

PRESS RELEASE

Ordinary meeting of the A2A S.p.A. shareholders

Brescia, 28 April 2023 – Earlier today, the ordinary meeting of the A2A S.p.A. shareholders:

- 1)** approved the Company's financial statements for the year of 2022;
- 2)** approved the Board of Directors' proposal to distribute a dividend per ordinary share equal to € 0.0904 to be paid from 24 May 2023 (ex-dividend No. 26 date: 22 May 2023) and record date of 23 May 2023;
- 3)** approved the first section of the 2023 Compensation Report, with a binding vote;
- 4)** approved the second section of the 2023 Compensation Report, with an advisory, non-binding vote;
- 5)** authorized - subject to the revocation of the resolution adopted by the ordinary shareholders' meeting on 28 April 2022 for the purchase and sale, transfer or assignment of treasury shares - the Administrative Body to carry out transactions for the purchase and disposal of treasury shares, according to the purposes, methods and terms indicated below:
 - 1) the maximum total number of treasury shares that may be purchased and held from time to time by A2A S.p.A. and its subsidiaries is set at 313,290,527, equal to one tenth of the shares making up the share capital;
 - 2) the purchase and disposal of treasury shares will be carried out to pursue, in the interest of the Company and in compliance with the principle of equal treatment of shareholders and the applicable legislation in force, purposes related to current management (including the investment of excess liquidity) and industrial projects consistent with the strategic lines that the Company intends to pursue, in relation to which the opportunity to exchange shares arises;
 - 3) the purchase of the shares must be carried out, in compliance with the provisions of art. 132 of the Consolidated Law on Finance, by art. 144-*bis* of the Issuers' Regulation and any other applicable EU and national legislation - including the Regulation and Instructions of Borsa Italiana S.p.A. - according to the operating procedures indicated by current legislation and therefore, pursuant to Article 144-*bis*, paragraph 1, lett. b) of the Issuers' Regulation, on regulated markets according to operating procedures established in the organisation and management regulations of the markets. Said operating procedures may not allow the direct matching of purchasing negotiation proposals with predetermined selling negotiation proposals and purchases shall be made at a price not exceeding 5% and not less than 5% of the reference price recorded by the security in the screen-based stock exchange session preceding each individual transaction. These

parameters are considered adequate for the purpose of identifying the range of values within which the purchase is of interest to the Company;

- 4) dispositions may be carried out: (i) through cash transactions, and in this case the sales will be carried out on the MTA and/or on multilateral trading facilities, at a price no higher than 5% and no lower than 5% with respect to the reference price recorded by the security in the MTA session preceding each individual transaction; or (ii) through the trade, exchange, contribution or other disposal transactions (including, for example, assignments to employees, distribution of stock dividends), in the context of industrial projects or extraordinary finance transactions, and in this case without price limits, (iii) to allow the use of treasury shares for swap or contribution transactions or also to service extraordinary operations on the capital or financing transactions that involve the assignment or disposal of treasury shares (for example, to service financial instruments that can be exchanged for shares, convertible bonds, bonds or warrants).

The Board of Directors with the broadest of powers for the execution, including through special proxies, of the resolutions set out above.

This authorization for the purchase and/or the sale, transfer or assignment has a validity, until provided by different resolution, and in any event, for a period not to exceed 18 months from the date of the resolution.

6) conferred the mandate for the legal audit of the accounts for the years from 2025 to 2033 to KPMG S.p.A.;

7) appointed for a three-year period, with the list-voting mechanism, the Board of Directors consisting of the following 12 directors:

Marco Emilio Angelo Patuano - Chairman; Giovanni Comboni - Vice Chairman; Renato Mazzoncini; Maria Grazia Speranza; Maria Elisa D'Amico; Fabio Lavini; Roberto Tasca; Elisabetta Cristiana Bombana and Elisabetta Pistis (taken from the list jointly filed by the majority shareholders, the Municipality of Brescia and the Municipality of Milan, owners in aggregate of an equity investment equal to approximately 50.000000112% of the share capital)

Vincenzo Cariello, Alessandro Zunino and Susanna Dorigoni (taken from the list jointly filed by a group of minority shareholders consisting of a funds management company and institutional investors, owners in aggregate of an equity investment equal to approximately 1.07593% of the share capital).

Maria Grazia Speranza, Maria Elisa D'Amico, Roberto Tasca, Elisabetta Cristiana Bombana, Elisabetta Pistis, Vincenzo Cariello, Alessandro Zunino and Susanna Dorigoni have stated that they meet the requisites for independence provided by Article 148, Paragraph 3 of Legislative Decree No. 58/98 and Corporate Governance Code. Giovanni Comboni and Fabio Lavini have stated that they meet the requisites for independence provided by Article 148, Paragraph 3 of Legislative Decree No. 58/98;

8) determined the compensation for each Director in the amount of 80,000 euro gross per year;

9) appointed for a three-year period, with the list-voting mechanism, the Board of Statutory Auditors consisting of the following three acting auditors and two substitute auditors:

Maurizio Dallochio - Acting Auditor; Chiara Segala - Acting Auditor and Patrizia Lucia Maria Riva - Substitute Auditor (taken from the list jointly filed by the majority shareholders, the Municipality of Brescia and the Municipality of Milan, owners in aggregate of an equity investment equal to approximately 50.000000112% of the share capital);

Silvia Muzi - Chairman and Vieri Chimenti - Substitute Auditor (taken from the list jointly filed by a group of minority shareholders consisting of a funds management company and institutional investors, owners in aggregate of an equity investment equal to approximately 1.07593% of the share capital);

10) determined the compensation for the Chairman of the Board of Statutory Auditors and for each Acting Auditor in the respective amounts of 130,000 euro gross per year and 80,000 euro gross per year.

The curricula vitae of the Directors and Acting Statutory Auditors may be consulted at the Company's web site: www.gruppoa2a.it.

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