

PRESS RELEASE

Notice of call of ordinary Shareholders' Meeting 28-29 April 2023

Milan, 17 March 2023 – The ordinary Shareholders' Meeting of A2A S.p.A. is convened at the company's registered office in Brescia, at via Lamarmora 230, for April 28, 2023, at 9:00, on first call and, if necessary, on second call for April 29, 2023, same time and place (attendees may attend via conference call), to discuss and vote on the following

AGENDA

1. Approval of the financial statements for the year ended December 31, 2022; Reports of the Board of Directors, the Board of Statutory Auditors and the Independent Auditors. Submission of the consolidated financial statements ending December 31, 2022. Presentation of the non-financial Consolidated Statement under Legislative Decree no. 254/2016 and related Supplement – Integrated Financial Statements 2022.
2. Allocation of the 2022 profit and distribution of the dividend.
3. Resolutions regarding Section I (Remuneration Policy) of the Report on the Remuneration Policy and Fees paid pursuant to art. 123-ter of Legislative Decree no. 58 (February 24, 1998), as subsequently amended and supplemented.
4. Resolutions on Section II (Remuneration paid to members of management and control bodies, general managers and other executives with strategic responsibilities) of the Report on Remuneration Policy and Fees paid pursuant to Article 123-ter of Legislative Decree No. 58 of February 24, 1998, as amended and supplemented.
5. Authorisation to purchase and dispose of treasury shares, subject to revocation, if not used, of the previous authorisation resolved by the Shareholders' Meeting of April 28, 2022.
6. Conferment of the statutory audit appointment for the years from 2025 to 2033.
7. Election of the members of the Board of Directors and its Chairman and Vice President.
8. Setting compensation levels for members of the Board of Directors.
9. Election of the Board of Statutory Auditors and their Chairman.
10. Setting compensation levels for non-substitute members of the Board of Statutory Auditors.

Intervening at the Shareholders' Meeting and exercise of voting by proxy

Entitled to intervene at the Shareholders' Meeting are those entitled to vote at the end of the accounting day of April 19, 2023 (Record date) and for which the Company received, by the end of the third open market day (April 25, 2023) prior to the date set for the Shareholders' Meeting on first call, the related communication by the authorized intermediaries provided for by current regulations. The right to attend and vote shall remain unaffected if the notice is received by the Company after the aforementioned deadline, provided that it is received before the start of the meeting proceedings. Those who confirm ownership of the shares after such Record date shall not have the right to take part in the Meeting and vote.

Pursuant to Article 106, paragraph 4 of Law-Decree March 17, 2020, no. 18, converted, with amendments, by Law no. 2 of April 24, 2020, as amended in Article 3, paragraph 6, Law-Decree

December 31, 2020, no. 183 converted with amendments by Law no. 21 of February 26, 2021, the terms of application of which were lastly extended by art. 3 of Law-Decree no. 198 of December 29, 2022, converted, with amendments, by Law no. 14 of February 24, 2023, **participation in the Shareholders' Meeting by those with voting rights shall take place exclusively through Computershare S.p.A., Company's Appointed Representative under art. 135-undecies, of Legislative Decree no. 58/1998**, to whom a proxy must be granted in accordance with the terms and conditions listed below:

Voting by correspondence or electronic means is not provided for.

Pursuant to Article 106, paragraph 2 of Law-Decree no. 18 of March 17, 2020, converted, with amendments, by Law no. 2 of April 24, 2020, as subsequently amended and extended, the Shareholders' Meeting shall be held exclusively by means of telecommunications that guarantee the identification of the participants, their participation and the exercise of their voting rights, without in any case the need for the Chair and the Secretary taking the minutes to be in the same place. Instructions to participate in the meeting through telecommunications equipment will be made known by the Company to Computershare S.p.A., to the Directors and Statutory Auditors as well as to others entitled to participate, other than those with voting rights.

Company's Appointed Representative

Pursuant to Article 106, paragraph 4 of Law-Decree no. 18 of March 17, 2020, converted, with amendments, by Law no. 2 of April 24, 2020, as subsequently amended and extended, those who have the right to vote, should they wish to attend the meeting, shall alternatively:

- i) be represented, pursuant to Art. 135-*novies*, of Legislative Decree no. 58/1998, by a proxy and/or subproxy granted to Computershare S.p.A., Company's Designated Representative in derogation of Art. 135-*undecies*, Legislative Decree no. 58/1998. To that end, a proxy/subproxy form may be downloaded from Company's website (www.gruppoa2a.it "Investors" – "Governance" – "Shareholders' Meetings" section) to be submitted to Computershare S.p.A. pursuant to the instructions appearing on that form. Proxies may not be granted after April 27, 2023 for the first call (no later than April 28, 2023 for the second call). In the same way, those entitled may revoke, within the same period, the proxy/further delegation to other parties and the voting instructions given;
- ii) confer, pursuant to Article 135-*undecies*, Legislative Decree 58/1998, without expenses to be borne by the delegating party except for sending expenses, a proxy with voting instructions to Computershare S.p.A., the Company's Appointed Representative, on all or some of the resolution proposals regarding the items on the agenda, using the specific proxy form, including electronic proxy, according to the procedures indicated on the Company's website (www.gruppoa2a.it "Investors" – "Governance" – "Shareholders' Meetings" section), no later than the end of the second trading day preceding the date set for the Shareholders' Meeting, even in a subsequent call and thus also in a second call (i.e. by April 26, 2023 or April 27, 2023, respectively). The proxy form, with instructions for completing and submitting it, is available on the Company's website (www.gruppoa2a.it "Investors" – "Governance" – "Shareholders' Meetings" section) The proxy shall be valid only for motions for which voting instructions were

conferred. The proxy and voting instructions may be rescinded within the term mentioned above.

The Appointed Representative will be available for clarification or information by calling the telephone number 0246776814 or emailing ufficiomi@computershare.it.

Shareholders are informed that the above instructions may be supplemented, amended and communicated in due time.

Share capital

Pursuant to Article 5 of the current Bylaws, the share capital is 1,629,110,744.04 euro represented by 3,132,905,277 ordinary shares with a nominal value of 0.52 euro each. Pursuant to Article 6 of the current Bylaws, the shares are indivisible and each share entitles to one vote, with the exception of treasury shares held by the Company (at the date of this notice, the Company does not hold treasury shares), for which, pursuant to the law, the voting right is suspended and without prejudice to the provisions of Article 9 of the current Bylaws regarding shareholding limits and shareholders' agreements.

Right to ask questions on agenda items

Pursuant to article 127-ter of Legislative Decree February 24, 1998, no. 58, as subsequently amended and integrated, those entitled to vote may ask questions on agenda items whether at or before the Shareholders' Meeting by sending them – by the end of the seventh day prior to the date set for the Shareholders' Meeting on first call and therefore by April 19, 2023 – to the Company Secretariat by fax to the number +39 02 77208142 or the e-mail assemblea2023@pec.a2a.eu, indicating in the subject "Questions for the A2A S.p.A. Shareholders' Meeting of April 28-29, 2023". The entitlement to exercise this right shall be certified by sending a copy of the notice issued by the intermediaries holding the accounts on which the applicant's shares are registered to the fax or e-mail address mentioned above. The communication may also be made after the submission of the applications provided that it is made within the time limit referred to in Article 127-ter, paragraph 1-bis, of Legislative Decree 58 of February 24, 1998, as subsequently amended and supplemented (third subsequent day, i.e. April 22, 2023).

In order to allow those entitled to grant proxies and voting instructions to the Appointed Representative, answers to questions received prior to the Shareholders' Meeting from entitled parties and that are relevant to the items on the agenda will be provided by the Company by the third day prior to the date of the Shareholders' Meeting (April 25, 2023), by publishing on the company's website (www.gruppoa2a.it "Investors" – "Governance" – "Shareholders' Meetings" section), with the Company being entitled to provide a single answer to questions with the same content.

Additions to the agenda and presentation of new resolution proposals

Pursuant to article 126-bis of legislative decree February 24, 1998, no. 58, as subsequently amended and integrated, Shareholders who, even jointly, represent at least one fortieth of the share capital, may request in writing, within ten days from the date of publication of this notice and therefore by March 27, 2023, to integrate the items for discussion, indicating in specific written request the additional items they propose for discussion or to submit resolution proposals on items already on the agenda. Applications must be submitted by registered

letter with return receipt sent to the address "A2A S.p.A. Company Secretariat Corso di Porta Vittoria 4 20122 Milan – Italy" and at the same time in advance by fax to the number +39 02 77208142 or to the e-mail address assemblea2023@pec.a2a.eu, together with the appropriate communication certifying the entitlement to exercise this right issued by the intermediaries who keep the accounts on which the shares of the requesting Shareholders are registered. By the above term, proposing Shareholders shall present, in the same manner, a report outlining the reasons for the resolution proposals on new matters they propose to be discussed, that is the justification related to the additional resolution proposals submitted on matters already on the agenda. The integration of the agenda is not allowed for matters on which the Meeting resolves, by law, at the proposal of the Directors or on the basis of a project or a report prepared by them, other than those referred to in article 125-ter, paragraph 1, of legislative decree February 24, 1998, no. 58, as subsequently amended and integrated. Any additions to the list of matters that the Shareholders' Meeting will have to cover as a result of the aforementioned requests or the presentation of further resolution proposals on matters already on the agenda shall be reported in the same forms prescribed for the publication of the notice of call, at least fifteen days before the date set for the Shareholders' Meeting on first call (i.e. by April 13, 2023). Simultaneously with the publication of this information, the reports prepared by those requesting the integration or the additional resolution proposals presented will be made available to the public, in the same manner as for the documentation relating to the Shareholders' Meeting, accompanied by any evaluations of the Board of Directors.

Submission of resolution proposals by those with voting rights (Article 126-bis, paragraph 1, third sentence, of the Consolidated Law on Finance (TUF))

Given the procedures for participation in the Shareholders' Meeting indicated above - with reference to the provisions of Article 126-bis, paragraph 1, third sentence, of Legislative Decree 58 of February 24, 1998, as subsequently amended and supplemented - those with voting rights may individually submit proposals for resolutions at the Shareholders' Meeting on items already on the agenda, in accordance with the following procedures:

- proposals for resolutions must be sent to the Company at the following e-mail address assemblea2023@pec.a2a.eu by April 13, 2023; these proposals must be formulated in a clear and complete way, together with information allowing the identification of the person submitting them, including a telephone number.

- together with the resolution proposals, the appropriate communication confirming the entitlement to exercise this right issued by the intermediaries holding the accounts on which the shares of the requesting Shareholders are registered must be sent to the Company.

Proposed resolutions received will be published on the Company's website (www.gruppoa2a.it "Investors" – "Governance" – "Shareholders' Meetings" section) by April 20, 2023, to enable those entitled to vote to consciously express themselves, also taking into account these new proposals, and for the Appointed Representative to collect any voting instructions on these proposals as well. For the purposes of the foregoing, the Company reserves the right to verify the relevance of the proposals with respect to the items already on the agenda, their completeness and their compliance with applicable regulations, as well as

the legitimacy of the proposing parties. In the event of alternative resolution proposals to those formulated by the Board, the Board's proposal will first be put to the vote (unless it is withdrawn) and, only if that proposal is rejected, will the Shareholders' proposals be put to the vote. These proposals, even in the absence of a proposal by the Board, will be submitted to the Shareholders' Meeting starting with the proposal submitted by the Shareholders representing the largest percentage of the capital. Only if the proposal put to the vote is rejected, the next proposal in order of capital represented will be put to the vote.

Election of the members of the Board of Directors and its Chairman and Vice President.

Pursuant to the provisions of Legislative Decree no. 58 (February 24, 1998, as subsequently amended), and by Company's current Bylaws, the members of the Board of Directors will be elected by candidate slate. While not necessarily required, in compliance with the recommendations of the Corporate Governance Code and in line with industry best practice, the expiring Board of Directors expressed - having heard the Compensation and Appointments Committee and taking into account the outcomes of the self-assessment (board review) referring to the 2022 financial year - a guidance opinion to the Shareholders on the size and composition of the Board of Directors for the three-year period 2023 - 2025. Said opinion is available on Company's website (www.gruppoa2a.it "Investors" – "Governance" – "Shareholders' Meetings") section.

The incoming Board of Directors shall be made up of twelve (12) members, who shall serve for three financial years. Their terms shall expire at the shareholders meeting convened to approve the financial statements relating to the last financial year of their term. The members of the Board of Directors must meet the character and professionalism requirements contemplated by applicable statute or regulation.

The Board of Directors shall be elected from candidate slates in which candidates are sequentially numbered, and moreover in which at least two candidates appear. Each list shall include enough candidates of the under-represented gender to ensure gender balancing at or above statutory / regulatory levels (i.e. at least 2/5 of all candidates presented, with any non-whole number rounded up). Lists which feature a candidate slate of fewer than three candidates are exempt from this requirement. Lists must include at least two candidates who meet the independence requirements set for Statutory Auditors under art. 148, paragraph 3, of Legislative Decree no. 58 (of February 24, 1998, as subsequently amended and supplemented) and those contemplated under the Corporate Governance Code.

Pursuant to the recommendations of the Corporate Governance Code, the Board of Directors has also expressed its orientation on the maximum number of positions as director or auditor in other companies listed on regulated markets, including foreign markets, or in companies issuing financial instruments that are widely distributed among the public on the basis of the criteria established by Consob pursuant to Article 116 of Legislative Decree No. 58 of February 24, 1998, as amended and supplemented, (hereinafter, also the "Significant Companies") that can be considered compatible with effective performance of the office of executive or non-executive director of the Company. In particular: (i) executive directors may only serve as non-executive directors and Statutory auditors and in a number not exceeding two; (ii) non-executive directors may serve as directors and Statutory auditors in a number not exceeding

four, of which not more than one shall be an executive director. The limits indicated refer solely to positions in the Significant Companies, with the exception of A2A S.p.A. and those belonging to the same Group.

Only those Shareholders who, either alone or with others, hold at least a 1% stake in share capital with rights to vote in the ordinary shareholders meeting shall have the right to submit a list. Any shareholder, shareholders who have entered into a shareholders agreement deemed material under art. 122 of Legislative Decree no. 58 (of February 24, 1998, as subsequently amended and supplemented), parent company, subsidiaries, and those subject to common control as defined under art. 93 of Legislative Decree no. 58 (of February 24, 1998), and other parties formally affiliated as defined under any applicable law or regulation, may not submit, whether individually or jointly, whether directly or through a strawman or trust company, more than one list, nor may they vote on different lists; any candidate may only appear on one list or be disqualified.

Lists must be submitted by the twenty-fifth day prior to the first call date set for the shareholders meeting, and therefore no later than April 3, 2023, using one of the following methods: (i) filing at the registered office of the Company, in Brescia, via Lamarmora 230 during normal office hours (from Monday to Friday from 9 am to 5 pm) or (ii) sent by fax to +39 02 77208142, in this case indicating in the message accompanying the identity of the person filing as well as the telephone number and fax number of the sender or (iii) sending to the e-mail address assemblea2023@pec.a2a.eu, in this case, indicating in the accompanying message the identity of the filing party as well as the sender's telephone number and e-mail address. Lists will be posted to a public notice board at the registered office, on the website of the Company (www.gruppoa2a.it "Investors" – "Governance" – "Shareholders' Meetings") section and with the other methods envisaged by Consob by the twenty-first day prior to the date of the meeting, i.e. by April 7, 2023. If, as of the date of filing date for the lists only one has been filed, or only lists by affiliated shareholders have been submitted, other lists may be submitted, with the methods indicated above, until the third day following such date, that is, by April 6, 2023, and the minimum threshold for list submission shall be reduced by half, i.e. 0.5% of share capital with voting rights in the ordinary shareholders meeting.

The lists must include:

- (i) information relating to the identity of shareholders submitting the lists, with a notation of the stake held in the company, without prejudice to the requirement that notice of such ownership may be submitted after the list is filed, provided it is filed by the deadline for the candidate slates to be made public by Company, that is, April 7, 2023;
- (ii) a statement by shareholders other than the Municipalities of Brescia and Milan and who, whether individually or jointly, hold a controlling interest or relative majority stake in Company, certifying the absence of any affiliation as required under applicable law or regulation with such entities, and further in compliance with the recommendations made in Consob Communication no. DEM/9017893 of February 26, 2009;
- (iii) a thorough description of the personal and professional characteristics of the candidates, as well as affidavits through which the individual candidates that they meet all character,

professionalism, and independence criteria as set by law, and that they agree to accept the position if elected.

Any list failing to abide by the foregoing rules shall be deemed void.

Election of the Board of Statutory Auditors and their Chairman

The incoming Board of Auditors shall be made up of three auditors and two alternate members, who shall serve for three financial years. Their terms shall expire at the shareholders meeting convened to approve the financial statements relating to the last financial year of their term. Statutory Auditors must meet the requirements of good character, professionalism, and independence set by applicable law. In order to vet whether the members of the 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 pursuant to Article 4 of the current Company Bylaws. With respect to the make-up of the Board of Statutory Auditors, disqualification criteria, and limits on sitting on multiple boards (whether as a director or internal auditor) as set by statute and regulation shall apply to the Board of Statutory Auditors. A Statutory Auditor for the Company, furthermore, may not sit on a board of statutory auditors for any Company subsidiary. If they do, the Statutory Auditor's term with Company shall lapse.

Statutory Auditors shall be elected based on slates of candidates submitted by the Shareholders. These lists contain a slate of at least two candidates, who are then elected in sequential order. Each candidate may only appear on a list, lest they be disqualified. Each list shall include enough candidates of the under-represented gender to ensure gender balancing at or above statutory / regulatory levels (i.e. at least 2/5 of all candidates presented, with any non-whole number rounded down). Lists which feature a candidate slate of fewer than three candidates are exempt from this requirement.

Only those Shareholders who, either alone or with others, hold at least a 1% stake in share capital with rights to vote in the ordinary shareholders meeting shall have the right to submit a list. Each Shareholder may only submit, or join in submitting, one list. Votes of any Shareholder breaching this rule shall be voided on any list.

Lists must be submitted by the twenty-fifth day prior to the first call date set for the shareholders meeting, and therefore no later than April 3, 2023, using one of the following methods: (i) filing at the registered office of the Company, in Brescia, via Lamarmora 230 during normal office hours (from Monday to Friday from 9 am to 5 pm) or (ii) sent by fax to +39 02 77208142, in this case indicating in the message accompanying the identity of the person filing as well as the telephone number and fax number of the sender or (iii) sending to the e-mail address assemblea2023@pec.a2a.eu, in this case, indicating in the accompanying message the identity of the filing party as well as the sender's telephone number and e-mail address. Lists will be posted to a public notice board at the registered office, on the website of the Company (www.gruppoa2a.it "Investors" – "Governance" – "Shareholders' Meetings") section and with the other methods envisaged by Consob by the twenty-first day prior to the date of the meeting, i.e. by April 7, 2023. If, as of the date of filing date for the lists only one has been filed, or only lists by affiliated shareholders have been

submitted, other lists may be submitted, with the methods indicated above, until the third day following such date, that is, until April 6, 2023, and the minimum threshold for list submission shall be reduced by half, i.e. 0.5% of share capital with voting rights in the ordinary shareholders meeting.

The lists must include:

(i) information relating to the identity of shareholders submitting the lists, with a notation of the stake held in the company, without prejudice to the requirement that notice of such ownership may be submitted after the list is filed, provided it is filed by the deadline for the candidate slates to be made public by Company, that is, April 7, 2023;

(ii) a statement by shareholders other than the Municipalities of Brescia and Milan and who, whether individually or jointly, hold a controlling interest or relative majority stake in Company, certifying the absence of any affiliation as required under applicable law or regulation with such entities, and further in compliance with the recommendations made in Consob Communication no. DEM/9017893 of February 26, 2009;

(iii) a thorough description of the personal and professional characteristics of the candidates, as well as affidavits through which the individual candidates agree to accept the position if elected and state, under penalty of perjury, that they are not disqualified or ineligible as a matter of law, and that they meet all character, professionalism, and independence criteria as set by law for members of the Board of Statutory Auditors, and must provide a list of the directorships or auditorships they hold in other companies.

Candidate slates failing to abide by the foregoing rules, or which do not present proper gender balancing as required by Company's current Bylaws, shall be deemed void.

Each person with the right to vote may only submit one list.

Documentation

The documentation relating to the Shareholders' Meeting envisaged by the current regulations, together with the resolution proposals relating to the items included in this agenda, is made available to the public, within the prescribed time limits, at the Registered Office, on the Company's website (www.gruppoa2a.it "Investors" – "Governance" – "Shareholders' Meetings") section and at the authorized storage mechanism "1Info" at the address www.1info.it.

This notice will be published by extract in the newspaper "Il Sole 24 Ore".

Contacts:

Giuseppe Mariano

Media Relations, Social Networking and Web Manager

Silvia Merlo - Silvia Onni

Press Office

ufficiostampa@a2a.eu

Tel. [+39] 02 7720.4583

Marco Porro

Investor Relations Manager

Tel. [+39] 02 7720.3974, ir@a2a