Related-Party Committee Regulation

Approved by the Board of Directors of A2A S.p.A. in the meeting of 13 May 2021

Article 1 - Composition

1.1 The Related-Party Committee (hereinafter also referred to as the “Committee” or the “Related Parties”) of A2A S.p.A. (“A2A” or the “Company”), established pursuant to the Regulation adopted by Consob with resolution n. 17221 of 12 March 2010, as amended (the “Related-Party Regulation”), and to the “Rules governing Related-Party Transactions” Procedure approved by the Company's Board of Directors (the “Procedure”), is composed of at least three non-executive and independent directors, one of whom acts as Chairman.

1.2 The Chairman and the other members of the Committee are appointed and may be dismissed by reasoned resolution of the BoD.

1.3 Based on the proposal of the Chairman of the Committee, and having consulted the Chairman and the Chief Executive Officer of the Company, the Committee identifies a Committee Secretary based on skills and responsibilities.

Article 2 - Tasks

2.1 The Committee provides the Board of Directors with the opinion required pursuant to Article 4, paragraph 3 of the Related-Party Regulation on the Company's implementation of the Procedure and any amendments thereto. For this purpose, the Committee may propose to the Board of Directors amendments or additions to the Procedure.

2.2 The Committee is also responsible for providing the opinions provided for in Articles 7, 8 and 11 of the Related-Party Regulation, concerning the Company's interest in carrying out Related-Party Transactions, as well as the suitability and substantial fairness of the related terms, in the cases of Minor Transactions and Major Transactions, respectively, as governed by the Procedure. If, with respect to a given transaction, the Committee is not entirely made up of unrelated directors, the Committee performs its duties with a composition limited to the non-executive, independent and unrelated directors present, provided that there are no less than two of them; in this case, the two directors will take decisions unanimously. If there are not at least two unrelated directors, the Committee is supplemented by a non-executive, independent and unrelated director identified in order of seniority; should it be impossible to provide for such addition, the Board of Directors will appoint an independent expert.

2.3 The Committee also performs the other tasks provided for by the Related-Party Regulation and the Procedure, with particular reference to monitoring pursuant to Article 3, paragraph 1 letter e-*bis*) of the Related-Party Regulation.

2.4 In performing its duties, the Committee has the right to obtain access to the information and corporate departments necessary to perform its tasks, as well as to make use of independent external consultants, in accordance with the provisions of the Related-Party Regulation and the Procedure. The BoD provides the Committee with the adequate financial resources for the performance of its tasks.

2.5 The Committee may delegate one or more of its members for the purposes of Article 8, paragraph 1, letter b) of the Related-Party Regulation.

2.6 The Committee's opinions are drawn up in writing and annexed to the minutes of the meeting in which they are approved. Without prejudice to the foregoing, the Chairman of the Committee informs the BoD verbally of the activities carried out at the first useful meeting, if necessary sharing the documents reviewed for the part necessary to provide the BoD with adequate and complete information.

Article 3 - Calling, conducting and taking minutes of meetings

3.1 The Committee shall meet as often as necessary for the proper performance of its duties.

3.2 The call - signed by the Chairman or, in his/her absence or incapacity, by the most senior member of the Committee - is issued by notice to be sent to the members of the Committee at least three business days before the date set for the meeting, except in cases of urgency for which the time limit is reduced to one day. The notice must also be sent to the Chairman of the Board of Statutory Auditors.

3.3 In any case, a meeting is considered to be validly constituted if all the members of the Committee and the Chairman of the Board of Statutory Auditors or another auditor designated by the Chairman of the Board of Statutory Auditors are present, even in the absence of a formal call.

3.4 The Secretary provides the members with any documents relating to the items on the agenda, in accordance with the timing specified in the Related-Party Procedure.

3.5 The Chairman or, in the event of his/her absence or incapacity, the senior member of the Committee, chairs the Committee's meetings.

3.6 The Chair of the Board of Statutory Auditors or another Statutory Auditor designated by the Chair of the Board of Statutory Auditors attends the Committee's meetings.

The Chairman of the Committee may occasionally invite other members of the Board of Directors or representatives of corporate departments or third parties to the meetings, the presence of whom may be useful for the better performance of the Committee's duties.

3.7 Remote participation in Committee meetings is allowed by means of suitable audio-video conferencing and/or teleconferencing systems, provided that all those entitled can participate and be identified, and that they are able to follow the meeting and participate in real time in the discussion of the items on the agenda, as well as receive, transmit or view documents, thus enabling a simultaneous assessment and decision-making process. The meeting is deemed to be held at the place where the Chairman and the Secretary of the meeting are located.

3.8 For meetings of the Committee to be valid, a majority of its members in charge must be present and resolutions are passed with the favourable vote of its members in charge.

3.9 The meetings of the Committee are recorded. The recording is made for the sole purpose of facilitating the drafting of meetings minutes and documenting, if necessary, what stated in the minutes. The audio and computer media are destroyed at the same time as the approval of the final text of the minutes, which - as a rule - are approved during the subsequent meeting. The minutes are collected in a special book, which each member of the Committee has the right to consult.

Article 4 - Amendments to the regulation

4.1 This Regulation may only be amended by a resolution of the BoD, also upon proposal from the Committee.