



PRESS RELEASE

Notice of ordinary Shareholders' Meeting 29-30 May 2012

Milan, 18 April 2012 – An ordinary meeting of the shareholders of A2A S.p.A. has been convened for 29 May 2012 at 11:00 a.m. (first session) at the offices of the A2A's waste-to-energy plant (*termoutilizzatore*) at Via Malta 25/r, Brescia. If necessary, a second session of the meeting will be held on 30 May 2012, at the same time and place. The meeting has been convened for discussing and deliberating on the following

MEETING AGENDA

1. Proposal for the distribution of a dividend from available reserves.
2. Compensation report: resolution pursuant to Article 123-*ter*, Paragraph 6 of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented.
3. Appointment of the members of the Supervisory Board and the related Chairman and Vice Chairman.
4. Determination of the compensation for the members of the Supervisory Board.

Participation in the meeting and exercise of vote by proxy

The persons entitled to participate in the meeting are those who hold the right to vote as of the end of the record date of 18 May 2012 and for whom the Company has received, by the end of the third market session (24 May 2012) prior to the date of the first session of the meeting, the related notice from authorized intermediaries as provided by applicable regulations and laws. The right to participate in the meeting and to vote shall endure even if the notice is received by the Company after such deadline, provided that it is received prior to the start of the meeting deliberations. Any persons having the ownership of the shares after the record date shall not be entitled to participate in the meeting or to vote their shares. Any person entitled to participate may have himself represented at the shareholders' meeting in accordance with the law by means of a written proxy, with the option of using the proxy form for this purpose that is available on the Company's Internet site (www.a2a.eu under the section entitled "Governance" – "Shareholders' meetings"). The proxy may be served to the Company, including via electronic mail sent to a2a@pec.a2a.eu, indicating the subject as "Proxy for A2A S.p.A. shareholders' meeting for 29-30 May 2012". The notice of the proxy in advance does not exempt the person holding the proxy, at the time of accreditation for access to the deliberations of the meeting, from the obligation of certifying (i) the conformity of the copy sent and the original and (ii) the identity of the person holding the proxy.

Procedures for voting by correspondence or with electronic means are not contemplated.

It is furthermore noted that the shareholders' meeting approved the adoption of shareholders' meeting rules which govern the proper and orderly running of the shareholders' meeting, providing, *inter alia*, rules in relation to speaking, participation and assistance during the meetings and the verification of the legitimate right to be present and participate at the meeting. The aforementioned shareholders' meeting rules may be consulted on the Company's Internet site (www.a2a.eu under the section entitled "Governance" – "Shareholders' meetings").

Representative designated by the Company

For the shareholders' meeting referenced in this notice, the proxy may be conferred, without any expense to the conferring shareholder, with voting instructions on all or some of the proposals on the meeting agenda, to Istifid S.p.A. Società Fiduciaria e di Revisione, with registered office at Viale Jenner 51, 20159 Milan, as the representative designated by the Company pursuant to Article 135-undecies of Legislative Decree 58/1998, as amended and supplemented, on the condition that the original proxy is received by the same no later than the end of the second market session preceding the date for the first session the shareholders' meeting (namely, by 25 May 2012). Such proxy needs to be received by Istifid via hand delivery or the sending of a return-receipt, registered letter to the address indicated above, or without prejudice to the presentation of the original, through electronic notification at the certified email address (2012assemblea.ii35@istifidpec.it) or via fax (+39-02-6079-8390).

Any proxy given to Istifid S.p.A. Società Fiduciaria e di Revisione shall not have any effect for any proposals for which voting instructions have not been conferred. The proxy and voting instructions are revocable through the end of 25 May 2012. The proxy form and the related voting instructions, together with the instructions for completion and transmission of the form, are available on the Company's Internet site (www.a2a.eu under the section entitled "Governance" – "Shareholders' meetings").

Share capital

In accordance with Article 5 of the corporate by-laws in effect, the share capital is €1,629,110,744.04 represented by 3,132,905,277 ordinary shares with par value of €0.52 each. In accordance with Article 6 of the corporate by-laws in effect, the shares are indivisible and each share gives the right to one vote, with the exception of the 26,917,609 shares held by the Company as of the date of this meeting notice (for which the right to vote is suspended, as provided by law) and without prejudice to the provisions of Article 9 of the corporate by-laws in effect on the subject of the limits of shareholding and shareholder agreements.

Right to submit questions about matters on the meeting agenda

The shareholders may submit questions about the matters on the meeting agenda, including before the meeting; if submitted before the meeting, they are to be sent to the Corporate Secretary by fax to +39 02 77203924, indicating in the heading, "Questions for the A2A S.p.A. Shareholders' Meeting for 29-30 May 2012". The persons who certify ownership of the shares as of the record date of 18 May 2012 by producing, including subsequent to submission of the question(s), the notice released by an authorized intermediary for participation in the shareholders' meeting shall be entitled to a response. The questions and the related certification must be received by the end of the third market business day prior to the date set for the first session of the meeting, and therefore, by 24 May 2012. The response to questions received prior to the shareholders' meeting by persons entitled to participate in the meeting and pertinent to the matters on the meeting agenda will be answered at the very latest during the shareholders' meeting. The Company may supply a single response to questions having the same content.

Supplementation of the meeting agenda

In accordance with Article 126-bis of Legislative Decree 58/1998, the shareholders who represent, including jointly, at least one fortieth of the share capital, may request, within 10 days from the date of the publication of this notice and therefore, by 28 April 2012, the supplementation of the list of matters to be discussed, indicating in a special written request the additional points proposed. The requests must be presented by registered, return-receipt letter sent to "A2A S.p.A., Corporate Secretary, Corso di Porta Vittoria 4, 20122 Milan ITALY" and simultaneously sent in advance by fax to +39-02-7720-3924, with suitable certification attesting to the ownership of the aforementioned percentage of interest as released by the intermediaries who hold the accounts against which the shares of the requesting shareholders are registered. On or before the deadline indicated above, the

proposing shareholders must present a report on the matters that they are proposing for discussion, and use the same means outlined above for submitting it. The supplementation of the meeting agenda is not admitted for any matters for which the shareholders must, according to the law, deliberate upon the proposal of the Management Board or the Supervisory Board, or on the basis of a project or report prepared by either or both boards, other than the matters referenced in Article 125-ter, Paragraph 1 of Legislative Decree 58/1998, as subsequently amended and supplemented. Notice of any supplementation of the list of matters that the shareholders will be called upon to discuss as a result of the aforementioned requests shall be given in the same format as provided for the publication of the notice of the shareholders' meeting, at least 15 days prior to the date set for the first session of the shareholders' meeting (namely, by 14 May 2012). At the time of the publication of the notice of the supplementation, the report prepared by the requesting shareholders, accompanied by any considerations of the governing bodies, shall be made available to the public, in the same format as provided for the documentation related to the shareholders' meeting.

Election of the Supervisory Board

The election of the entire Supervisory Board shall be based on list voting. Lists may be filed only by shareholders who, on their own or with other shareholders, are, at the time of filing the list, owners overall of number of shares representing at least 1% of the share capital with voting rights at the ordinary shareholders' meeting. The list must contain the names, to which a sequential number is assigned, of at least two candidates for the position of members of the Supervisory Board. A single shareholder, shareholders who are parties to a shareholder agreement as provided by Article 122 of Legislative Decree 58/1998, as subsequently amended and supplemented, the controlling shareholder, the subsidiary companies and those subject to common control as provided by Article 93 of Legislative Decree 58/1998, as subsequently amended and supplemented, and the other persons between whom a relationship exists pursuant to applicable laws and regulations, including a pro-tempore regulation, may not present or contributing to presenting, including through an intermediary or fiduciary company, more than one list and may not vote for different lists, and each candidate may be presented on only one list or shall otherwise not be eligible for election.

The lists must be filed by the twenty-fifth day preceding the date of the first session of the shareholders' meeting, and thus, by 4:30 p.m. on 4 May 2012, through: (i) filing at the Company's registered office: via Lamarmora 230, Brescia, or (ii) sending of a fax (+39-02-7720-3924), indicating in the accompanying message the identity of the person who is filing as well as the telephone and fax numbers of the sender. The lists will be made available to the public at the Company's registered office, Internet site (www.a2a.eu) and with the other means provided by CONSOB by the twenty-first day before the date of shareholders' meeting, namely, by 8 May 2012. Should only one list have been filed by the deadline, or should only lists filed by shareholders who are related have been filed by the deadline, other lists may be filed until the third day subsequent to the deadline, namely, until 4:30 p.m. on 7 May 2012, and the threshold for the filing of the lists shall be reduced by 50 percent, or to 0.5% of the share capital with voting rights at the ordinary shareholders' meeting.

The lists must be accompanied by:

- a) Information in relation to the identity of the shareholders who filed the lists, with the indication of the percentage of the equity investment held overall, provided that the certification from which the ownership of such investment as of the date of filing the list may be produced subsequent to the filing of the lists as long as it is done by the deadline for the Company's publication of the lists, namely by 8 May 2012;
- b) A statement of the shareholders, other than the Municipality of Brescia, the Municipality of Milan and those who hold, including jointly, a relative majority or controlling interest,

certifying the absence of relationships, as provided by applicable laws and regulations, including pro-tempore regulations, with such parties;

- c) Comprehensive information about the personal and professional characteristics of the candidates, as well as a statement by the candidates certifying that they possess the requisites contemplated by the law and accepting their candidature.

Should such conditions not be met, the list will be considered as not filed.

It is noted that the candidates for the position of member of the Supervisory Board must be in possession of the ethical and professional requisites as provided by applicable laws and regulations, as well as the requisites regarding independence and the limit on the number of offices that may be held as provided by applicable laws and regulations. It is furthermore noted that at least two members of the Supervisory Board must be legal auditors as registered on the special register therefor.

The filing of the lists must also be accompanied by a listing of any administration and control positions held by each candidate at other companies.

Documentation

The documentation provided by applicable laws and regulations in relation to the shareholders' meeting will be made available to the public at the Company's registered office, at Borsa Italiana S.p.A. and on the Internet site (www.a2a.eu under the section entitled "Governance" – "Shareholders Meetings") within the terms required by the law.

Contacts:

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Duty to notify the public in accordance with Consob decision no. 11971 of 05/14/1999 as amended.