A2A S.p.A.
Registered Office in Via Lamarmora 230 - 25124 BRESCIA
Share capital Euro 1,629,110,744.04, fully paid in
Tax identification number and Number of registration in the Business Register of Brescia no. 11957540153

PROXY FORM (1)

for representation at the Ordinary Shareholders' meeting of A2A S.p.A. (the "Company"), to be held on 13th May 2019 on first call and, if necessary, on 14th May 2019 on second call, in accordance with the notice published on the Company's website at www.a2a.eu and in extract form, on the daily newspaper "Il Sole 24 ore" on 12th April 2019.

With reference to the **Ordinary Shareholders' meeting** at first call on 13th May 2019, at 11.00 am, at A2A waste disposal plant in Brescia, via Malta 25/r and, if necessary, at second call on 14th May 2019, same time and place,

WITH THIS FORM

I, the undersigned (name*) (2) …….......……………........…….......... (surname*) ……….………………................, born in (place)* …………………………………………….....… on (date)*…....…........……..… and resident in (town or city) ……....……………………………. (Address) ………………..…………………......….........., tax identification code*...........……...……………………………. id document (name document) …………………..…………….……….. no. ……..…………………………………. (copy enclosed), acknowledging the contents of the Reports on the items on the agenda prepared, and as (3):

☐ **shareholder of A2A S.p.A.**, owner of no.* ……................... ordinary shares registered in securities account with the following intermediary ……………………………………………….............;

☐ **subject with the right to vote** relative to no.* ……................... ordinary shares in A2A S.p.A. registered in securities account with the following intermediary ……………………………………………..............., as* ……..........…………………………….…..... (4);

☐ **subject vested with appropriate powers of representation** of* (5) ……………………………………………………………….., with registered office in* ……........…………………………………........, tax identification number * ……………………….................., by way of ……………………………………………......(copy enclosed), owner of / subject with the right to vote

(*) *Obligatory*

1 *Every shareholder entitled to participate in the Meeting may appoint a representative by written proxy pursuant to the applicable laws, by signing this proxy form, to be issued to the person nominated and appointed by the entitled shareholder (**to confer proxies to the Company's Appointed Representative pursuant to Art. 135-undecies, TUF, it is necessary to use another proxy form prepared by the company for this purpose and published on the website www.a2a.eu)***

2 *Enter first name and surname of the appointing party (as it appears in the copy of the notice for participation in the meeting as per Art. 83-sexies, TUF), or of the appointing party's legal representative.*

3 *Check whichever applies.*

4 *Indicate the legal title (pledge, usufruct, etc.) by which the vote is given.*

5 *Indicate the name of the legal person (as it appears in the copy of the notice for participation in the meeting as per Art. 83-sexies, TUF).*

as *……………………………...............([6]) relative to no. * ……................. ordinary shares in A2A S.p.A. registered in securities account with the following intermediary ……………………………...............;

APPOINT

Mr/Ms (name*) ……......………….......……................. (surname *) ………………….................., born in (place)*………………………………………….....………….......... on (date)* …....…......………………………..... and resident in (town or city) ……....……………….…………...... (address) ……………………..……................., tax identification number*……...............………................... with the faculty (if applicable) to be replaced by Mr/Ms (name) ……...........……………..………................. (surname) ……………………........................, born in (place) …………………………………………….....………….......... on (date) ……...…......………………………..... and resident in (town or city) ....……………………………….………….....(address)…………………………………………..……................................ tax identification code ....………......………………….... to participate in the Meeting as my representative.

DATE ……………………. SIGNATURE ……................

I, the undersigned, also declare that the right to vote ([7]):

☐ is exercised by the proxy holder at his/her discretion ([8])

☐ is not exercised by the proxy holder at his/her discretion but in compliance with specific voting instructions given by the undersigned appointing party.

DATE ……………………. SIGNATURE ……................

Please note that, pursuant to Art. 135-*novies* of the TUF, "*The representative may deliver or transmit a copy of the proxy, including a computer digital media copy, instead of the original, confirming that the copy is true to the original, and the identity of the principal. The representative shall keep the original proxy and keep trace of the voting instructions received, if any, for one year starting from the date of completion of the meeting".*

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[6] *Cross out whichever does not apply and, in the case of a subject with the right to vote, indicate the legal title (pledge, usufruct, etc.) by virtue of which the right to vote is given.*

[7] *Check whichever applies.*

[8] *Please note that, pursuant to Art. 118, subsection 1, letter c), of the Regulation approved by the Consob with resolution No. 11971/1999, as amended, for the purposes of the communication obligations regulated by Art. 120 of the TUF, equity interests include those shares, in relation to which "the right to vote is granted by virtue of a proxy, provided that such right may be exercised at the proxy holder's discretion, in the absence of specific instructions from the appointing party".*

PRIVACY POLICY

The data on this proxy form will be processed by A2A S.p.A. – Data Controller – for the purposes of managing the meeting operations, in compliance with the applicable personal data protection code.

Such data may be disclosed to collaborators of A2A S.p.A., who, as Managers or Persons in charge, are duly authorised to process the data for the purposes indicated above: such data may be disseminated or communicated to specific persons in compliance with community directives, regulations and laws, or as ordered by Authorities vested with the legal power for this or by supervisory and control bodies; without the data marked obligatory (*), the proxy holder will not be allowed to participate in the Meeting.

In the absence of the data requested in the proxy form it will not be possible to allow the Delegate to participate in the meeting.

Personal data will be collected on paper and / or computer media and processed in a manner strictly related to the aforementioned purposes and in compliance with the provisions of the General Data Protection Regulation of 27 April 2016, n. 679 and the relevant national legislation in force.