Annual Report
on Remuneration

2013

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Introduction

In light of the events that radically changed the economic and financial scenario starting in 2008, the European Commission issued Recommendation no. 385 dated April 30, 2009 (to supplement Recommendation no. 913 dated December 14, 2004), which reformulated instructions regarding the remuneration of Directors and Key Managers of listed companies.

In Italy, the European Commission's Recommendations were acknowledged by:

- Art. 6 of the Governance Code for listed companies issued by Borsa Italiana S.p.A. ("Governance Code");
- Art. 123-ter of Legislative Decree no. 58/98 of the Consolidated Finance Law ("TUF"), which requires that:
  - listed companies make available to the public, at least 21 days prior to the Shareholders' General Meeting (as defined in Articles 2364 and 2364-bis of the Italian Civil Code), a Report on Remuneration prepared on the basis of the instructions provided by Consob in Art. 84-quater and in Attachment 3A, Scheme 7-bis, of the Rules adopted with resolution no. 11971/1999 ("Rules for Issuers");
  - the first section of the Report on Remuneration, which describes the company's policy for remuneration of Directors, Managing Directors, and Key Managers (with reference to at least the year following that of the financial statement submitted to the Meeting for approval), be approved or rejected (non-binding resolution) by the shareholders.

This Report on Remuneration (hereinafter, "Report") therefore provides the shareholders of A2A S.p.A. (hereinafter, "A2A" or the "Company") and the market detailed information on:

- the Policy for Remuneration of members of the Supervisory Board, of the Management Board, General Managers, and Key Managers adopted for 2013;
- the compensation paid to such individuals in 2012.

The current Supervisory Board and Management Board were appointed in June 2009 with a mandate of three years that will expire on the date of the meeting called to deliberate on the distribution of dividends for 2011.

As required by Art. 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.

This Report was transmitted to Borsa Italiana and may be read by the public at the Company's headquarters and on its website.

Report on Remuneration

This Report is organized in two sections:

- Section 1: "2013 Remuneration Policy," which describes:
  a. The Company's governance system
  b. Roles and activities in defining the Remuneration Policy;
  c. Aims and principles of the Remuneration Policy;
  d. Criteria for definition of the Remuneration Policy.
- Section 2: "Implementation of the 2012 Remuneration Policy," which describes:
  a. Methods for implementing the 2012 Remuneration Policy;
  b. in analytic form, the compensation paid in 2012 to members of the Supervisory Board and Management Board, to General Managers, and to Key Managers[1] according to the standard established by Consob.

Both sections of the Report describe the changes made to the Remuneration Policy with respect to the previous financial year (2011), most of which were made to acknowledge the observations made at the Shareholders' Meeting of May 29, 2012.

The 2012 Report on Remuneration was approved at the Shareholders' Meeting of May 29, 2012 with 90% of votes for, 7% of votes abstaining, and 3% of votes against. 492 shareholders with voting rights participated in the vote, representing, in their own name and by proxy, shares amounting to 70.16% of the share capital.

(1) Consob defines Key Managers as "those persons who have the power and responsibility, directly or indirectly, for planning, directing and controlling activities of the company, including directors (whether executive or otherwise) of the company" (Regulation on related-party transactions no. 17221 of March 12, 2010). As specified in A2A's "Related Parties Rules," written and published for purposes of Art. 4 of Consob Regulation 17221 of March 12, 2010, the Key Managers of A2A are the members of the Management Board and the members of the Supervisory Board.

Section 1 – 2013 Remuneration Policy

a. The Company's governance system

Since the date of its incorporation, A2A has adopted a two-tier administration and control model with a Supervisory Board and a Management Board for purposes of Art. 2409-octies et seq. of the Italian Civil Code.

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' Meeting, such as the appointment, revocation, and remuneration of members of the Management Board. Consistent with the Bylaws (Art. 20) and with Art. 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 Bylaws:

- the members of the Supervisory Board remain in office for three financial years and resign on the date of the Shareholders' Meeting required by paragraph two of Art. 2364-bis of the Italian Civil Code (Art. 16, paragraph 1);
- the members of the Management Board remain in office for three financial years and resign 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 members of the resigning Management Board remain in office with extension of powers until the first Supervisory Board meeting after its reappointment by the Shareholders' Meeting (Art. 24, paragraph 2).

The terms of office of both Boards, in office since 2009, expired in 2012, and the new members of the Supervisory Board and of the Management Board were appointed on May 30, 2012 and June 12, 2012, respectively, for a three-year term.

The current Supervisory Board is composed of 15 non-executive Directors, whereas the Management Board is composed of 8 Directors, 2 of whom are executive (the two Managing Directors of A2A).

More information on the Company's Governance System is contained in the "Report on Governance and Ownership Structure for the year ended December 31, 2012."

b. Roles and activities in defining the Remuneration Policy

The process for defining remuneration and its related policy referring to members of the Supervisory Board, the Management Board, and to Managing Directors involves the company boards specified below in compliance with the requirements of Art.123-ter of the TUF, of provisions of the Bylaws, and of the Rules of the Remuneration Committee.

Shareholders' Meeting

- defines the compensation of the members of the Supervisory Board as Directors (as per Art. 16, paragraph 5 of the Bylaws). Compensation is set at the time of appointment and applies to the entire term of office;
- votes to approve or reject (non-binding resolution) on the first section of the Report required by Art. 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.

Supervisory Board

- approves the Remuneration Policy[2] and submits it to the Shareholders' Meeting, called to deliberate on the allocation of profits;
- institutes a Remuneration Committee composed of four Directors and defines its powers and rules (as per Art. 23, paragraph 2 of the Bylaws), with awareness that at least one of the Board members must have expertise in finance or retribution policy;

(2) As required by Art. 123-ter paragraph 3 of the TUF, "In companies that adopt a two-tier system, the report is approved by the Supervisory Board as proposed (limited to the section required by paragraph 4b) by the Management Board."

- after receiving the opinion of the Remuneration Committee, sets the compensation of the members of the Supervisory Board assigned special responsibilities, powers, or functions by the Bylaws or by the Board itself (as per Art. 16, paragraph 5 of the Bylaws);
- 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 by the Bylaws or by the Board itself (as per Art. 20, paragraph 1a of the Bylaws);
- expresses opinions on incentive and loyalty schemes for members of the Management Board, for A2A executives, and for employees or groups of employees (as per Art. 20, paragraph 1s of the Bylaws).

Management Board

- sets the remuneration of Managing Directors (as per Art. 38, paragraph 2 of the Bylaws);
- prepares section 2 of the Report on Remuneration, to be submitted to the Supervisory Board for approval.

Remuneration Committee

- investigates, consults, and makes proposals with regard to matters of remuneration and provides assistance to the Supervisory Board.
  Specifically:
  - submits proposals to the Supervisory Board regarding criteria for determination of remuneration:
    - of members of the Supervisory Board (including the Chairman and the Vice Chairman) assigned special responsibilities or functions, including those deriving from participation on Boards;
    - of members of the Management Board (including the Chairman and the Vice 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 Remuneration Report and in checking the compensations actually paid as shown in the Report.

In carrying out its analytic and investigative activities, the Remuneration Committee may receive the support of A2A's Human Resources Department and of external consultants who are experts in matters of remuneration, provided such consultants are not in any situation that would compromise their independent judgment.

On June 4, 2012 the Supervisory Board appointed the new Remuneration Committee composed of the following members, all of whom are not executive and are independent for purposes of Article 3 of the Governance Code and of the TUF: Alessandro Berdini (Chairman), Marina Brogi (Vice Chairman), Mario Cocchi, and Massimo Perona. All of the members are independent and the last two were appointed by minority shareholders.

In line with the recommendations of Art. 6 of the Governance Code, members of the Supervisory Board (excluding the members of the Remuneration Committee) and members of the Management Board do not participate in meetings of the Remuneration Committee at which proposals regarding their remuneration are formulated.

The process for defining remuneration also involves A2A's Planning, Finance, and Control Department for year-end determination of the level of achievement of economic-financial targets used to calculate variable components.

c. Aims and principles of the Remuneration Policy

In line with the Company's Governance model and with the recommendations of the Governance Code, the aim of A2A's Remuneration Policy is to attract and maintain qualified professionals and managers in order to achieve the Company's and Group's goals.

In addition, the Remuneration Policy aims to align the interests of management with the primary goal of creating value for shareholders in the medium-long term.

To achieve such goals, the Remuneration Policy is based on the following principles:

- remuneration consistent with market benchmarks and, more specifically, with principal competitors in the energy industry and with domestic companies of comparable size, with reference to roles of comparable complexity;
- compensation of non-executive Directors (excluding the Chairman of the Management Board), corresponding to their responsibilities and commitment, including in consideration of their participation in board committees and independent of Company performance;
- retribution structure of the Chairman of the Management Board, with appropriate balance of fixed and variable component:
  - fixed component: appropriate compensation of the responsibilities, professional specialization and the technical, professional, and managerial expertise required and

of the work performed in case of non-payment of the variable component due to failure to achieve assigned targets;
  - variable component: linked to the achievement of preset and measurable economic/financial and strategic targets for A2A; the amount is structured in short-term and long-term components with immediate and deferred payment;
- retribution structure of the Managing Directors, with appropriate balance of fixed and variable component:
  - fixed component: appropriate compensation of the responsibilities, professional specialization and the technical, professional, and managerial expertise required and of the work performed in case of non-payment of the variable component due to failure to achieve assigned targets;
  - variable component: linked to the achievement of preset and measurable economic/financial and strategic targets for A2A;
- goals forming the basis of the variable incentive system consistent with A2A's Industrial Plan and intended to ensure its achievement;
- benefits, primarily welfare and social security, in line with market practices.

d. Remuneration Policy Guidelines

All resolutions of the Supervisory Board regarding compensation of members of the Supervisory Board and of the Management Board referred to at points d1) and d2) below were passed at the proposal of the Remuneration Committee in the context of the Committee's analytic and investigative activities.

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, resolved in 2012 and effective for the entire year, is structured as follows:

- fixed gross annual compensation received as a member of the Board. This amount is set:
  - o by the Shareholders' Meeting for members of the Supervisory Board;
  - o by the Supervisory Board for members of the Management Board;
- for the Chairman and Vice Chairman of Supervisory Board and for the Vice Chairman of the Management Board: supplemental fixed gross annual compensation based on their specific role and responsibilities on the respective control and administrative boards;
- fixed gross annual compensation for participation on board committees.

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

The values of the above-mentioned fixed annual compensation are defined on the basis of analyses that consider:

- responsibilities assigned by the Bylaws to the Supervisory Board and to the Management Board in their entirety and to individual officers roles (Chairman, Vice Chairman, Director);
- tasks assigned to committees (formalized by specific rules);
- market benchmarks of companies of similar size and organizational complexity.

For Directors on the Supervisory Board and on the Management Board:

- there are no agreements calling for indemnity in case of early termination of office;
- there is a professional and extra-professional accident insurance policy and specific insurance coverage for third-party liability.

For purposes of acknowledging the comments of the Shareholders' Meeting of May 29, 2012:

- the amounts of the above-mentioned compensations have been considerably reduced compared to previous years (as described in Section 2 of this Report);
- token payments for participation in committee meetings have been abolished and are now considered part of fixed annual compensation;
- the Supervisory Board has resolved that all emoluments received by members of the Management Board as the result of their membership on the Boards of Directors of subsidiaries will be transferred in their entirety to parent A2A S.p.A.;
- the Supervisory Board has set a guideline regarding the reimbursement of expenses incurred by all Directors in the performance of their duties, identifying reimbursable expenses, the maximum reimbursable amount for each meeting, as well as specifying a number of cost-containment measures.

d2. Remuneration of the Chairman of the Management Board

Remuneration of the Chairman of the Management Board for the period 2012-2014, defined in a manner consistent with the Company's Industrial Plan approved on November 8, 2012, calls for:

- a fixed gross amount of €1,800,000 for the entire three-year period(3);
- a short-term variable incentive with maximum value of €600,000 for the entire three-year period (22% of total remuneration understood as the sum of the fixed amount and of the short-term and long-term variable amount), payable annually as accrued and calculated based on the Company's economic-financial results in the previous year;
- a long-term variable incentive with maximum value of €300,000 for the entire three-year period (11% of total remuneration understood as the sum of the fixed amount and of the short-term and long-term variable amount), payable at expiration of office and calculated based on defined and measurable targets to be reached in the medium-long term (36 months);

Both forms of variable compensation call for a maximum payable amount.

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

50% of variable compensation at target is paid upon achievement of Minimum Performance.

(3) The value includes compensation received as member of the Management Board.

The following table presents information on the short-term and long-term variable incentive systems.

Incentive System	Assignment and payment times	Targets and Weight	Target-payment correlation mechanism	Maximum amount payable in three years
Short-term	• Annual assignment • Payment at accrual	EBITDA - 50% PFN - 50%	Stepwise until reaching a set value of target; then linear	600,000 €
Long-term	• Assignment at start of term • Payment at end of term	• % change of share value compared to a panel of competitors, from start of term to December 31 2014 - 20% • CAGR EBITDA 3-year period 2011 - 2014 - 30% • FREE CASH FLOW 3-year period 2012 – 2014 - 50%	Stepwise until reaching a set value of target; then linear	300,000 €

The application of variable compensation based on the Group’s economic-financial performance is justified by the fact that even if the Chairman of the Management Board is not an executive director, his work has a significant influence on the Company’s performance.

In terms of non-monetary benefits, the Chairman of the Management Board’s compensation is completed with a professional and extra-professional accident insurance policy.

The Chairman of the Management Board, like the Directors, is covered by a specific third-party liability insurance policy.

The Chairman of the Management Board is not covered by any specific severance pay package or any agreements calling for indemnity in case of early termination of office;

Similarly as described in point d1) above for the other Directors, for purposes of acknowledging the comments of the Shareholders’ Meeting of May 29, 2012 regarding the Remuneration Policy adopted by A2A:

- the total compensation (understood as the sum of the fixed amount and of the short-term and long-term variable) of the Chairman of the Management Board has been considerably reduced compared to the previous year (36%);
- the Supervisory Board has resolved that all emoluments received by the Chairman of the Management Board as the result of his membership on the Boards of Directors of subsidiaries will be transferred in their entirety to parent A2A S.p.A.

d3. Remuneration of Managing Directors

Remuneration of the Managing Directors, assigned by the Bylaws to the Management Board, calls for:

- a fixed gross annual amount based on their role and assigned responsibilities, calculated by considering average compensation levels applied for roles of comparable complexity by domestic companies of similar size (€700,000/year for the Managing Director of the Corporate and Market Area; €581,000/year for the Managing Director of the Technical-Operative Area);
- variable short-term compensation with weight equal to 50% of the fixed gross annual amount, payable at accrual and calculated based on set targets (economic-financial results and strategic initiatives of the Group) to be reached in the short term (12 months).

Such variable compensation calls for a maximum payable amount; in addition, the right to receive it accrues upon reaching a minimum performance threshold ("Minimum Performance") set annually at a defined percentage of shift from specific targets, below which the variable amount is not paid.

40% of variable compensation at target is paid upon achievement of Minimum Performance.

Any emoluments received by the two Managing Directors as the result of their membership on the Boards of Directors of subsidiaries and affiliates are transferred in their entirety to parent A2A S.p.A.

The percentage incidence of variable compensation on the fixed annual amount and the calculation system (indicators, minimum performance threshold, maximum payable amount, and mechanism for correlating targets to award) are set by considering compensation practices on the market and applied by companies with size and organizational complexity similar to those of the Company as well as the risk profile of the industry in which the Company operates.

The following table shows the characteristics of the two short-term and long-term variable incentive systems for the Chairman of the Management Board:

Incentive System	Assignment and payment times	Targets and Weight	Target-payment correlation mechanism	Maximum amount payable in three years
Short-term	• Annual assignment • Payment at accrual	• EBITDA - 40% • Target – 30% • PFN - 20%	Linear	• 160% of Target

The following are not provided for the two Managing Directors:

- 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-competition agreements for periods following termination of employment.

On the other hand, there is an agreement between the Company and one of the two Managing Directors, stipulated in 2007 when he was hired as an employee of A2A, that provides for indemnity in the event of termination of employment. Subject to such agreement, in the event of his resignation presented within 30 days of a reduction in his duties compared to what was stipulated in his employment agreement, the resigning Managing Director must be paid 3 years' total remuneration.

The Managing Directors, just as the non-executive Directors and the Chairman of the Management Board, are covered by specific third-party liability insurance.

Section 2 – Implementation of the 2012 Remuneration Policy

As mentioned in Section 1 point a), both Boards, in office since 2009, expired in 2012, and the new members of the Supervisory Board and of the Management Board were appointed on May 30, 2012 and June 12, 2012, respectively, for a three-year term.

In addition, as specified in the 2012 Report on Remuneration, Giuliano Zuccoli, Chairman of the Management Board, appointed in 2009 simultaneously with the appointment of the Management Board, tendered his resignation on February 8, 2012 and was succeeded on February 18, 2012 by a new Chairman, Giuseppe Sala, who remained in office until June 11, 2012.

The following paragraphs describe the compensation paid in 2012 to:

- Supervisory and Management Directors in office until May 29, 2012 and June 11, 2012, respectively (Directors Leaving Office);
- Chairman of the Management Board in office until February 8, 2012 and in office from February 18, 2012 to June 11, 2012;
- Chairman of the Management Board currently in office (Chairman of the Management Board Taking Office);
- Supervisory and Management Directors in office since May 30, 2012 and June 12, 2012, respectively (Directors Taking Office);
- Managing Directors.

All compensation was paid in the amounts due for the term of office and consistent:

- for Directors Leaving Office, with the information in Section 1 of the 2012 Report on Remuneration;
- Directors Taking Office, with the information in Section 1 of this Report.

Members of the Supervisory Board Leaving Office

In 2012, the members of the Supervisory Board Leaving Office were paid the following compensation pro-rata temporis with respect to their period in office:

- a fixed annual emolument of:
  - €385,000/year for the Chairman (of which € 55,000 fixed by the Shareholders' Meeting);

- €210,000/year for the Vice Chairman (of which € 55,000 fixed by the Shareholders' Meeting);
- €55,000/year for the other members (fixed by the Shareholders' Meeting);

- an emolument consisting of the sum of a fixed amount for the appointment of members to committees and of token payments for each meeting of such committee in which the Director participated, as shown in following table:.

Committee	Emolument for Committee membership (€/year)			Token payment (€ for each Committee meeting attended)
	Chairman	Vice Chairman	Member	
Internal Control	146,400	107,400	78,100	300
Appointments	40,000	35,000	30,000	300
Remuneration	40,000	35,000	30,000	300
Donations	40,000	35,000	30,000	300

In addition, as provided by A2A's Bylaws, members of the Supervisory Board were reimbursed for expenses incurred in the performance of their duties.

Members of the Management Board Leaving Office (excluding the Chairman)

In 2012, the members of the Management Board Leaving Office were paid the following compensation pro-rata temporis with respect to their period in office:

- € 300,000/year for the Vice Chairman;
- € 80,000/year for the other members.

In addition, as provided by A2A's By-Laws, the members of the Management Board were reimbursed for expenses incurred in the performance of their duties.

Chairman of the Management Board in office until February 8, 2012

The Chairman of the Management Board in office until February 8, 2012 was paid:

- fixed annual compensation of € 700,000 pro-rata temporis with respect to his period in office
- compensation received as member of the Board of Directors of affiliated and consolidated companies[4]

(4) A maximum of €150,000/year was provided for such compensation; the amount actually paid was below this limit.

No variable compensation was paid.

Chairman of the Management Board in office from February 18, 2012 to June 11, 2012

The Chairman of the Management Board in office from February 18, 2012 to June 11, 2012 was paid only the amount due as member of the Management Board (€80,000/year) pro-rata temporis with respect to his period in office against his waiver, at the time of appointment, of compensation as Chairman.

Members of the Supervisory Board Taking Office

In 2012, the members of the Supervisory Board Taking Office were paid the following compensation pro-rata temporis with respect to their period in office:

- a fixed annual emolument of:
  - €175,000/year for the Chairman (of which € 55,000 fixed by the Shareholders' Meeting), reduced by 55% compared to the previous year (5);
  - €85,000/year for the Vice Chairman (of which € 55,000 fixed by the Shareholders' Meeting), reduced by 60% compared to the previous year;
  - €55,000/year for the other members (fixed by the Shareholders' Meeting), the same as in the previous year;
- a fixed amount for the appointment of members to committees, as shown below (reduced by a percentage varying from 25 to 50% compared to the previous year). Token payments for participation in committee meetings have been abolished and are now considered part of fixed annual compensation.

Committee	Emolument for Committee membership (€/year)		
	Chairman	Vice 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

(*) The Donations Committee has been renamed Committee for the Territory. In addition to the responsibilities previously assigned to the Donations Committee, the Committee for the Territory has the task of checking the impact of A2A's activities in the territory in which it operates and of formulating proposals concerning social and environmental responsibility

(5) The Chairman of the Supervisory Board has instructed that a portion of his emolument for 2013 (€30,000) be allocated to charitable initiatives.

In addition, as provided by A2A's By-Laws, the members of the Management Board are reimbursed for expenses incurred in the performance of their duties[(6)].

Remuneration of members of the Management Board Taking Office (excluding the Chairman)

In 2012, the members of the Management Board Taking Office were paid the following compensation pro-rata temporis with respect to their period in office:

- €160,000/year for the Vice Chairman (of which €80,000 received as a board member), reduced by 47% compared to the previous year;
- €80,000/year for the other members, the same as in the previous year;

In addition, as provided by A2A's By-Laws, the members of the Supervisory Board are reimbursed for expenses incurred in the performance of their duties[(6)].

Remuneration of the Chairman of the Management Board Taking Office

The remuneration package of the Chairman of the Management Board resolved for 2012 consists of the following:

- a fixed emolument of €600,000/year (of which €80,000 received as a board member);
- short-term variable compensation ("STI") with a maximum of €100,000/year;
- long-term variable compensation ("LTI") with a maximum of €200,000/year.
  In economic terms, the package has been reduced by 36% compared to the previous year.

Therefore, based on the above-described remuneration package and on the Company's 2012 performance, the Chairman of the Management Board Taking Office was paid:

- fixed compensation pro-rata temporis with respect to his period in office;
- the maximum value of short-term variable compensation ("STI"). The Chairman of the Management Board waived a portion of his variable compensation, requesting the Company to assign such portion to charitable initiatives; the amount actually paid was €50,000.

(6) the Supervisory Board has set a guideline regarding the reimbursement of expenses incurred by all Directors in the performance of their duties, identifying reimbursable expenses, the maximum reimbursable amount for each meeting, as well as specifying a number of cost-containment measures

In 2012, the total cost of the Supervisory Board and Management Board was therefore:

- Supervisory Board in office from January 1, 2012 to May 29, 2012: €1,002,046;
- Supervisory Board in office from May 30, 2012 to December 31, 2012: €891,556;
- Management Board in office from January 1, 2012 to June 11, 2012: €666,745;
- Management Board in office from June 12, 2012 to December 31, 2012: €737,763.

Remuneration of Managing Directors

The remuneration package of the Managing Directors, described in the 2012 Report on Remuneration, consisted of:

- a fixed emolument of € 700,000/year for the Managing Director Corporate and Market Area and €581,000/year for the Managing Director Technical-Operative Area;
- variable short-term compensation (STI) with weight equal to 50% of the fixed gross annual amount, payable at accrual and calculated based on set targets (economic-financial results and strategic initiatives of the Group) to be reached in the short term (12 months).

Therefore, based on the above-described remuneration package and on the Company's 2012 performance, short-term compensation to be paid amounted to:

- Managing Director Corporate and Market Area: €560,000;
- Managing Director Technical-Operative Area: € 420,500.

The two Managing Directors waived a portion of their variable remuneration, requesting the Company to assign such portion to charitable initiatives;

therefore the amounts actually paid were:

- Managing Director Corporate and Market Area: € 460,000
- Managing Director Technical-Operative Area: € 320,500

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

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

(A)	(B)	(C)		(D)	(1)
First name, Last name	Office	Term of office		Term expires	Fixed Comp.
		from	to		
Tarantini Graziano	Chairman A2A S.p.A.	06.12.12	12.31.12	12.31.14	288,415
	Director A2A S.p.A.	06.12.12	12.31.12	12.31.14	44,372
Silva Francesco	Vice Chairman A2A S.p.A.	06.12.12	12.31.12	12.31.14	44,372
	Director A2A S.p.A.	06.12.12	12.31.12	12.31.14	44,372
Brivio Giambattista	Director A2A S.p.A.	06.12.12	12.31.12	12.31.14	44,372
Cao Stefano	Director A2A S.p.A.	06.12.12	12.31.12	12.31.14	44,372
Caparini Bruno	Director A2A S.p.A.	06.12.12	12.31.12	12.31.14	44,372
Cappello Maria Elena	Director A2A S.p.A.	06.12.12	12.31.12	12.31.14	44,372
Ravanelli Renato	Director A2A S.p.A.	01.01.12	06.11.12	12.31.11	35,628
	Director A2A S.p.A.	06.12.12	12.31.12	12.31.14	44,372
Rossetti Paolo	Director A2A S.p.A.	01.01.12	06.11.12	12.31.11	35,628
	Director A2A S.p.A.	06.12.12	12.31.12	12.31.14	44,372
Zuccoli Giuliano	Chairman A2A S.p.A.	01.01.12	08.02.12	12.31.11	
(I) Compensation in company preparing financial statements					74,590
(II) Compensation from Subsidiaries and Affiliates (**)					9,735
(III) Total					84,325
Sala Giuseppe	Chairman A2A S.p.A. (***)	02.18.12	06.11.12	12.31.11	-
	Director A2A S.p.A.	01.01.12	06.11.12	12.31.11	35,628
Cinquini Vittorio	Vice Chairman A2A S.p.A.	01.01.12	06.11.12	12.31.11	133,607
Baiguera Franco	Director A2A S.p.A.	01.01.12	06.11.12	12.31.11	
(I) Compensation in company preparing financial statements					35,628
(II) Compensation from Subsidiaries and Affiliates (**)					22,641
(III) Total					58,269
Cocchi Mario	Director A2A S.p.A.	01.01.12	05.29.12	12.31.11	32,787
Randazzo Francesco	Director A2A S.p.A.	01.01.12	06.11.12	12.31.11	
(I) Compensation in company preparing financial statements					35,628
(II) Compensation from Subsidiaries and Affiliates (**)					3,962
(III) Total					39,590
Secchi Carlo	Director A2A S.p.A.	02.18.12	06.11.12	12.31.11	25,137

(*) Amount less than total payable against reaching of assigned targets because the Chairman of the Management Board waived payment of part of the variable (€50,000) and requested the Company to assign such amount to charitable initiatives.
(**) See detailed table below.
(***) Giuseppe Sala waived compensation as Chairman of A2A S.p.A. for the 2012 term of office.
Renato Ravanelli also received €167,133 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 €339,265 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	Indemnity for end of term of office or termination of employment
	Bonus and other incentives	Profit sharing					
	50,000 *				338,415		
					44,372		
					44,372		
					44,372		
					44,372		
					44,372		
					44,372		
					44,372		
					35,628		
					44,372		
					35,628		
					44,372		
					74,590		
					9,735		
					84,325		
					35,628		
					133,607		
					-		
					35,628		
					22,641		
					58,269		
					32,787		
					-		
					35,628		
1,981					5,943		
1,981					41,571		
					25,137		

(**) Detail of Compensation to members of the Management Board from Subsidiaries and Affiliates (see Table 1/a)

(A)	(B)	(C)		(D)	(1)
First name, Last name	Office	Term of office		Term expires	Fixed Comp.
		from	to		
Zuccoli Giuliano	Director of Delmi S.p.A.	01.01.12	02.08.12	02.08.12	799
	Director of Elektroprivreda Cnre Gore Ad Niksic.	01.01.12	02.08.12	02.08.12	946
	Chairman of Ecodeco S.r.l.	01.01.12	02.08.12	02.08.12	3,729
	Director of Ecodeco S.r.l.	01.01.12	02.08.12	02.08.12	266
	Chairman of Partenope Ambiente S.p.A.	01.01.12	02.08.12	02.08.12	3,729
	Director of Partenope Ambiente S.p.A.	01.01.12	02.08.12	02.08.12	266
Baiguera Franco	Chairman of Delmi S.p.A.	01.01.12	05.24.12	05.24.12	11,885
	Director of Delmi S.p.A.	01.01.12	05.24.12	05.24.12	2,971
	Director of Azienda Servizi Valtrompia S.p.A.	01.01.12	12.31.12	12.31.13	7,000
	Director of Selene S.p.A.	01.01.12	04.24.12	04.24.12	785
Randazzo Francesco	Director of Edipower S.p.A.	01.01.12	05.24.12	05.24.12	3,962

(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	Indemnity for end of term of office or termination of employment
	Bonus and other incentives	Profit sharing					
					799		
					946		
					3,729		
					266		
					3,729		
					266		
					11,885		
					2,971		
					7,000		
					785		
1,981					5,943		

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

(A)	(B)	(C)		(D)	(1)
First name, Last name	Office	Term of office		Term expires	Fixed Comp.
		from	to		
Ranci Ortigosa Pippo	Chairman	05.30.12	12.31.12	12.31.14	70,820
	Director	05.30.12	12.31.12	12.31.14	32,459
Di Mezza Fausto	Vice Chairman	05.30.12	12.31.12	12.31.14	17,705
	Director	05.30.12	12.31.12	12.31.14	32,459
Baga Marco	Director	05.30.12	12.31.12	12.31.14	32,459
Berdini Alessandro	Director	05.30.12	12.31.12	12.31.14	32,459
Brogi Marina	Director	05.30.12	12.31.12	12.31.14	32,459
Castelli Michaela	Director	05.30.12	12.31.12	12.31.14	32,459
Cocchi Mario	Director	05.30.12	12.31.12	12.31.14	32,459
Manzoli Marco	Director	05.30.12	12.31.12	12.31.14	32,459
Mattinzoli Enrico Giorgio	Director	01.01.12	05.29.12	12.31.11	22,541
	Director	05.30.12	12.31.12	12.31.14	32,459
Miccinesi Marco	Director	01.01.12	05.29.12	12.31.11	22,541
	Director	05.30.12	12.31.12	12.31.14	32,459
Mina Andrea	Director	05.30.12	12.31.12	12.31.14	32,459
Pareglio Stefano	Director	05.30.12	12.31.12	12.31.14	32,459
Perona Massimo	Director	01.01.12	05.29.12	12.31.11	22,541
	Director	05.30.12	12.31.12	12.31.14	32,459
Rosini Norberto	Director	01.01.12	05.29.12	12.31.11	22,541
	Director	05.30.12	12.31.12	12.31.14	32,459
Zanotti Angelo Teodoro	Director	05.30.12	12.31.12	12.31.14	32,459
Tarantini Graziano	Chairman	01.01.12	05.29.12	12.31.11	135,246
	Director	01.01.12	05.29.12	12.31.11	22,541
Bifulco Rosario	Vice Chairman	01.01.12	05.29.12	12.31.11	63,525
	Director	01.01.12	05.29.12	12.31.11	22,541
Bandera Adriano	Director	01.01.12	05.29.12	12.31.11	22,541
Brivio Giambattista	Director	01.01.12	05.29.12	12.31.11	22,541
Caparini Bruno	Director	01.01.12	05.29.12	12.31.11	22,541
		01.01.09	12.31.09	12.31.09	
Castelli Gianni	Director	01.01.12	05.29.12	12.31.11	
(I) Compensation in company preparing financial statements					22,541
(II) Compensation from Subsidiaries and Affiliates (*)					20,000
(III) Total					42,541
Cavalli Alberto	Director	01.01.12	05.29.12	12.31.11	22,541
Grassani Stefano	Director	01.01.12	05.29.12	12.31.11	22,541
Sommariva Giorgio	Director	01.01.12	01.15.12	12.31.11	2,254
Tamburini Franco	Director	01.01.12	05.29.12	12.31.11	22,541
Taormina Antonio	Director	01.01.12	05.29.12	12.31.11	
(I) Compensation in company preparing financial statements					22,541
(II) Compensation from Subsidiaries and Affiliates (*)					3,962
(III) Total					26,503

(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	Indemnity for end of term of office or termination of employment
	Bonus and other incentives	Profit sharing					
60,246 (1)					131,066		
					32,459		
50,492 (2)					68,197		
					32,459		
11,475 (3)					43,934		
17,213 (4)					49,672		
14,344 (5)					46,803		
16,066 (6)					48,525		
11,475 (7)					43,934		
28,689 (8)					61,148		
12,595 (9)					35,136		
17,213					49,672		
33,208 (10)					55,749		
14,344					46,803		
11,475 (11)					43,934		
11,475 (12)					43,934		
13,795 (13)					36,336		
11,475					43,934		
33,508 (14)					56,049		
28,689					61,148		
11,475 (15)					43,934		
78,193 (16)					213,439		
					22,541		
60,160 (17)					123,685		
					22,541		
17,293 (18)					39,834		
13,795 (19)					36,336		
13,195 (20)					35,736		
					-		
17,893 (21)					40,434		
18,000					38,000		
35,893					78,434		
15,244 (22)					37,785		
12,895 (23)					35,436		
1,230 (24)					3,484		
15,544 (25)					38,085		
					-		
					22,541		
					3,962		
					26,503		

(*) Detail of Compensation to members of the Supervisory Board from Subsidiaries and Affiliates (see Table 1/b)

(A)	(B)	(C)		(D)	(1)
First name, Last name	Office	Term of office		Term expires	Fixed comp.
		from	to		
Castelli Gianni	Director of ACSM-AGAM S.p.A.	01.01.12	12.31.12	12.31.14	20,000
Taormina Antonio	Director of Edipower S.p.A.	01.01.12	05.24.12	05.24.12	3,962

	(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	Indemnity for end of term of office or termination of employment
		Bonus and other incentives	Profit sharing					
	18,000					38,000		
						3,962		

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

(A)	(B)	(C)		(D)	(1)
First name, last name	**Office**	**Term of office**		**Term expires**	**Fixed comp.**
		from	**to**		
Ravanelli Renato	Managing Director Corporate and Market Area	01.01.12	12.31.12	-	700,000
Rossetti Paolo	Managing Director Technical-Operative Area	01.01.12	12.31.12	-	580,670

(*) Amount less than total payable against reaching of assigned targets because both Managing Directors waived payment of part of the variable (€100,000 Renato Ravanelli; €100,000 Paolo Rossetti)) 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 comp.	TOTAL	Fair value of equity compensation	Indemnity for end of term of office or termination of employment
	Bonus and other incentives	Profit sharing					
	460,000*		19,747		1,179,747		
	320,500*		28,282		929,452		

Detail of Compensation for participation on Committees:

(1) Of which:	
INTERNAL CONTROL COMMITTEE	43,033
APPOINTMENTS COMMITTEE	17,213
(2) Of which:	
INTERNAL CONTROL COMMITTEE	36,148
APPOINTMENTS COMMITTEE	14,344
(3) Of which:	
COMMITTEE FOR THE TERRITORY	11,475
(4) Of which:	
REMUNERATION COMMITTEE	17,213
(5) Of which:	
REMUNERATION COMMITTEE	14,344
(6) Of which:	
APPOINTMENTS COMMITTEE	11,475
ACTIVITIES TO SUPPORT INTERNAL CONTROL COMMITTEE	4,591
(7) Of which:	
REMUNERATION COMMITTEE	11,475
(8) Of which:	
INTERNAL CONTROL COMMITTEE	28,689
(9) Of which:	
APPOINTMENTS COMMITTEE (UNTIL 05.29.12)	12,295
TOKEN PAYMENTS APPOINTMENTS COMMITTEE (UNTIL 05.29.12)	300
COMMITTEE FOR THE TERRITORY	17,213
(10) Of which:	
INTERNAL CONTROL COMMITTEE (UNTIL 05.29.12)	32,008
TOKEN PAYMENTS INTERNAL CONTROL COMMITTEE (UNTIL 05.29.12)	1,200
COMMITTEE FOR THE TERRITORY	14,344
(11) Of which:	
APPOINTMENTS COMMITTEE	11,475
(12) Of which:	
COMMITTEE FOR THE TERRITORY	11,475
(13) Of which:	
REMUNERATION COMMITTEE (UNTIL 05.29.12)	12,295
TOKEN PAYMENTS REMUNERATION COMMITTEE (UNTIL 05.29.12)	1,500
REMUNERATION COMMITTEE (SINCE 06.05.12)	11,475
(14) Of which:	
INTERNAL CONTROL COMMITTEE (UNTIL 05.29.12)	32,008
TOKEN PAYMENTS INTERNAL CONTROL COMMITTEE (UNTIL 05.29.12)	1,500
INTERNAL CONTROL COMMITTEE (SINCE 06.05.12)	28,689
(15) Of which:	
COMMITTEE FOR THE TERRITORY	11,475
(16) Of which:	
APPOINTMENTS COMMITTEE (UNTIL 05.29.12)	16,393
TOKEN PAYMENTS APPOINTMENTS COMMITTEE (UNTIL 05.29.12)	300
INTERNAL CONTROL COMMITTEE (UNTIL 05.29.12)	60,000
TOKEN PAYMENTS INTERNAL CONTROL COMMITTEE	1,500
(17) Of which:	
APPOINTMENTS COMMITTEE (UNTIL 05.29.12)	14,344
TOKEN PAYMENTS APPOINTMENTS COMMITTEE (UNTIL 05.29.12)	300
INTERNAL CONTROL COMMITTEE (UNTIL 05.29.12)	44,016
TOKEN PAYMENTS INTERNAL CONTROL COMMITTEE	1,500
(18) Of which:	
DONATIONS COMMITTEE (UNTIL 05.29.12)	16,393
TOKEN PAYMENTS DONATIONS COMMITTEE (UNTIL 05.29.12)	900
(19) Of which:	
REMUNERATION COMMITTEE (UNTIL 05.29.12)	12,295
TOKEN PAYMENTS REMUNERATION COMMITTEE (UNTIL 05.29.12)	1,500
(20) Of which:	
DONATIONS COMMITTEE (UNTIL 05.29.12)	12,295
TOKEN PAYMENTS DONATIONS COMMITTEE (UNTIL 05.29.12)	900
(21) Of which:	
REMUNERATION COMMITTEE (UNTIL 05.29.12)	16,393
TOKEN PAYMENTS REMUNERATION COMMITTEE (UNTIL 05.29.12)	1,500
(22) Of which:	
DONATIONS COMMITTEE (UNTIL 05.29.12)	14,344
TOKEN PAYMENTS DONATIONS COMMITTEE (UNTIL 05.29.12)	900
(23) Of which:	
DONATIONS COMMITTEE (UNTIL 05.29.12)	12,295
TOKEN PAYMENTS DONATIONS COMMITTEE (UNTIL 05.29.12)	600
(24) Of which:	
APPOINTMENTS COMMITTEE (UNTIL 01.15.12)	1,230
(25) Of which:	
REMUNERATION COMMITTEE (UNTIL 05.29.12)	14,344
TOKEN PAYMENTS REMUNERATION COMMITTEE (UNTIL 05.29.12)	1,200

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

(A)	(B)	(1)	(2)			(3)			(4)
First name, Last 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 2012 Plan	50,000*						
(II) Compensation from Subsidiaries and Affiliates			-						
(III) TOTAL			**50,000**	-	-	-	-	-	-
Ravanelli Renato	Managing Director Corporate and Market Area								
(I) Compensation in company preparing financial statements		STI 2012 Piano	460,000*						
(II) Compensation from Subsidiaries and Affiliates			-						
(III) TOTAL			**460,000**	-	-	-	-	-	-
Rossetti Paolo	Managing Director Technical Operative Area								
(I) Compensation in company preparing financial statements		STI 2012 Plan	320,500* -						
(II) Compensation from Subsidiaries and Affiliates									
(III) TOTAL			**320,500**	-	-	-	-	-	-
TOTAL			**830,500**						

(*) Amounts less than total payable against reaching of assigned targets because the Chairman of the Management Board and the Managing Directors waived payment of part of the variable compensation (€50,000 Graziano Tarantini, €100,000 Renato Ravanelli; €100,000 Paolo Rossetti)) and requested the Company to assign such amount to charitable initiatives.

Scheme no. 7-ter: Scheme presenting information on investments held by members of administrative and control boards, managing directors, and other key managers.

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

Management Directors and Supervisory Directors in office at December 31, 2012

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 (1)	Member of Management Board and Managing Director	A2A S.p.A.	58,960	=	=	58,960
Brogi Marina	Member of Supervisory Board	A2A S.p.A.	10,000	=	=	10,000
Cocchi Mario	Member of Supervisory Board	A2A S.p.A.	700,000	=	=	700,000
Manzoli Marco	Member of Supervisory Board	A2A S.p.A.	9,000	=	=	9,000
Zanotti Angelo Teodoro	Member of Supervisory Board	A2A S.p.A.	3,200	=	=	3,200

Management Directors and Supervisory Directors leaving office during 2012

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
Zuccoli Giuliano (2)	Chairman of Management Board	A2A S.p.A.	68,000	=	=	n.a.
Baiguera Franco	Member of Management Board	A2A S.p.A.	16,000	=	=	16,000
Bifulco Rosario (3)	Vice Chairman of Supervisory Board	A2A S.p.A.	=	100,000	=	100,000
Bandera Adriano (4)	Member of Supervisory Board	A2A S.p.A.	2,000	=	=	2,000
Castelli Gianni (5)	Member of Supervisory Board	A2A S.p.A.	19,850	4,000	=	23,850
Grassani Stefano	Member of Supervisory Board	A2A S.p.A.	10,000	=	=	10,000

(1) Of which 3,680 shares held indirectly through spouse not legally separated.
(2) Information available to the Company up to time of death on February 10, 2012.
(3) Held indirectly through trust company.
(4) Held indirectly through spouse not legally separated.
(5) Of which 13,650 shares held indirectly through spouse not legally separated

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