A2A S.p.A.

Registered Office in Brescia, Via Lamarmora 230 - 25124 Brescia

Share capital 1,629,110,744.04 euro, fully paid-up

Tax ID, VAT and registration number in the Brescia Register of Companies 11957540153

www.gruppoa2a.it

Diversity Policy for Members of Corporate Bodies

December 2025

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1. Introduction

This Policy is inserted and substantiated in the governance system in place in the Company, which complies with the provisions of the Consolidated Law on Financial Intermediation set forth in Legislative Decree 24 February 1998, no. 58, as amended and supplemented, and to the principles and recommendations contained in the Corporate Governance Code (hereinafter also referred to as the "**Code**"), with particular reference to aspects related to the Board of Directors and the Board of Statutory Auditors. The document sets out the guidelines currently adopted by A2A S.p.A. (hereinafter, also "**A2A**" or the "**Company**") to ensure an adequate level of diversity within Corporate Bodies, with the aim, inter alia, to:

- encourage effective exchange of views that adds value to the performance of the relevant functions and activities and ensures diversity of viewpoints;
- ensure better understanding of diversity needs by stakeholders;
- encourage adequate turnover of members of the corporate bodies.

2. Guidelines on Diversity in Corporate Bodies

A2A believes that diversity is a value that makes a positive contribution to the effectiveness of the actions of the Corporate Bodies. The Company pursues an objective of integrating different profiles, recognising, for the proper functioning of the collegiate body, the importance of combining professional and managerial experiences with diversity in gender, age, and seniority to balance renewal and continuity.

In particular, in order to have skills in line with the complexity of the Company's business, the presence of profiles with the following experience is a priority in the Board of Directors:

- within the energy and utilities sector;

- organisational and managerial experience gained at a senior level in companies of a similar size and complexity to A2A;
- financial, budget and risk management expertise, with particular experience in extraordinary transactions and business development plans for external lines;
- legal;
- digital innovation.

All Directors, in addition to possessing skills in line with the above, should:

a) be represented by figures of different genders, age groups and seniority in office to achieve a mix of different and complementary professional and managerial experiences;
b) possess adequate seniority, understood as proven experience in complex organisational contexts in a corporate and/or professional, and/or academic area;
c) have acquired experience in the governance of listed companies, gained in positions within the corporate bodies of listed companies of an adequate size and/or complexity, preferably operating in regulated sectors, so as to be able to enrich the A2A Board with specific skills;
d) possess an international mentality and outlook, accompanied by knowledge of foreign languages, especially English;
e) possess the capability for in-depth analysis and the ability to establish a dialectical relationship with the management;
f) demonstrate social intelligence and suitable personal characteristics, including interpersonal skills at all levels, a sense of responsibility and loyalty;
g) know how to express their opinions with autonomous judgement and substantial independence;

h) possess significant sensitivity for ESG issues with particular reference to aspects relating to sustainability.

All Directors should be represented by figures with a managerial and/or professional and/or academic profile such as to achieve a mix of different and complementary experiences.

In particular:

- **managerial profiles** should:
  - ➢ have significant and successful leadership experience or in relevant positions in leading companies or groups in industry, trade and services, also with an international projection, of a size and complexity comparable to those of A2A;
  - ➢ possess undisputed business judgement skills and a high orientation towards strategies and decoding of business complexities;
- **professional profiles** should:
  - ➢ have gained experience in positions of responsibility within relevant professional firms, consulting firms or other public or private organizations;
  - ➢ have carried out their professional activities with particular relevance to the activities of companies and the economic, financial and industrial issues related to them;
- **academic profiles** should:
  - ➢ possess specific skills related to the Company's business and/or to economic and/or financial and/or industrial and/or legal issues related to it.

A2A establishes that the qualitative composition of the Board of Statutory Auditors must be balanced in relation to the complexity of the Company's activities. The Statutory Auditors possess adequate skills and professional requirements in line with the provisions of the regulations applicable to the Issuer. In particular, in order to vet whether the members of the A2A Board of Statutory Auditors meet the professional expertise required of the Board, "subject matter and areas of operations strictly relating to Company business" shall mean subject matter and area of operations relating to, or intrinsic to, Company business and further pursuant to Article 4 of the current Company Articles. (1)

The Company also ensures compliance with the laws, regulations and the *pro tempore* Code in force concerning gender quotas and the independence of members of Corporate Bodies.

It is also considered central to the expected profile of the members of the Corporate Bodies that they have sufficient time to dedicate to the performance of their duties, taking into account both the number and quality of the other roles they hold in the administration and control bodies of other companies, and the commitment required of them by the additional work and professional activities they perform, verifying that their situation is in line with the time required by the Company.

3. Final provisions

The Policy is available in the dedicated Governance section of the company website www.gruppoa2a.it.

(1) Art. 4 Articles of Association of A2A S.p.A.: "*The Company purpose is to carry out, directly and through companies and entities in which it has a holding, activities in the field of research, production, procurement, transport, transformation, distribution, sale, use and recovery of energy and the integral water cycle. It also has as its purpose the exercise of activities in the field of other network services, including the installation, maintenance, connection and testing of telecommunications systems, as well as the undertaking of public services in general and the performance of activities instrumental, connected and complementary to those indicated above, including services in the field of waste collection, treatment and disposal and urban and environmental hygiene in general. [....]*".

The Policy may be updated or amended by the Board of Directors, upon proposal of the Chair of the Board of Directors, at least every three years and, in any case, in consideration of the results of the self-assessment of the Corporate Bodies.

Notwithstanding the foregoing, the Policy may be amended by the Chair of the Board of Directors, when changes of a formal and non-substantive nature are required. In any case, the Chair of the Board of Directors shall inform the ESG and Territorial Relations Committee in advance of any formal changes that he intends to make to the Policy, making them known to the Board of Directors at the next meeting.