



PRESS RELEASE

Notice of the convocation of the Ordinary and Extraordinary Shareholders' Meeting 7-8 June 2016

Milan, 6 May 2016 – The first session of ordinary and extraordinary meeting of the shareholders of A2A S.p.A. is to be held on Tuesday, 7 June 2016 at 11:00 a.m. at the offices of the Termoutilizzatore A2A, via Malta 25/r, Brescia, Italy; should a second session of the meeting be necessary, it will be held on Wednesday, 8 June 2016, at the same time and place. The meeting has been convened for the purpose of discussing and deliberating on the following

AGENDA

Ordinary meeting

1. Approval of the financial statements at 31 December 2015; Reports of the board of directors, the board of statutory auditors and the independent auditors. Presentation of the consolidated financial statements at 31 December 2015.
2. Proposal for coverage of the net loss as of 31 December 2015, through withdrawal of an amount equal to the net loss from the available “moderate” tax-exempt reserves.
3. Approval of the 2015 Sustainability Report.

Extraordinary meeting

1. Proposal to reduce the “moderate” tax-exempt reserves; resolutions inherent and consequent thereto.
2. Approval of the merger by incorporation of the companies, A2A Trading S.r.l. and Edipower S.p.A., into the company, A2A S.p.A.; resolutions inherent and consequent thereto.

Ordinary meeting

1. Proposal to distribute a dividend through charging the 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. Proposal to adjust the compensation of the Board of Statutory Auditors; resolutions inherent and consequent thereto.
4. Authorization for the purchase and assignment/sale/transfer of own shares, subject to the revocation of the preceding authorization, with reference to the unused portion thereof, which was approved by the meeting of the shareholders on 11 June 2015.

Participation in the shareholders' meeting and exercise of vote by proxy

Persons entitled to participate in the meeting are the holders of voting rights at the close of the record date (27 May 2016) and for whom the Company has received, by the close of the third trading day (2 June 2016) preceding the date set for the first session of the meeting, the relative notice from the authorized intermediaries as provided by law. In any event, the right to participate in the meeting and to vote shall remain valid even if the Company receives such notice after the aforementioned deadline, provided it is received before the start of the shareholders' meeting. Persons who become shareholders after the aforementioned record date shall not be entitled to participate in the meeting. In accordance with the law, any shareholder entitled to participate may elect to have himself represented at the shareholders' meeting through a written proxy, with the option of using for such purpose the proxy form available at the Company's registered office and on its website (www.a2a.eu “Governance” – “Shareholders' meetings” section). The proxy may be transmitted to the Company via certified electronic mail (a2a@pec.a2a.eu) specifying as the subject “Proxy for A2A S.p.A. Shareholders' Meeting, 7-8 June 2016.” Any such advance notice does not

exempt the proxy holder from the obligation of certifying the conformity of the original proxy to the copy transmitted and from presenting appropriate identification of the owner of record represented, upon registration at the start of the shareholders' meeting.

Procedures for voting by correspondence or by electronic means have not been contemplated.

It is also noted that the shareholders' meeting approved the adoption of meeting rules to ensure that the shareholders' meeting is properly conducted, providing, *inter alia*, rules in relation to speaking, participation, and attendance at the meeting, as well as verification of the right to participate in and attend the meeting. Such rules are available on the Company's website (www.a2a.eu "Governance" – "Shareholders' meetings" section).

Company's designated representative

The proxy may be conferred, at no cost to the owner of record, with voting instructions on all or some of the items on the agenda, to Computershare S.p.A. with registered office at Via Lorenzo Mascheroni no. 19, Milan 20145, as the Company's designated representative for purposes of Article 135-*undecies* of Legislative Decree no. 58/1998. For this purpose, the owner of record must use the form made available by the Company's designated representative, in accordance with the Company, which is available on the Company's website (www.a2a.eu "Governance" – "Shareholders' meetings" section). The original proxy to the designated representative, with voting instructions, must be received at the registered office of Computershare S.p.A., Via Lorenzo Mascheroni no. 19, Milan 20145, with a copy thereof and a statement of conformity to the original possibly sent in advance by fax (+39 02 46776850) or as an attachment to a certified electronic mail message (ufficiomilano@pecserviziottoli.it) by the end of the second open market day preceding the date set for the shareholders' meeting, including with respect to the second session (namely, by 3 June 2016 or 6 June 2016, respectively). The proxy, conferred in such manner, shall have effect only for the matters for which voting instructions are given. The proxy and voting instructions may be revoked within the same deadlines specified above. The proxy form, with the related instructions for its compilation and transmission, is available at the Company's registered office and on its website (www.a2a.eu "Governance" – "Shareholders' meetings" section). Any such advance notice does not exempt the proxy holder from the obligation of certifying the conformity of the original proxy to the copy transmitted and from presenting appropriate identification of the owner of record represented, upon registration at the start of the shareholders' meeting.

Share capital

Pursuant to Article 5 of the current Articles of Association, the share capital is Euro 1,629,110,744.04, represented by 3,132,905,277 ordinary shares with par value Euro 0.52 each. Pursuant to Article 6 of the current Articles of Association, the shares are indivisible and each share has the right to one vote, with the exception of the treasury shares held by the Company (61,917,609 as of the date of this meeting notice), for which, under law, voting rights are suspended. The foregoing applies without prejudice to the provisions of Article 9 of the current Articles of Association with regard to limits of share ownership and shareholders' agreements.

Right to ask questions about matters on the agenda

Pursuant to Article 127-*ter* of Legislative Decree no. 58 of 24 February 1998, as subsequently amended and supplemented, persons with voting rights may pose questions about the matters on the agenda, including before the shareholders' meeting by having them sent – on or before the end of the third day preceding the date set for the first session of the shareholders' meeting, namely, by 4 June 2016 – to the Company Secretary via fax (+39 02 77203924) or via certified electronic mail (a2a@pec.a2a.eu), specifying as the subject "Questions A2A S.p.A. Shareholders' Meeting 7-8 June 2016." The exercise of such right is certified through the transmission, to the fax number or certified electronic mail address as indicated above, of a copy of the special notice issued by the intermediaries who maintain the accounts against which the shares of the requesting shareholder(s) are registered. Questions pertinent to matters on the agenda received before the shareholders' meeting from shareholders with voting rights will be answered as provided by law, during the

shareholders' meeting at the latest. The Company may provide a single answer to questions having the same content.

Supplementing the meeting agenda and presentation of new proposed resolutions

Pursuant to Article 126-*bis* of Legislative Decree no. 58 of 24 February 1998, as subsequently modified and supplemented, shareholders who, individually or jointly, represent at least one fortieth of the share capital may, within ten days after the date of publication of this notice, namely, by 16 May 2016, request additions to the list of matters on the agenda by specifying in writing the additional matters of business they propose or proposed resolutions on matters already on the agenda. Proposals must be sent by return-receipt, registered letter to "A2A S.p.A. Segreteria Societaria, Corso di Porta Vittoria 4 20122 Milano – Italia" with advance copy sent by fax (+39 02 77203924) or certified electronic mail (a2a@pec.a2a.eu), together with the special notice certifying the capacity to exercise such right issued by the intermediaries who maintain the accounts against which the shares of the requesting shareholder(s) are registered. Any shareholders proposing additional matters of business or proposed resolutions must present a report detailing the reasons for their proposals for new matters of business or the reasons for their proposed resolutions on matters already on the agenda; such report must be filed by the deadline specified above and using the same means. In any event, a shareholder with voting rights may individually present proposed resolutions to the shareholders' meeting.

Additions to the agenda are not permitted for any matters that legally require shareholder approval in relation to a proposal made by the directors or on the basis of a project or report prepared by the directors, which is different than the proposals referenced in Article 125-*ter*, Paragraph 1 of Legislative Decree No. 58 of 24 February 1998, as subsequently modified and supplemented. Any additions to the list of matters on the agenda that the shareholders' meeting may have to deliberate upon as a result of such requests, or following the presentation of additional proposed resolutions on matters already on the agenda, will be communicated by the same methods provided for publication of the meeting notice, namely, at least 15 days prior to the date set for the first session of the shareholders' meeting (namely, by 23 May 2016). Simultaneously with publication of such notice, the reports provided by shareholders requesting additions or additional proposed resolutions, accompanied by evaluations (if any) by the Board of Directors, will be made available to the public by the same methods provided with regard to documentation for the meeting.

Documentation

The documentation for the shareholders' meeting required by prevailing laws and regulations, and the resolution proposals in relation to the matters on the meeting agenda are made available to the public by the required deadlines at the Company's registered office, on the Company's website (www.a2a.eu "Governance" – "Shareholders' meetings" section), and through the authorized storage mechanism, "1Info" (www.1info.it).

This notice is published in abridged form in the newspaper, "Il Sole-24 Ore", on today's date.

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Public disclosure obligations provided by Consob Resolution n. 11971 of 14 May 1999 and subsequent modifications