bonus; • ≤104% to 100% = linear increase in bonus.	

* Note: The bonus specified in this column always refers to the amount assigned for the given target and not to the total value of the short-term variable component, e.g. for the EBITDA target, "90% bonus" means: €250,000 x 50% x 90% = €112,500 (i.e. total of the short-term variable component times the weight of EBITDA target times the bonus % for achievement of the EBITDA target).

Table 8: Characteristics of the long-term variable incentive system

Assignment and payment times	Target	Wt	Target-bonus correlation mechanism*	Maximum amount payable in three years
	3-year EBITDA CAGR for 2011-2014	30%	If the actual EBITDA CAGR is less than 80% of the target, no bonus is paid. If the actual EBITDA CAGR is greater than 100% of the target, the full bonus is paid. For actuals of between 80% and 100% of the target, the bonus is calculated as follows: • ≥80% and <85% of target: 50% bonus; • ≥85% and <90% of target: 75% bonus; • ≥90% and <95% of target: 90% bonus; • ≥95% and up to 100% of target = linear increase in bonus.	
Assignment at start of term Payment at end of term	% change in share value	20%	This bonus is based on A2A's ranking compared to the panel of 5 competitors (based on % change in share value from term start to term end) as follows: • Third place: 50% of bonus is paid; • Second place: 75% of bonus is paid; • First place: 100% of bonus is paid.	300,000€
	Free cash flow	50%	If actual free cash flow is less than 80% of the target, no bonus is paid. If actual free cash flow is greater than 100% of the target, the full bonus is paid. For actuals of between 80% and 100% of the target, the bonus is calculated as follows: • ≥80% and <85% of target: 50% bonus; • ≥85% and <90% of target: 75% bonus; • ≥90% and <95% of target: 90% bonus; • ≥95% and up to 100% of target = linear increase in bonus.	

* Note: The bonus specified in this column always refers to the amount assigned for the given target and not to the total value of the long-term variable component (e.g. for the EBITDA CAGR target, "75% bonus" means: €300,000 x 30% x 75% = €67,500 (i.e. total of the long-term variable component times the weight of the EBITDA CAGR target times the bonus % for achievement of the EBITDA CAGR target).

d3. Remuneration of General Managers

In accordance with the A2A Bylaws, remuneration for the General Mangers is set by the Management Board, which authorized no changes in 2013.

As such, the remuneration packages for the General Managers, as described below, are in line with the Report on Remuneration published in 2013 and include:

- an annual fixed gross amount based on their role and assigned responsibilities, taking account of the average compensation levels applied for roles of comparable complexity by Italian companies of similar size. More specifically, the actual amounts are:
  - €700,000/year for the General Manager of the Corporate & Markets area;
  - €581,000/year for the General Manager of the Technical/Operations area;

- a variable component related to short-term targets with a target value equal to 50% of the annual fixed gross amount and payable annually as accrued and calculated based on the financial performance of the Company for the previous year. More specifically, the actual amounts are:
  - €350,000/year for the General Manager of the Corporate & Markets area;
  - €290,000/year for the General Manager of the Technical/Operations area.

The right to receive short-term variable compensation accrues upon reaching a minimum performance threshold ("Minimum Performance"), below which the amount related to such specific target is not paid.

Upon achievement of this Minimum Performance, 40% of variable compensation at target is paid.

Furthermore, a salary cap has been set in order to limit the amount paid even in the event of especially strong company performance. This cap has been set at 160% of the target variable amount, specifically:

- €560,000/year for the General Manager of the Corporate & Markets area;
- €464,000/year for the General Manager of the Technical/Operations area.

The targets underlying the variable component, which are assigned at the beginning of the year, are strictly tied to A2A financial performance. In addition, beginning in 2013, a "gatekeeper" mechanism has been added to the variable incentive based on the performance of the companies of the Group. This mechanism either eliminates or significantly reduces the bonus payable in the event that performance is not in line with forecasts.

Any emoluments received by the two General Managers as a result of their membership on the boards of directors of subsidiaries and affiliates are transferred in their entirety to the parent company, A2A S.p.A.

The following are not provided for the two General Managers:

- variable share-based incentive systems;
- agreements regarding the stipulation of consulting agreements, assignment/maintenance of non-monetary benefits for periods following termination of employment;
- non-compete clauses for periods following termination of employment.

d4. Remuneration of Key Managers

As mentioned in the introduction, in December 2013, the positions within the organization that involve strategic responsibilities were identified. More specifically:

- on December 16, 2013, based on a proposal by the Remuneration Committee, the Supervisory Board passed a resolution establishing the criteria for selecting such positions with strategic responsibilities;
- on December 18, 2013, having acknowledged said resolution by the Supervisory Board, the Management Board identified the positions within the A2A Group that met such criteria, with the individuals who hold such positions being named Key Managers.

The criteria for selecting the positions with strategic responsibilities are objective and based on a standard, internationally recognized and certified approach, which A2A has used since the organization's inception. In particular, only those positions that have a significant impact on Group performance and that require the holder of the position to possess high levels of professional knowledge and experience, a significant level of autonomy in operations, and strategic vision over the medium and long-term are recognized as being of strategic importance.

The remuneration packages for these Key Managers within the organization include:

- an annual fixed gross amount based on the role and assigned responsibilities, taking account of the average compensation levels applied for roles of comparable complexity by Italian companies of similar size;
- a short-term variable component tied to individual targets (both financial and related to operations and productivity, as well as tied to specific initiatives of strategic importance to the Group), with a target value of around 20%-30% of the annual fixed gross amount and payable each year as accrued.

Beginning in 2013, a "gatekeeper" mechanism has been added to the variable incentive based on the performance of the companies of the Group. This mechanism either eliminates or significantly reduces the bonus payable in the event that performance is not in line with forecasts.

In addition to this "gatekeeper" mechanism, the right to receive the short-term variable compensation accrues upon reaching a minimum performance threshold ("Minimum Performance"), below which the amount related to such specific target is not paid.

Upon achievement of this Minimum Performance, 80% of variable compensation at target is paid.

Finally, a salary cap has been set in order to limit the amount paid even in the event of especially strong company performance or performance by the individual. This cap has been set at 120% of the target variable amount.

d5. Non-monetary benefits

For the members of the Supervisory and Management Boards, including their chairmen and deputy chairmen, who are not employees of the Company, the following non-monetary benefits are also provided:

- a professional and extra-professional personal injury policy;
- civil liability insurance for Directors, Statutory Auditors and Executives.

The General Managers and Key Managers, who are employees of the Company, are provided with non-monetary benefits similar to those of the rest of the Company's senior management:

- insurance policies (professional and extra-professional personal injury, disability and life);
- civil liability insurance for Directors, Statutory Auditors and Executives;
- supplemental healthcare coverage;
- supplemental pension fund;
- company car.

In line with best practice in the area of compensation, and as concerns non-monetary benefits specifically, A2A is considering introducing a flexible system that would provide senior management with the ability to calibrate their benefits to their specific family needs, given the current landscape of limited salary growth, cuts in social spending, and declining buying power.

This flexible system, which could be introduced as early as 2014, would be financially supported through savings coming from the rationalization of existing benefits and/or forms of employee/company co-financing based on potential optimizations of taxation and withholdings.

d6. Post-employment or end-of-term benefits

For the members of the Supervisory and Management Boards, there are no specific end-of-term benefits or other agreements that call for compensation in the event of leaving office.

In the event of early termination of the term in office of the Chairman of the Management Board, the fees payable up to the moment of termination of said mandate, including the variable component calculated solely on full years and related to the indicators as at December 31st of the year prior to leaving office, are to be paid.

For the General Managers and other Key Managers, as for all A2A senior management, the post-employment benefits established by related Italian collective bargaining agreements are to be paid.

An agreement is also currently in place between the Company and one of the two General Managers, which was established in 2007 (prior to the incorporation of A2A in 2008) when this individual was hired and which calls for compensation to be paid in lieu of the post-employment benefits defined by the related national collective bargaining agreement solely in the event resignation submitted within 30 days following a change in role compared to the original hiring agreement. The amount of this compensation is to be equal to three years of annual remuneration. Based on an estimate of the amount that would be payable to this General Manager under such circumstances, this compensation would not be significantly greater than the amount to be paid as established by the national collective bargaining agreement. It should also be specified that, for any other cases of termination of employment, the terms and conditions of the national collective bargaining agreement would apply.

d7. Deferment of the cash components and claw-back clauses

At present, there are no mechanisms for the deferment of payment of fixed or short-term variable components of remuneration.

Furthermore, A2A remuneration policies to not envisage after-the-fact corrective mechanisms (i.e. “claw-back” clauses).

d8. Remuneration policy benchmarks

The A2A Group has, since its inception, adopted a standard, internationally recognized and certified method for analyzing remuneration positions within the organization. By categorizing positions by complexity based on specific indicators, this approach enables us to compare remuneration for roles of similar complexity both within the company and with the marketplace generally (for Italy, where remuneration levels are provided by leading advisory firms).

More specifically:

- Given the Group’s current dual-board system of governance, which is of limited popularity in Italy, an ad hoc panel of organizations of comparable size and complexity, most of which are listed on the FTSE MIB, has been selected to act as the benchmarks for the individual roles of the members of the boards, including their chairmen and deputy chairmen;

- The remuneration of the General Managers and Key Managers, on the other hand, are comparable with the “executive” market in Italy.

Section Two – Implementation of the 2013 Remuneration Policy

Provided below is a description of the compensation paid in 2013 to:

- Members of the Supervisory Board and on the Management Board;
- Chairman of Management Board;
- General Managers;
- Key Managers.

All compensation has been paid in line with the content of Section 1 of the 2013 Report on Remuneration.

Members of the Supervisory Board

In 2013, the following compensation was paid:

- a fixed annual emolument of:
  - €145,000/year for the Chairman (of which €55,000 set by the Shareholders); (4)
  - €85,000/year for the Deputy Chairman (of which €55,000 set by the Shareholders);
  - €55,000/year for the other members (set by the Shareholders);
- a fixed amount for the appointment of members to committees, as shown below (Table 9).

Table 9: Annual fixed gross compensation for participation on board committees

Committee	Emolument for committee membership (€/year)		
	Chairman	Deputy Chairman	Member
Internal Control	75,000	63,000	50,000
Appointments	30,000	25,000	20,000
Remuneration	30,000	25,000	20,000
Territory	30,000	25,000	20,000

(4) The compensation paid to the Chairman of the Supervisory Board is less than the amount payable (of €175,000/year, of which €55,000 set by the Shareholders plus €105,000 for acting as chairman of the Internal Control and Appointments Committees) in that, in 2013, the Chairman of the Supervisory Board ruled that a portion of the emolument for serving as chairman for the current financial year, in the amount of €30,000, was to be donated to charitable causes.

A breakdown of the amounts paid to each member of the Supervisory Board by fixed emolument and compensation for committee membership is shown in Table 1 of the annexes.

In addition, in accordance with A2A's Bylaws, members of the Supervisory Board were reimbursed for expenses incurred in the performance of their duties. (5)

Members of the Management Board (with the exception of the Chairman)

In 2013, the following compensation was paid:

- €160,000/year for the Deputy Chairman (of which €80,000 received as a member of the board);
- €80,000/year for the other members.

Finally, in accordance with A2A's By-Laws, the members of the Management Board were reimbursed for expenses incurred in the performance of their duties. (5)

The amounts paid to each member of the Management Board are shown in Table 1 of the annexes.

Chairman of Management Board

In 2013, the following compensation was paid:

- fixed compensation of €600,000/year (of which €80,000 received as a member of the board);
- variable compensation of €250,000/year based on the Company's performance in 2013 and the resulting level arising from achieving the two set objectives (Report on Remuneration 2013 - Section 1 - d2).

A breakdown of the amounts paid to the Chairman of the Management Board into fixed and variable components is shown in Tables 1 and 3B of the annexes.

Remuneration of the General Manager, Corporate & Markets Area

In 2013, the following compensation was paid:

- a fixed gross amount of €700,000/year;

(5) The Supervisory Board set a guideline regarding the reimbursement of expenses incurred by all board members in the performance of their duties, identifying reimbursable expenses and setting the maximum reimbursable amount for each meeting, as well as specifying a number of other cost-containment measures.

- variable compensation of €558,355/year based on the Company's performance in 2013 and the resulting level arising from reaching the set objectives (Report on Remuneration 2013 - Section 1 - d3).

A breakdown of the amounts paid to the General Manager of the Corporate & Markets area into fixed and variable components is shown in Tables 1 and 3B of the annexes.

Remuneration of the General Manager, Technical/Operations Area

A breakdown of the amounts paid to the General Manager of the Technical/Operations area into fixed and variable components is shown in Tables 1 and 3B of the annexes.

Remuneration of Key Managers

In 2013, the Key Managers received fixed remuneration totaling €1.897.836. The variable component came to €998.400 for an average achievement of the targets assigned of 119%.

A breakdown of the amounts paid, collectively, to Key Managers into fixed and variable components is shown in Tables 1 and 3B of the annexes.

Annex 1 – Glossary

In order to facilitate the reading of this Report on Remuneration, the following is a glossary of a number of recurring terms and related acronyms or other abbreviated forms.

Term	Abbreviation	Definition
Code of Corporate Governance		The code of corporate governance for publicly listed companies as approved in December 2011 by the Corporate Governance Committee and as promoted by Borsa Italiana S.p.A.
Remuneration Committee		The A2A S.p.A. remuneration committee
Management Board	MB	The A2A S.p.A. management board
Supervisory Board	SB	The A2A S.p.A. supervisory board
General Manager, Corporate & Markets Area	GM CMA	The general manager responsible for the unit that oversees the centralized activities of the various divisions and companies of the Group
General Manager, Technical/ Operations Area	GM TOA	The general manager responsible for optimizing operations at the A2A Group power generation facilities, while also pursuing increasingly high standards of efficiency, availability and respect of generation schedules
Managers with strategic responsibilities	Key Managers	The managers, as expressly selected by the Management Board, who have direct or indirect powers and responsibilities concerning the planning, direction and control of the Company's activities
Target variable amount		The variable incentive expected to be paid upon achieving 100% of the target
Short-term variable remuneration		The annual variable component of remuneration received for achieving established company targets
Long-term variable incentive		The variable component of remuneration received for achieving established company targets over a 3-year time horizon
Pay mix		The percentage breakdown of the various fixed and variable components of the remuneration package
Report on Remuneration	Report	The report on remuneration prepared in accordance with Article 123-ter of Italian Legislative Decree no. 58/98 and Article 84-quarter of the CONSOB Rules for Issuers (Resolution no. 11971/99 as amended)
Annual Gross Remuneration	AGR	The annual gross fixed component of remuneration for company employees
Maximum Direct Remuneration	DRmax	The sum of fixed remuneration, the maximum short-term variable component and the maximum long-term variable component
Maximum Global Remuneration	GRmax	The sum of fixed remuneration and the maximum short-term variable component
Consolidated Finance Law	TUF	Italian Legislative Decree no. 58 of February 24, 1988, as amended

Annex 2 – Index of disclosures required by CONSOB

The table below shows the pages of this Report which contain the disclosures required by CONSOB in accordance with the authority's Resolution no. 18049.

Disclosures required by CONSOB (Resolution no. 18049 – Scheme no. 7-bis)	Location
Bodies or individuals involved in preparing and approving remuneration policies, including a specification of related roles, bodies or individuals responsible for the proper implementation of such policies	Page 11
Any intervention by a remuneration committee or other committee with relevant responsibilities, including a description of the composition of this committee (with a specification of independent and non-executive members), its responsibilities and its operating procedures	Page 13
Names of any independent experts involved in the preparation of remuneration policies	Page 15
Goals of the remuneration policy, its underlying principles, and any changes in remuneration policies compared to the previous financial year	Page 16
Description of the policies concerning fixed and variable components of remuneration, specifying the relative weights within overall remuneration and distinguishing between short-term and medium/long-term components	Pages 17-24
Policies concerning non-monetary benefits	Page 24
With regard to variable components, a description of the performance targets underlying the assignment of such components, distinguishing between short-term and medium/long-term components, and information concerning the link between changes in performance and changes in remuneration	Pages 17-25
Criteria used to measure the performance targets underlying the assignment of shares, options, other financial instruments, or other variable components of remuneration	
Information that underscores the consistency of remuneration policies with the pursuit of the long-term interests of the company and with the strategies of risk management, if formalized	
Description of any vesting period and systems of deferred payment, specifying the periods of deferment and the parameters used to determine such periods and any after-the-fact correction mechanisms, if applicable	
Information concerning any clauses for holding financial instruments after their purchase, specifying how long they are to be held and the parameters used to determine such periods	
Policy concerning any post-employment or end-of-term benefits, specifying the circumstances under which such benefits are payable and any connection between these benefits and company performance	Pages 24-25
Information concerning any supplemental insurance coverage or pension plans	Page 24
The remuneration policy adopted in the event of: (i) independent directors; (ii) participation on committees; and (iii) the performance of specific roles (e.g. chairman, deputy chairman, etc.)	Page 18
Whether the remuneration policy has been established by using the remuneration policies of other companies as a reference and the criteria adopted for selecting such companies, if applicable	Page 25

TABLE 1: Compensation of members of administrative and control boards, managing directors, and other key managers (tables 1/a, 1/b, 1/c and 1/d)

TABLE 1/a - Compensation of members of the Management Board (values expressed in €)

(A)	(B)	(C)		(D)	(1)
Last name, First name	Office	Term of office		Term expires	Fixed Comp.
		from	to		
Tarantini Graziano	Chairman	01.01.13	12.31.13	12.31.14	520,000
	Director	01.01.13	12.31.13	12.31.14	80,000
Silva Francesco	Vice Chairman	01.01.13	12.31.13	12.31.14	80,000
	Director	01.01.13	12.31.13	12.31.14	80,000
Brivio Giambattista	Director	01.01.13	12.31.13	12.31.14	80,000
Cao Stefano	Director	01.01.13	12.31.13	12.31.14	80,000
Caparini Bruno	Director	01.01.13	12.31.13	12.31.14	80,000
Cappello Maria Elena	Director	01.01.13	12.31.13	12.31.14	80,000
Ravanelli Renato	Director	01.01.13	12.31.13	12.31.14	80,000
Rossetti Paolo	Director	01.01.13	12.31.13	12.31.14	80,000
(I) Compensation in company preparing financial statements					1,240,000
(II) Compensation from Subsidiaries and Affiliates					-
(III) TOTAL					1,240,000

Renato Ravanelli also received €133,071 for participation as a member of Management Boards of Subsidiaries and Affiliates, but this amount was transferred entirely to the Parent
Paolo Rossetti also received €436,247 for participation as a member of Management Boards of subsidiaries and affiliates, but this amount was transferred entirely to the Parent.

(2)	(3)		(4)	(5)	(6)	(7)	(8)
Compensation for committee meetings	Variable non equity compensation		Non-monetary benefits	Other compensation	TOTAL	Fair value of equity compensation	Severance Indemnity office or termination of employment
	Bonus and other incentives	Profit sharing					
	250,000				770,000		
					80,000		
					80,000		
					80,000		
					80,000		
					80,000		
					80,000		
					80,000		
					80,000		
					80,000		
-	250,000	-	-	-	1,490,000	-	-
	-				-		
-	250,000	-	-	-	1,490,000	-	-

TABLE 1/b – Compensation of members of the Supervisory Board (values expressed in €)

(A)	(B)	(C)		(D)	(1)
Last name, First name	**Office**	**Term of office**		**Term expires**	**Fixed Comp.**
		from	**to**		
Ranci Ortigosa Pippo	Chairman	01.01.13	12.31.13	12.31.14	90,000 (*)
	Director	01.01.13	12.31.13	12.31.14	55,000
Di Mezza Fausto	Vice Chairman	01.01.13	12.31.13	12.31.14	30,000
	Director	01.01.13	12.31.13	12.31.14	55,000
Baga Marco	Director	01.01.13	12.31.13	12.31.14	55,000
Berdini Alessandro	Director	01.01.13	12.31.13	12.31.14	55,000
Brogi Marina	Director	01.01.13	12.31.13	12.31.14	55,000
Castelli Michaela	Director	01.01.13	12.31.13	12.31.14	55,000
Cocchi Mario	Director	01.01.13	12.31.13	12.31.14	55,000
Manzoli Marco	Director	01.01.13	12.31.13	12.31.14	55,000
Mattinzoli Enrico Giorgio	Director	01.01.13	12.31.13	12.31.14	55,000
Miccinesi Marco	Director	01.01.13	12.31.13	12.31.14	55,000
Mina Andrea	Director	01.01.13	12.31.13	12.31.14	55,000
Pareglio Stefano	Director	01.01.13	12.31.13	12.31.14	55,000
Perona Massimo	Director	01.01.13	12.31.13	12.31.14	55,000
Rosini Norberto	Director	01.01.13	12.31.13	12.31.14	55,000
Zanotti Angelo Teodoro	Director	01.01.13	12.31.13	12.31.14	55,000
(I) Compensation in company preparing financial statements					945,000
(II) Compensation from Subsidiaries and Affiliates					-
(III) TOTAL					945,000

(*) Amount less than total payable (€120,000) because the Chairman of the Supervisory Board waived payment of part of remuneration (€30,000) and requested the Company to assign such amount to charitable initiatives.

(2)	(3)		(4)	(5)	(6)	(7)	(8)
Compensation for committee meetings (**)	Variable non equity compensation		Non- monetary benefits	Other compensation	TOTAL	Fair value of equity compensation	Severance Indemnity office or termination of employment
	Bonus and other incentives	Profit sharing					
105,000 (1)					195,000		
					55,000		
88,000 (2)					118,000		
					55,000		
20,000 (3)					75,000		
30,000 (4)					85,000		
25,000 (5)					80,000		
40,000 (6)					95,000		
20,000 (7)					75,000		
50,000 (8)					105,000		
30,000 (9)					85,000		
22,808 (10)					77,808		
20,000 (11)					75,000		
22,192 (12)					77,192		
20,000 (13)					75,000		
50,000 (14)					105,000		
20,000 (15)					75,000		
563,000					1,508,000		
-	-	-	-	-	-		
563,000					1,508,000		

TABLE 1/c – Compensation of Managing Directors (values expressed in €)

(A)	(B)	(C)		(D)	(1)
Last name, First name	Office	Term of office		Term expires	Fixed comp.
		from	to		
Ravanelli Renato	Managing Director Corporate and Market Area	01.01.13	12.31.13	-	700,000
Rossetti Paolo	Managing Director Technical-Operative Area	01.01.13	12.31.13	-	580,670

TABLE 1/d - Compensation of Key Managers (values expressed in €)

(A)	(B)	(C)		(D)	(1)
Last name, First name	Office	Term of office		Term expires	Fixed Comp.
		from	to		
Key Managers	-	01.01.13	12.31.13	-	1,897,836

(2)	(3)		(4)	(5)	(6)	(7)	(8)
Compensation for committee meetings	Variable non equity compensation		Non-monetary benefits	Other comp.	TOTAL	Fair value of equity compensation	Severance Indemnity office or termination of employment
	Bonus and other incentives	Profit sharing					
-	558,355	-	21,028	-	1,279,383	-	-
-	462,707	-	27,800	-	1,071,176	-	-

(2)	(3)		(4)	(5)	(6)	(7)	(8)
Compensation for committee meetings	Variable non equity compensation		Non-monetary benefits	Other compensation	TOTAL	Fair value of equity compensation	Severance Indemnity office or termination of employment
	Bonus and other incentives	Profit sharing					
-	998,400	-	167,161	-	3,063,397	-	-

(**) Detail of Compensation for participation on Committees:

(1) Of which:	
INTERNAL CONTROL COMMITTEE	75,000
APPOINTMENTS COMMITTEE	30,000
(2) Of which:	
INTERNAL CONTROL COMMITTEE	63,000
APPOINTMENTS COMMITTEE	25,000
(3) Of which:	
COMMITTEE FOR THE TERRITORY	20,000
(4) Of which:	
REMUNERATION COMMITTEE	30,000
(5) Of which:	
REMUNERATION COMMITTEE	25,000
(6) Of which:	
APPOINTMENTS COMMITTEE	20,000
ACTIVITIES TO SUPPORT INTERNAL CONTROL COMMITTEE	20,000
(7) Of which:	
REMUNERATION COMMITTEE	20,000
(8) Of which:	
INTERNAL CONTROL COMMITTEE	50,000
(9) Of which:	
COMMITTEE FOR THE TERRITORY	30,000
(10) Of which:	
COMMITTEE FOR THE TERRITORY	22,808
(11) Of which:	
APPOINTMENTS COMMITTEE	20,000
(12) Of which:	
COMMITTEE FOR THE TERRITORY	22,192
(13) Of which:	
REMUNERATION COMMITTEE	20,000
(14) Of which:	
INTERNAL CONTROL COMMITTEE	50,000
(15) Of which:	
COMMITTEE FOR THE TERRITORY	20,000

Table 3B: Monetary incentive plans for members of the Management Board, managing directors, and other key managers (values expressed in €)

(A)	(B)	(1)	(2)			(3)			(4)
Last name, First name	Office	Plan	Bonus for year			Bonus for previous years			
			(A) Payable/ Paid	(B) Deferred	(C) Deferment period	(A) No longer payable	(B) Payable/ Paid	(C) Deferred	Other Bonuses
Tarantini Graziano	Chairman of Management Board								
(I) Compensation in company preparing financial statements		STI 2013 Plan	250,000						
(II) Compensation from Subsidiaries and Affiliates			-						
(III) TOTAL			**250,000**	-	-	-	-	-	-
Ravanelli Renato	Managing Director Corporate and Market Area								
(I) Compensation in company preparing financial statements		STI 2013 Plan	558,355						
(II) Compensation from Subsidiaries and Affiliates			-						
(III) TOTAL			**558,355**	-	-	-	-	-	-
Rossetti Paolo	Managing Director Technical Operative Area								
(I) Compensation in company preparing financial statements		STI 2013 Plan	462,707						
(II) Compensation from Subsidiaries and Affiliates									
(III) TOTAL			**462,707**	-	-	-	-	-	-
Key Managers	-								
(I) Compensation in company preparing financial statements		STI 2013 Plan	703,400						295,000
(II) Compensation from Subsidiaries and Affiliates									
(III) TOTAL			**703,400**	-	-	-	-	-	**295,000**
TOTAL			**1,974,462**						**295,000**

TABLE 1: Investments held by members of administrative and control boards and by managing directors

First name, Last name	Office	Investee company	Number of shares held at end of previous year	Number of shares purchased	Number of shares sold	Number of shares held at end of current year
Tarantini Graziano	Chairman of Management Board	A2A S.p.A.	9,800	=	=	9,800
Brivio Giambattista	Member of Management Board	A2A S.p.A.	130,000	=	=	130,000
Ravanelli Renato	Member of Management Board and Managing Director	A2A S.p.A.	95,500	=	=	95,500
Rossetti Paolo	Member of Management Board and Managing Director	A2A S.p.A.	58,960 (1)	=	=	58,960 (1)
Brogi Marina	Member of Management Board	A2A S.p.A.	10,000	=	=	10,000
Cocchi Mario	Member of Management Board	A2A S.p.A.	700,000	600,000	=	1,300,000
Manzoli Marco	Member of Management Board	A2A S.p.A.	9,000	=	=	9,000
Zanotti Angelo Teodoro	Member of Management Board	A2A S.p.A.	3,200	=	=	3,200

(1) Of which 3,680 shares held indirectly through spouse not legally separated.

TABLE 2: Investments held by other Key Managers

Key Managers number	Investee company	Number of shares held at end of previous year	Number of shares purchased	Number of shares sold	Number of shares held at end of current year
N. 10 position	A2A S.p.A.	104,000 (2)	20,000	37,500	86,500 (2)

(2) Of which 1,000 shares held indirectly through spouse not legally separated.